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RPC 瑞豐石化

Ruifeng Petroleum Chemical Holdings Limited
瑞豐石化控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8096)

SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING RELATING TO A POSSIBLE ACQUISITION AND RESTRUCTURING OF THE GROUP

Reference is made to the announcement of the Company dated 1 April 2015 (the “Announcement”) in relation to the memorandum of understanding relating to a possible acquisition and restructuring of the Group. Capitalised terms in this announcement shall have the same meaning of those in the Announcement.

As set out in the Announcement, the parties to the MOU shall further negotiate on the relevant terms and conditions of the Proposed Acquisition with the aim of entering into the Formal Agreement within 45 days from the date of the MOU.

The Directors wish to advise that, in order to give more time for the preparation of the Formal Agreement, a supplemental MOU dated 4 May 2015 has been entered into between the parties to the MOU to extend the date before which the Formal Agreement must be signed to 120 days from the date of the MOU.

Save and except the aforesaid amendment, the terms of the MOU remain unchanged.

Further announcement(s) will be made by the Company when there is any further material development on the Proposed Acquisition and timely action will be taken to comply with the disclosure/approval requirements under the GEM Listing Rules.

The Proposed Acquisition is subject to the execution of the Formal Agreement finalising terms and conditions of the Proposed Acquisition and the parties' rights and obligations thereunder. Therefore, the Proposed Acquisition may or may not be consummated, and Shareholders and potential investors of the Company shall exercise caution when dealing in the Shares.

As disclosed in the announcements of the Company dated 2 April 2013 and 25 September 2013, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 2 April 2013 until the resumption conditions of the Stock Exchange as stipulated in the 25 September 2013 announcement are satisfied. Trading of the Shares will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
Ruifeng Petroleum Chemical Holdings Limited
Chan Wai Lun, Anthony
Chairman

Hong Kong, 5 May 2015

As at the date of this announcement, the executive Directors are Mr. Chan Wai Lun, Anthony (Chairman) and Mr. Yue Wai Keung (Chief Executive Officer); the non-executive Director is Mr. Chan Kwan Pak; and the independent non-executive Directors are Dr. Chen Tzyh-Trong and Dr. Lee Chung Mong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM Website at www.hkgem.com for a minimum period of seven days from the day of its publication and on the website of the Company at www.ruifengholdings.com.