

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Ruifeng Petroleum Chemical Holdings Limited

Stock code (ordinary shares): 8096

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 March 2014.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 27 February 2002

Name of Sponsor(s): ICEA Capital Limited

Names of directors: (please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)	<i>Executive Directors:</i> Mr. Chan Wai Lun, Anthony (Chairman) Mr. Yue Wai Keung (Chief Executive Officer) Mr. Guo Jingsheng <i>Non-executive Director:</i> Mr. Chan Kwan Pak <i>Independent Non-executive Directors:</i> Dr. Chen Tzyh-Trong Dr. Lee Chung Mong Mr. Chong Chi Wah
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Name(s) of substantial shareholder(s): Mr. Chan Wai Lun, Anthony – 23.97% (L);
(as such term is defined in rule 1.01 of the *(Including his interests in Black Sea Horizon Investment Holdings Ltd. as GEM Listing Rules) and their respective detailed below*
interests in the ordinary shares and other Mr. Chan Kin Wah, Daniel – 17.58% (L);
securities of the Company Ms. Zhao Shu Min – 17.58% (L)
Black Sea Horizon Investment Holdings Limited – 17.58%
(Black Sea Horizon Investment Holdings Limited, a company incorporated in Hong Kong with limited liability, is beneficially owned as to 60% by Ms. Zhao Shu Min, and the remaining 40% is beneficially and jointly owned by Mr. Chan Wai Lun Anthony (the chairman and executive Director) and Mr. Chan Kin Wah Daniel.)

Mr. Yue Wai Keung – 14.25% (L)
(Including his interests in Inno Smart Group Ltd., which owns 8.39% in the issued share capital of the Company, and is 50% beneficially owned by Mr. Yue.)

(L) = Long

Name(s) of company(ies) listed on GEM or N/A
the Main Board of the Stock Exchange
within the same group as the Company:

Financial year end date: 31 December

Registered address: Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business: 13/F., Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong

Web-site address (if applicable): <http://www.ruifengholdings.com>

Share registrar: Hong Kong Registrar Limited

Auditors: Parker Randall CF (H.K.) CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The principal activities of the Company and its subsidiaries (together the “Group”) are (i) heavy oil processing, trading of fuel oil and related products, and leasing of storage tanks and related facilities to its customers; and (ii) the development and distribution of Thin Computing solutions and related products.

C. Ordinary shares

Number of ordinary shares in issue: 1,251,440,722

Par value of ordinary shares in issue: HK\$0.05

Board lot size (in number of shares): 8,000

Name of other stock exchange(s) on N/A
which ordinary shares are also listed:

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D. Warrants

Stock code:	N/A
Board lot size:	-
Expiry date:	-
Exercise price:	-
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	-
No. of warrants outstanding:	-
No. of shares falling to be issued upon the exercise of outstanding warrants:	-

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

The Company adopted its share option scheme on 2 February 2002 (the “Share Option Scheme”). On 22 August 2011, a total of 246,900,000 share options were granted to its directors and employees under the Share Option Scheme. Options granted can be exercised from 22 February 2012 to 22 February 2015 with exercise prices range from HK\$0.706 to HK\$1.376. No exercise has been made in respect of these share options up to the date of this report.

With the 1 for 5 share consolidation becoming effective on 24 January 2013 (“Consolidated Shares”), as detailed in the circular of the Company dated 28 December 2012, the number of exercisable Consolidated Shares and their exercise prices have been adjusted in accordance with the terms of the Share Option Scheme..

As at the date of this report, all share options granted on 22 August 2011 under the Share Option Scheme have lapsed with no options outstanding or ever exercised.

The Share Option Scheme expired on 2 February 2012 and a new share option scheme was adopted at the EGM of the Company held on 22 March 2012 (“2012 Share Option Scheme”). No grant has been made under the 2012 Share Option Scheme up to the date of this report.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

THE STOCK EXCHANGE OF HONG KONG LIMITED
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Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Chan Wai Lun, Anthony

Mr. Yue Wai Keung

Mr. Guo Jingsheng

Mr. Chan Kwan Pak

Dr. Chen Tzyh-Trong

Dr. Lee Chung Mong

Mr. Chong Chi Wah

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*