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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)

INSIDE INFORMATION IN RELATION TO POSSIBLE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF KUANTING HOLDINGS LIMITED

This announcement is made by Ruifeng Petroleum Chemical Holdings Limited (the “**Company**”, together with its subsidiaries as “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference are made to the announcements of the Company dated 1 April 2015 and dated 5 May 2015 (the “**Announcements**”) in relation to the memorandum of understanding entered into with China Satellite Broadcast Co. Ltd. (the “**Vendor**”) for a possible acquisition and restructuring of the Group. Capitalised items in this announcement will have the same meaning as those in the Announcements.

The Board is pleased to announce that on 20 July 2015, the Company has entered into a conditional sale and purchase agreement with the Vendor (the “**Agreement**”) for the possible acquisition of the entire issued share capital of Kuanting Holdings Limited (the “**Acquisition**”) at a total consideration of HK\$544,660,941, of which (i) HK\$101,660,009 shall be satisfied by the allotment and issuance of 924,181,900 consideration shares of the Company (the “**Consideration Shares**”) at an issue price of HK\$0.11 per Consideration Share; and (ii) HK\$443,000,932 shall be satisfied by the issuance of the convertible bonds by the Company in the principal amount of HK\$443,000,932, which are convertible into conversion shares of the Company at the initial conversion price of HK\$0.11 per conversion share on completion of the Agreement.

In addition, pursuant to the Agreement, the Company shall fulfill certain pre-completion obligations under the Agreement including (1) the disposal of Foshan Ruifeng Petroleum Chemical Fuel Co., Ltd. (“**Foshan Ruifeng**”), an indirect wholly owned subsidiary of the Company in Foshan, China (the “**Foshan Disposal**”); (2) the completion of the settlement of the promissory notes issued by the Company in relation to the liabilities of Foshan Ruifeng assumed by the Company by way of capitalisation to the

Shares or such other way (the “**Debt Restructuring**”); and (3) the capitalisation of loans plus interest owed by the Company to Mr. Chan Wai Lun, Anthony (former executive Director and Chairman of the Board) and Mr. Yue Wai Keung (executive Director and Chief Executive Officer of the Company) (the “**Loan Capitalisation**”).

As at the date of this announcement, the Company is in the process of preparing the announcement in relation to, among other things, the Acquisition, which constitutes a possible very substantial acquisition under the GEM Listing Rules, the Foshan Disposal, the Debt Restructuring and the Loan Capitalisation. An announcement setting out the details of the above matters will be published as and when appropriate. The Company is also in the course to prepare a comprehensive resumption proposal and will update the Shareholders on its latest development and the progress of the application for resumption of trading of the Shares on the Stock Exchange.

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

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

By Order of the Board
Ruifeng Petroleum Chemical Holdings Limited
Pang Kin Man, Edmond
Company Secretary

Hong Kong, 24 July 2015

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

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.