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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 上海棟華石油化工股份有限公司 (Shanghai Tonva Petrochemical Co., Ltd.*), you should at once hand this circular to the purchaser or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee(s).

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This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of 上海棟華石油化工股份有限公司 (Shanghai Tonva Petrochemical Co., Ltd.*).



上海棟華石油化工股份有限公司 SHANGHAI TONVA PETROCHEMICAL CO., LTD.*

(a joint stock company established in the People's Republic of China with limited liability)
(Stock code: 8251)

**(1) PROPOSED TRANSFER OF LISTING
FROM THE GROWTH ENTERPRISE MARKET TO
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY
AND
(3) NOTICES OF THE EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

Terms used in this cover page shall have the same meaning as those defined in the section headed "Definitions" in this circular.

A letter from the Board dated 7 March 2011 is set out in pages 4 to 8 of this circular.

The notices convening the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting to be held at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, PRC on Thursday, 21 April 2011 at 10:30 a.m., 9:30 a.m. and 10:00 a.m. respectively are set out on pages 29 to 37 of this circular.

A form of proxy for use at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tonva.com). Whether or not you intend to attend the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Friday, 1 April 2011 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the relevant meetings or any adjournment thereof (as the case may be).

This circular will remain on the "Latest Company Announcement" page of the GEM website at www.hkgem.com and on the Company's website at www.tonva.com for at least 7 days from the date of its publication.

7 March 2011

* For identification purpose only

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:-

“Articles”	means the articles of the Company as amended from time to time
“Articles Amendments”	means the proposed amendments to the Articles to comply with the relevant requirements of the Main Board Listing Rules which will become effective upon the date of listing of and commencement of dealing in H Shares on the Main Board
“Board”	means the board of Directors
“Class Meetings”	means the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	means Shanghai Tonva Petrochemical Co., Ltd.* (上海棟華石油化工股份有限公司), a joint stock limited company incorporated in the PRC with limited liability
“CSRC”	means China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	means the director(s) of the Company
“Domestic Share(s)”	means the ordinary share(s) of nominal value of RMB0.1 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB
“Domestic Shareholders”	means the holders of the Domestic Shares
“Domestic Shareholders Class Meetings”	means the class meeting of the Domestic Shareholders to be held at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, PRC on Thursday, 21 April 2011 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the class meeting of holders of domestic shares which is set out on pages 35 to 37 of this circular, or any adjournment thereof
“Extraordinary General Meeting” or “EGM”	means the extraordinary general meeting of the Company to be held at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, PRC on Thursday, 21 April 2011 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which is set out on pages 29 to 31 of this circular, or any adjournment thereof

* *For identification purpose only*

DEFINITIONS

“GEM”	means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on the GEM
“GEM website”	means http://www.hkgem.com , being the internet website operated by the Stock Exchange for GEM
“Group”	means the Company together with its subsidiaries
“H Shares”	means overseas-listed foreign shares of the Company with a nominal value of RMB0.1 each, which are listed on the GEM board of the Stock Exchange
“H Shareholders”	means the holders of H Shares
“H Shareholders Class Meeting”	means the class meeting of the H Shareholders to be held at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, PRC on Thursday, 21 April 2011 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the class meeting of holders of H shares which is set out on pages 32 to 34 of this circular, or any adjournment thereof
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means 4 March 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	means the listing sub-committee of the directors of the Stock Exchange which is responsible for the Main Board listing matters
“Main Board”	means the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM, and for avoidance of doubt, it does not include GEM for the purpose hereof
“Main Board Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	means the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholders” or “Members”	means holder(s) of the Shares
“Shares”	means the Domestic Shares and the H shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	means the proposed transfer of listing of the H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“%”	means per cent

LETTER FROM THE BOARD



上海棟華石油化工有限公司
SHANGHAI TONVA PETROCHEMICAL CO., LTD.*

(a joint stock company established in the People's Republic of China with limited liability)
(Stock code: 8251)

Executive Directors:

Qian Wenhua (*Chairman*)
Lu Yong
Zhang Jinhua
Jin Xiaohua
Li Hongyuan
Mo Luojiang

Registered office:

706 Renhe Building
2056 Pudong Road
200135
Pudong New Area
Shanghai
the PRC

Non-executive Directors:

Chan Cheuk Wing Andy
Hsu Chun-min

*Principal place of business
in Hong Kong:*

Room 904-05
Tai Yip Building
No.141 Thomson Road
Wanchai
Hong Kong

Independent non-executive Directors:

Li Li
Zhu Shengfu
Ye Mingzhu

7 March 2011

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED TRANSFER OF LISTING
FROM THE GROWTH ENTERPRISE MARKET TO
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
(2) PROPOSED AMENDMENTS TO ARTICLES OF THE COMPANY
AND
(3) NOTICES OF EXTRAORDINARY GENERAL MEETING
AND CLASS MEETINGS**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (i) details of the Transfer of Listing and the Articles Amendments, and (ii) notices of the EGM and the Class Meetings.

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED TRANSFER OF LISTING

Reference is made to the announcement of the Company dated 1 March 2011, whereby the Board was pleased to announce that it has approved, among other things, the proposed transfer of listing of its H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules.

The Transfer of Listing is subject to approvals from the Shareholders, CSRC and the Stock Exchange. The EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be convened on 21 April 2011 for the Shareholders to consider and if thought fit, to approve, among other things, (i) the Transfer of Listing; (ii) the Articles Amendments; and (iii) the granting of authorization to the Board to take any actions as it may consider necessary, desirable and expedient in relation to the matters mentioned above.

Reasons for Transfer of Listing

The Group is principally engaged in the sales of asphalt and fuel oil, road and bridge construction, and the provision of logistics service in the PRC. The Board are of the view that a listing of the Company's H Shares on the Main Board will further enhance the trading liquidity of its H Shares and the corporate profile of the Group, as well as recognition from the investing public, including the institutional investors, which will be beneficial to the future growth and development of the Group.

The Transfer of Listing will not involve any issue of new Shares by the Company. The Board do not contemplate any material change in the nature of the business activities of the Group following the Transfer of Listing.

Requirements under the PRC Regulations

According to the existing Articles and the relevant PRC laws and regulations, Shareholders' approval is required for the application of the Transfer of Listing, the Articles Amendment and the granting of relevant authorization to the Board. Subject to the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Transfer of Listing, the Articles Amendment and the granting of relevant authorization to the Board, the Company will make a formal application to the CSRC for the approval of the Transfer of Listing, and at appropriate time, the Company will also make a formal application to the Stock Exchange in relation to the Transfer of Listing.

LETTER FROM THE BOARD

Conditions for the Transfer of Listing

The Transfer of Listing is subject to, among other things, the following conditions:

- (i) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules and the relevant rules and regulations of the PRC;
- (ii) the obtaining of the Shareholders' approvals at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Transfer of Listing;
- (iii) the obtaining of the Shareholders' approvals at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Articles Amendments;
- (iv) the granting of the approval by the CSRC in respect of the Transfer of Listing;
- (v) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
- (vi) the obtaining of all other relevant consents or approvals (if any) which are required in connection with the Transfer of Listing.

Warning: The Company would like to emphasize that (i) the Transfer of Listing is only at a preliminary stage and that the definitive timetable for the Transfer of Listing has not yet been finalized; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Shareholders in the EGM and the Class Meetings, the CSRC and the Stock Exchange. Shareholders and potential investors should be aware that the Transfer of Listing may or may not be proceeded with and be completed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the H Shares.

3. PROPOSED ARTICLES AMENDMENTS

The Articles Amendments mainly involve amendments to the relevant provisions of the Articles for the purpose of complying with the requirements of the relevant laws and regulations of the PRC and Hong Kong and the Main Board Listing Rules in relation to the Transfer of Listing. A special resolution in relation to the Articles Amendments will be proposed at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting respectively for approval. Subject to the passing of the special resolution at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting respectively, the Articles Amendments will become effective upon the listing of and commencement of dealing in H Shares on the Main Board. If the Company does not proceed with the Transfer of Listing, the Articles Amendments will not come into effect and the existing Articles will continue to be in full force.

Details of the Articles Amendments are set out in Appendix I of this circular.

LETTER FROM THE BOARD

4. EXTRAORDINARY GENERAL MEETING, H SHAREHOLDERS CLASS MEETING, DOMESTIC SHAREHOLDERS CLASS MEETING AND PROXY ARRANGEMENT

The notices of the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting are set out on pages 29 to 37 of this circular. At the EGM and the Class Meetings, resolutions will be proposed to approve, among others, the Transfer of Listing, the Articles Amendments and the granting of relevant authorization to the Board.

A form of proxy for use at each of the EGM and the Class Meetings is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tonva.com). Whether or not you intend to attend the EGM and the Class Meetings, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Friday, 1 April 2011; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the relevant meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the relevant meetings and voting in person if you so wish.

An announcement will be made by the Company following conclusion of the EGM and the Class Meetings to inform the Shareholders of the results of such meetings.

5. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

According to GEM Listing Rule 17.47(4), any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions put to vote at each of the EGM and the Class Meetings will be taken by poll.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company in Hong Kong will be closed from 23 March 2011 to 21 April 2011, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of shareholders who are qualified to attend and vote at the EGM and the respective Class Meetings of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 March 2011.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board consider that the Transfer of Listing together with the Articles Amendments are in the interest of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at each of the EGM and the Class Meetings.

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix II to this circular.

Yours faithfully,
By order of the Board
Shanghai Tonva Petrochemical Co., Ltd.*
Qian Wenhua
Chairman

* *For identification purpose only*

This Appendix I set out the existing Articles of the Company and proposed amendments thereto for the purpose of information. The terms used herein shall have the same meanings as defined in the Articles.

The English version of this Appendix I is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

Articles	Original articles	Amended articles
Article 1	<p>Shanghai Tonva Petrochemical Co., Ltd. (the “Company”) is a joint stock company with limited liability incorporated in accordance with the Company Law of the People’s Republic of China (“Company Law”) and other relevant laws and administrative regulations of the PRC.</p> <p>As approved by Circular of Shanghai Municipal People’s Government (Hu Fu Fa Gai Shen (2003) No.005), the Company was established by way of overall conversion of Shanghai Donghua International Trade Company Limited (上海棟華國際貿易有限公司), and registered with Shanghai Administration for Industry and Commerce from which it obtained the corporate business license (license number: 3100001007195) on 30 December 2003.</p> <p>Following its listing on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, the Company submitted an application for conversion into a foreign-invested joint stock company with limited liability to the Ministry of Commerce of the People’s Republic of China, which granted it a Certificate of Approval for a Foreign-Invested Enterprise of the People’s Republic of China. Thereafter, the Company completed the registration change procedures with Shanghai Administration for Industry and Commerce and its original business licence was replaced by a new one.</p>	<p>Shanghai Tonva Petrochemical Co., Ltd. (the “Company”) is a joint stock company with limited liability incorporated in accordance with the Company Law of the People’s Republic of China (“Company Law”) and other relevant laws and administrative regulations of the PRC.</p> <p>As approved by Circular of Shanghai Municipal People’s Government (Hu Fu Fa Gai Shen (2003) No.005), the Company was established by way of overall conversion of Shanghai Donghua International Trade Company Limited (上海棟華國際貿易有限公司), and registered with Shanghai Administration for Industry and Commerce from which it obtained the corporate business license (license number: 3100001007195) on 30 December 2003.</p> <p>Following its listing on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, the Company submitted an application for conversion into a foreign-invested joint stock company with limited liability to the Ministry of Commerce of the People’s Republic of China, which granted it a Certificate of Approval for a Foreign-Invested Enterprise of the People’s Republic of China. Thereafter, the Company completed the registration change procedures with Shanghai Administration for Industry and Commerce and its original business licence was replaced by a new one. As approved by relevant government authorities and the Hong Kong Stock Exchange, the listing of the Company’s shares is transferred to the Main Board from the Growth Enterprise Market of the Hong Kong Stock Exchange.</p>

Articles	Original articles	Amended articles
	<p>The Company's promoters comprise Shanghai Changlu Trading Company Limited (上海昌魯貿易有限公司), Qian Wenhua (錢文華), Lu Yong (陸勇), Liu Huiping (劉惠萍), Yao Peie (姚培娥), Le Fengchun (樂鳳春), Ji Rubi (紀如碧), Li Hongyuan (李鴻源), Liu Chengyong (劉成鏞), Zhang Jinhua (張金華), Shen Linxiang (沈林祥), Jin Guoren (金國仁), Wang Jinfeng (王金鳳) and Wang Jinying (王金英).</p>	<p>The Company's promoters comprise Shanghai Changlu Trading Company Limited (上海昌魯貿易有限公司), Qian Wenhua (錢文華), Lu Yong (陸勇), Liu Huiping (劉惠萍), Yao Peie (姚培娥), Le Fengchun (樂鳳春), Ji Rubi (紀如碧), Li Hongyuan (李鴻源), Liu Chengyong (劉成鏞), Zhang Jinhua (張金華), Shen Linxiang (沈林祥), Jin Guoren (金國仁), Wang Jinfeng (王金鳳) and Wang Jinying (王金英).</p>
Article 6	<p>In accordance with the "Company Law", "Special Regulations", "Mandatory Provisions", "Guidelines for Articles of Association" and relevant requirements under other laws, administrative regulations of the State, the Company held the shareholders' extraordinary general meeting on 9 August 2004, where the former Articles of Association (hereinafter called the "former Articles of Association") were revised, and these Articles of Association (hereinafter called the "Articles of Association of the Company" or "these Articles of Association") were formulated. The Company may amend these Articles of Association accordingly.</p>	<p>In accordance with the "Company Law", "Special Regulations", "Mandatory Provisions", "Guidelines for Articles of Association" and relevant requirements under other laws, administrative regulations of the State, the Company held the shareholders' extraordinary general meeting on 9 August 2004, the shareholders' annual general meetings on 24 June 2005, the shareholders' extraordinary general meeting on 16 February 2006, the shareholders' annual general meetings on 16 May 2006, the shareholders' extraordinary general meeting on 17 January 2007, the shareholders' annual general meetings on 22 May 2008, the shareholders' extraordinary general meeting on 19 February 2009, the shareholders' annual general meetings on 20 May 2010, and the shareholders' extraordinary general meeting on 21 April 2011 respectively, where the former Articles of Association (hereinafter called the "former Articles of Association") were revised, and these Articles of Association (hereinafter called the "Articles of Association of the Company" or "these Articles of Association") were formulated. The Company may amend these Articles of Association accordingly.</p>

Articles	Original articles	Amended articles
Article 7	<p>The former Articles of Association of the Company have taken effect from the date of registration of the Company.</p> <p>These Articles of Association shall take effect from the date on which the special resolution was passed in the shareholder's general meeting of the Company. After these Articles of Association become effective, the former Articles of Association of the Company shall be replaced by these Articles of Association.</p>	<p>The former Articles of Association of the Company have taken effect from the date of registration of the Company.</p> <p>These Articles of Association shall take effect from the date on which the special resolution was passed in the shareholder's general meeting of the Company and all necessary approvals was granted to the Company for the listing on the Main Board of the Stock Exchange. After these Articles of Association become effective, the former Articles of Association of the Company shall be replaced by these Articles of Association.</p>
Article 10	<p>The Company may invest in other limited liability companies or joint stock limited companies. The Company's liabilities to an invested company shall be limited to the amount of its capital contribution to the invested company.</p> <p>The Company shall not be a shareholder with unlimited liabilities of any other organisations operating for profits.</p> <p>Upon the examination and approval by the regulatory authority for the examination and approval of the Company as authorised by the State Council, the Company may, according to its operating and management needs, operate as a holding company under the provisions of Clause 2 in Article 12 of the Company Law.</p>	<p>The Company may invest in other limited liability companies or joint stock limited companies. The Company's liabilities to an invested company shall be limited to the amount of its capital contribution to the invested company.</p> <p>The Company shall not be a shareholder with unlimited liabilities of any other organisations operating for profits.</p> <p>Upon the examination and approval by the regulatory authority for the examination and approval of the Company as authorised by the State Council, the Company may, according to its operating and management needs, operate as a holding company in accordance with the law.</p>
Article 26	<p>Unless otherwise provided by laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien.</p>	<p>Unless otherwise provided by laws and administrative regulations, all paid-up shares of the Company are freely transferable and are not subject to any restriction on right of transfer or any lien.</p>

Articles	Original articles	Amended articles
Article 31	<p>A repurchase of shares in the Company by an off-market agreement outside a stock exchange is subject to prior approval by shareholders' general meeting in accordance with the Articles of Association. The Company may rescind or vary the contract or waive any or part of its rights under the contract so entered into by the Company with the prior approval of shareholders obtained at a shareholder's general meeting in the same manner.</p> <p>A contract to repurchase shares referred to in the preceding paragraph includes but is not limited to an agreement to become obliged to repurchase and acquire rights to repurchase shares.</p> <p>The Company shall not assign a contract to repurchase its shares or any of its rights thereunder.</p> <p>Where the Company has the right to repurchase redeemable shares:</p> <p>(1) in case of a repurchase other than through market or by tender, it shall not exceed a maximum price;</p> <p>(2) in case of a repurchase by tender, the tenders shall be made available to all shareholders alike.</p>	<p>A repurchase of shares in the Company by an off-market agreement outside a stock exchange is subject to prior approval by shareholders' general meeting in accordance with the Articles of Association. The Company may rescind or vary the contract or waive any or part of its rights under the contract so entered into by the Company with the prior approval of shareholders obtained at a shareholder's general meeting in the same manner.</p> <p>A contract to repurchase shares referred to in the preceding paragraph includes but is not limited to an agreement to become obliged to repurchase and acquire rights to repurchase shares.</p> <p>The Company shall not assign a contract to repurchase its shares or any of its rights thereunder.</p> <p>Where the Company has the right to repurchase redeemable shares:</p> <p>(1) in case of a repurchase other than through market or by tender, it shall be limited at a maximum price;</p> <p>(2) in case of a repurchase by tender, the tenders shall be made available to all shareholders alike.</p>
Article 38	<p>The Company's shares may be transferred, given, inherited and pledged in accordance with relevant laws, administrative regulations and the provisions herein.</p> <p>Instruments of transfer and other documents which are related to or may affect the right of any registered shares are required to be registered with share registrars entrusted by the Company.</p>	<p>The Company's shares may be transferred, given, inherited and pledged in accordance with relevant laws, administrative regulations and the provisions herein.</p> <p>Instruments of transfer and other documents which are related to or may affect the right of any registered shares are required to be registered with share registrars entrusted by the Company.</p>

Articles	Original articles	Amended articles
Article 43	<p>Different parts of the register of member shall not overlap one another. No transfer of shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.</p> <p>The alteration or rectification of any part of the register of member shall be made in accordance with the laws of the jurisdiction where such part of the register is maintained.</p> <p>All fully paid-up H Shares are freely transferable under these Articles, provided that the Board of Directors may reject any instrument of transfer without giving any reason, unless the following conditions are satisfied:</p> <ol style="list-style-type: none">(1) a fee of HK\$2.50 per instrument of transfer, or such higher amount as the Hong Kong Stock Exchange may from time to time stipulate according to the Listing Rules, has been paid to the Company for registration of the instrument of transfer and other documents that are related to or may affect the ownership of shares;(2) the instrument of transfer only relates to H Shares;(3) the stamp duty payable on the instrument of transfer has been paid;(4) relevant share certificates and any other evidence of the transferor's right to transfer shares as reasonably required by the Board of Directors shall be provided;(5) in the event of the shares being transferred to joint holders, the number of such holders shall not exceed 4; and(6) the relevant shares shall be free from any lien of any company.	<p>Different parts of the register of member shall not overlap one another. No transfer of shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.</p> <p>The alteration or rectification of any part of the register of member shall be made in accordance with the laws of the jurisdiction where such part of the register is maintained.</p> <p>All fully paid-up H Shares are freely transferable and not subject to any restriction on right of transfer under these Articles, provided that the Board of Directors may reject any instrument of transfer without giving any reason, unless the following conditions are satisfied:</p> <ol style="list-style-type: none">(1) a fee of HK\$2.50 per instrument of transfer, or such higher amount as the Hong Kong Stock Exchange may from time to time stipulate according to the Listing Rules, has been paid to the Company for registration of the instrument of transfer and other documents that are related to or may affect the ownership of shares;(2) the instrument of transfer only relates to H Shares;(3) the stamp duty payable on the instrument of transfer has been paid;(4) relevant share certificates and any other evidence of the transferor's right to transfer shares as reasonably required by the Board of Directors shall be provided;(5) in the event of the shares being transferred to joint holders, the number of such holders shall not exceed 4; and(6) the relevant shares shall be free from any lien of any company.

Articles	Original articles	Amended articles
	<p>H shares shall be transferred in written form by way of ordinary or usual forms of the instruments of transfer or in other forms which are acceptable to the Board of Directors. Such instrument of transfer shall only be signed under hand, or if the transferor or the transferee is a clearing house or its agent (“clearing house”) as defined in the Laws of Hong Kong, it may be signed under hand or by machine printed signatures.</p>	<p>H shares shall be transferred in written form by way of ordinary or usual forms of the instruments of transfer or in other forms which are acceptable to the Board of Directors. Such instrument of transfer shall only be signed under hand, or if the transferor or the transferee is a clearing house or its agent (“clearing house”) as defined in the Laws of Hong Kong, it may be signed under hand or by machine printed signatures.</p>
	<p>All instruments of transfer shall be maintained at the registered address of the Company or other places that the Board of Directors may designate from time to time.</p>	<p>All instruments of transfer shall be maintained at the registered address of the Company or other places that the Board of Directors may designate from time to time.</p>
Article 47	<p>Any person who is a registered holder of shares in the Company or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if it appears that the certificate relating to the shares (“the original certificate”) is lost, apply to the Company for a new certificate in respect of such shares (the “relevant shares”).</p>	<p>Any person who is a registered holder of shares in the Company or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if it appears that the certificate relating to the shares (“the original certificate”) is lost, apply to the Company for a new certificate in respect of such shares (the “relevant shares”).</p>
	<p>Where holders of domestic invested shares have lost their share certificates and apply for their replacement shall be dealt with under the provisions of Article 150 of the Company Law.</p>	<p>Where holders of domestic invested shares have lost their share certificates and apply for their replacement shall be dealt with under the provisions of Article 144 of the Company Law.</p>
	<p>Where holders of overseas listed foreign invested shares have lost their share certificates and apply for their replacement may be dealt with in accordance with the laws, securities exchange rules and other relevant requirements of the place at which the original register of holders of overseas listed foreign invested shares is kept.</p>	<p>Where holders of overseas listed foreign invested shares have lost their share certificates and apply for their replacement may be dealt with in accordance with the laws, securities exchange rules and other relevant requirements of the place at which the original register of holders of overseas listed foreign invested shares is kept.</p>
	<p>The issue of replacement certificates to holders of H shares shall comply with the following requirements:</p>	<p>The issue of replacement certificates to holders of H shares shall comply with the following requirements:</p>

Articles	Original articles	Amended articles
	<p>(1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or a statutory declaration stating the grounds upon which the application is made, the circumstances for such loss and the evidence thereof, and that no other person shall be entitled to enter his name on the register of shareholders in respect of the relevant shares;</p>	<p>(1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or a statutory declaration stating the grounds upon which the application is made, the circumstances for such loss and the evidence thereof, and that no other person shall be entitled to enter his name on the register of shareholders in respect of the relevant shares;</p>
	<p>(2) no statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to issue the replacement certificate;</p>	<p>(2) no statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to issue the replacement certificate;</p>
	<p>(3) the Company shall, if it decides to issue a replacement certificate, publish a notice of its intention in such newspapers or periodicals as may be prescribed by the Board of Directors and complying with the Listing Rules. The publication must be made at least once every 30 days in a period of 90 days;</p>	<p>(3) the Company shall, if it decides to issue a replacement certificate, publish a notice of its intention in such newspapers or periodicals as may be prescribed by the Board of Directors and complying with the Listing Rules. The publication must be made at least once every 30 days in a period of 90 days;</p>
	<p>(4) the Company shall, prior to publication of its notice of intention to issue a replacement certificate, deliver to the Stock Exchange a copy of the notice to be published. The notice may be published upon receiving confirmation from Stock Exchange that the notice has been exhibited at its premises, it being a condition that Stock Exchange shall be for a period of 90 days. In the case of an application made without the consent of the registered holder of the relevant shares, the Company shall send by post a photocopy of the notice to be published to such registered shareholder;</p>	<p>(4) the Company shall, prior to publication of its notice of intention to issue a replacement certificate, deliver to the Stock Exchange a copy of the notice to be published. The notice may be published upon receiving confirmation from Stock Exchange that the notice has been exhibited at its premises, it being a condition that Stock Exchange shall be for a period of 90 days. In the case of an application made without the consent of the registered holder of the relevant shares, the Company shall send by post a photocopy of the notice to be published to such registered shareholder;</p>

Articles	Original articles	Amended articles
	<p>(5) if, by the expiration of the 90-day periods referred to in Paragraph (3) and (4) of this Article, the Company has not received notice of any other claim in respect of the relevant shares, the Company may issue a replacement certificate in accordance with the applicant’s request;</p> <p>(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of shareholders accordingly; and</p> <p>(7) all expenses relating to the cancellation of an original certificate and the issue of a replacement certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant for the necessary expenses.</p>	<p>(5) if, by the expiration of the 90-day periods referred to in Paragraph (3) and (4) of this Article, the Company has not received notice of any other claim in respect of the relevant shares, the Company may issue a replacement certificate in accordance with the applicant’s request;</p> <p>(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of shareholders accordingly; and</p> <p>(7) all expenses relating to the cancellation of an original certificate and the issue of a replacement certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant for the necessary expenses.</p>
Article 95	<p>Directors shall be elected at the shareholders’ general meeting. The term of office of the directors is three years. Upon expiration of the term of office, a director is eligible to offer himself for re-election and reappointment.</p>	<p>Directors shall be elected at the shareholders’ general meeting. The term of office of the directors is three years. Upon expiration of the term of office, a director is eligible to offer himself for re-election and reappointment.</p> <p>Person(s) nominated by the Board of Directors to fill a casual vacancy of or as an addition to the Board of Directors shall be subject to election by shareholders. The appointment and the term of office of such person(s) shall only take effect upon approval by shareholders’ general meeting of the Company. Such person(s) shall be eligible for re-election.</p>
	<p>Written notices to nomination of director candidates and their consent to accept the nomination shall be lodged with the Company no sooner than the date of despatching as approved at the meeting and no later than seven days before holding of the shareholders’ general meeting.</p>	<p>Written notices to nomination of director candidates and their consent to accept the nomination shall be lodged with the Company no sooner than the date of despatching as approved at the meeting and no later than seven days before holding of the shareholders’ general meeting.</p>

Articles	Original articles	Amended articles
	<p>The number of directors elected in every session shall not be less than that as required by Article 94, and also shall not exceed the maximum number as determined at shareholders' general meeting by ordinary resolutions. In case the number of directors elected by voting exceeds the maximum limit so determined, those candidates with higher number of votes under such maximum limit shall be appointed.</p>	<p>The number of directors elected in every session shall not be less than that as required by Article 94, and also shall not exceed the maximum number as determined at shareholders' general meeting by ordinary resolutions. In case the number of directors elected by voting exceeds the maximum limit so determined, those candidates with higher number of votes under such maximum limit shall be appointed.</p>
	<p>Subject to compliance with relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director (including a managing or other executive director) before the expiration of his/her term of office (but without prejudice to such director's right to claim damages under any contract).</p>	<p>Subject to compliance with relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director (including a managing or other executive director) before the expiration of his/her term of office (but without prejudice to such director's right to claim damages under any contract).</p>
	<p>Chairman and Vice Chairman shall be elected and removed by more than one half of the directors. The term of office of Chairman and Vice Chairman is three years, renewable upon re-election.</p>	<p>Chairman and Vice Chairman shall be elected and removed by more than one half of the directors. The term of office of Chairman and Vice Chairman is three years, renewable upon re-election.</p>
	<p>External directors shall have sufficient time and knowledge and capabilities necessary to perform their duties. The Company shall provide necessary information for external directors to perform their duties. Independent (non-executive) directors may directly report to the shareholders' general meeting, securities regulatory authorities under the State Council and other relevant authorities.</p>	<p>External directors shall have sufficient time and knowledge and capabilities necessary to perform their duties. The Company shall provide necessary information for external directors to perform their duties. Independent (non-executive) directors may directly report to the shareholders' general meeting, securities regulatory authorities under the State Council and other relevant authorities.</p>
	<p>Executive directors deal with matters authorised by the Board of Directors.</p>	<p>Executive directors deal with matters authorised by the Board of Directors.</p>
	<p>The directors are not required to hold any shares in the Company.</p>	<p>The directors are not required to hold any shares in the Company.</p>

Articles	Original articles	Amended articles
Article 133	<p>(1) Where a director, supervisor, manager or other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the Board of Directors.</p> <p>(2) Directors shall not vote on any resolution in relation to any contract, transaction, arrangement or any proposal of a meeting of the Board of Directors in which they and any of their respective associates are materially interested, and shall not be counted in the quorum of the relevant meeting, provided that such prohibition shall not apply and a director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:</p> <p>(a) the giving to him or any of his associates of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;</p> <p>(b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself or any of his associates has assumed responsibility in whole or in part and whether severally or jointly under a guarantee or indemnity or by the giving of security;</p>	<p>(1) Where a director, supervisor, manager or other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the Board of Directors.</p> <p>(2) Directors shall not vote on any resolution in relation to any contract, transaction, arrangement or any proposal of a meeting of the Board of Directors in which they and any of their respective associates are materially interested, and shall not be counted in the quorum of the relevant meeting, provided that such prohibition shall not apply and a director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:</p> <p>(a) the giving to him or any of his associates of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;</p> <p>(b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself or any of his associates has assumed responsibility in whole or in part and whether severally or jointly under a guarantee or indemnity or by the giving of security;</p>

Articles	Original articles	Amended articles
	<p>(c) any offer of securities of the Company or any of its subsidiaries in which the director or any of his associates is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of such securities;</p>	<p>(c) any offer of securities of the Company or any of its subsidiaries in which the director or any of his associates is or will be interested as a participant in sub-underwriting or underwriting of the offer made by other party or the Company to subscribe or purchase shares in the Company or other company (which the Company may promote or be interested in);</p>
	<p>(d) any contract in which he or any of his associates is interested in the same manner as other holders of shares or debenture or other securities of the Company by virtue only of his or their interest in share or debentures or other securities of the Company;</p>	<p>(d) any contract or arrangement in which he or any of his associates is interested in the same manner as other holders of shares or debenture or other securities of the Company by virtue only of his or their interest in share or debentures or other securities of the Company;</p>
	<p>(e) any contract concerning any other company (not being a company in which the director and any of his associate in aggregate own 5% or more) in which he or any of his associate is interested directly or indirectly as an officer or shareholder;</p>	<p>(e) any contract concerning any other company (not being a company in which the director and any of his associate in aggregate own 5% or more interest or voting right) in which he or any of his associate is interested directly or indirectly as an officer or shareholder, or any offer by such company;</p>
	<p>(f) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including: (i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which any director may benefit; or (ii) the adoption, modification or operation of a provident fund or pension fund, death or disability benefits scheme in relation to the directors and employees of the Company or any of its subsidiaries, which does not provide in respect of any director, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;</p>	<p>(f) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including: (i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which any director may benefit; or (ii) the adoption, modification or operation of a provident fund or pension fund, death or disability benefits scheme in relation to the directors and employees of the Company or any of its subsidiaries, which does not provide in respect of any director, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;</p>

Articles	Original articles	Amended articles
	<p>(3) Where a company in which a director and any of his associates in aggregate own 5% or more is materially interested in a contract, the director shall also be deemed materially interested in that contract.</p>	<p>(3) Where a company in which a director and any of his associates in aggregate own 5% or more is materially interested in a contract, the director shall also be deemed materially interested in that contract.</p>
	<p>(4) If any question arises at any meeting as to the materiality of an interest of a director (other than the chairman of the meeting) and any of his associates or as to the entitlement of any director (other than the chairman of the meeting) to vote and the question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the director or any of his associates concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting or any of its associates and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the directors (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman or any of his associates, so far as known to him, has not been fairly disclosed.</p>	<p>(4) If any question arises at any meeting as to the materiality of an interest of a director (other than the chairman of the meeting) and any of his associates or as to the entitlement of any director (other than the chairman of the meeting) to vote and the question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the director or any of his associates concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting or any of its associates and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the directors (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman or any of his associates, so far as known to him, has not been fairly disclosed.</p>

Articles	Original articles	Amended articles
	<p>(5) Unless the interested director, supervisor, manager or other senior management member has disclosed his interests in accordance with the preceding sub-paragraph of this Article and the contract, transaction or arrangement is approved by the Board of Directors at a meeting in which the interested director, supervisor, manager or other senior management member is not counted as part of the quorum and refrains from voting, the entering into of a contract, transaction or arrangement in which that director, supervisor, manager or other senior management member is materially interested is voidable at the instance of the Company, except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, manager or other senior management member.</p>	<p>(5) Unless the interested director, supervisor, manager or other senior management member has disclosed his interests in accordance with the preceding sub-paragraph of this Article and the contract, transaction or arrangement is approved by the Board of Directors at a meeting in which the interested director, supervisor, manager or other senior management member is not counted as part of the quorum and refrains from voting, the entering into of a contract, transaction or arrangement in which that director, supervisor, manager or other senior management member is materially interested is voidable at the instance of the Company, except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, manager or other senior management member.</p>
	<p>(6) A director, supervisor, manager or other senior management member of the Company shall be deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</p>	<p>(6) A director, supervisor, manager or other senior management member of the Company shall be deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</p>
	<p>(7) “Associates” as referred to in this Article shall have the meaning as defined in the Listing Rules.</p>	<p>(7) “Associates” as referred to in this Article shall have the meaning as defined in the Listing Rules.</p>

Articles	Original articles	Amended articles
Article 173	<p>The Company shall be dissolved and liquidated according to law if any of the following circumstances occurs:</p> <ol style="list-style-type: none">(1) the shareholders' general meeting resolves to dissolve the Company;(2) dissolution is necessary as a result of a merger or division of the Company;(3) the Company is declared bankrupt according to law because it is unable to pay its debts when they fall due;(4) the Company has its business license revoked, or is ordered to shut down, or is cancelled for violation of laws and administrative regulations.	<p>The Company shall be dissolved and liquidated according to law if any of the following circumstances occurs:</p> <ol style="list-style-type: none">(1) the shareholders' general meeting resolves to dissolve the Company;(2) dissolution is necessary as a result of a merger or division of the Company;(3) the Company is declared bankrupt according to law because it is unable to pay its debts when they fall due; and(4) the Company has its business license revoked, or is ordered to shut down, or is cancelled for violation of laws and administrative regulations;(5) the People's Court dissolve the Company in accordance with the provisions of Article 183 of the Company Law.

Articles	Original articles	Amended articles
Article 174	<p>Where the Company is dissolved due to the provisions set forth in (1) above, the liquidation team shall be established within 15 days and the personnel of the liquidation team shall be determined by means of an ordinary resolution in a general meeting. In the event of failure to establish the liquidation team on time, the creditors may request the court to designate the relevant persons to form the liquidation team to effect liquidation.</p> <p>In the event that our Company is dissolved in accordance with the provisions set forth in (3) above, the People's Court shall organize the Shareholders, related agencies and professionals to form the liquidation team to effect liquidation pursuant to the relevant provisions of the law.</p> <p>In the event that our Company is dissolved in accordance with the provisions set forth in (4) above, the relevant regulatory authority shall organize the Shareholders, related agencies and professionals to form the liquidation team to effect liquidation.</p>	<p>Where the Company is dissolved due to the provisions set forth in (1) and (5) above, the liquidation team shall be established within 15 days and the personnel of the liquidation team shall be determined by means of an ordinary resolution in a general meeting. In the event of failure to establish the liquidation team on time, the creditors may request the court to designate the relevant persons to form the liquidation team to effect liquidation.</p> <p>In the event that our Company is dissolved in accordance with the provisions set forth in (3) above, the People's Court shall organize the Shareholders, related agencies and professionals to form the liquidation team to effect liquidation pursuant to the relevant provisions of the law.</p> <p>In the event that our Company is dissolved in accordance with the provisions set forth in (4) above, the relevant regulatory authority shall organize the Shareholders, related agencies and professionals to form the liquidation team to effect liquidation.</p>

RESPONSIBILITY STATEMENT

This circular, 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 document misleading.

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATES

As at the Latest Practicable Date, the interest and short positions of the Directors, supervisors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or which they are deemed to have under such provisions of the SFO); (ii) to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long Positions in the Shares

Name of Directors	Capacity	Number of shares			Approximate percentage of shareholding in such class of shares of the Company (%)	Approximate percentage of shareholding in the registered share capital of the Company (%)
		Personal interest	Family interest	Total interest		
Qian Wenhua <i>(Executive Director)</i>	Beneficial owner	225,706,000 (domestic shares)	35,854,000 <i>(Note 1)</i> (domestic Shares)	261,560,000	54.49	27.94
Lu Yong <i>(Executive Director)</i>	Beneficial owner	62,618,000 (domestic shares)	-	62,618,000	13.05	6.69
Li Hongyuan <i>(Executive Director)</i>	Beneficial owner	50,254,000 (domestic shares)	-	50,254,000	10.47	5.37
Zhang Jinhua <i>(Executive Director)</i>	Beneficial owner	15,152,000 (domestic shares)	-	15,152,000	3.16	1.62

Note 1: The 35,854,000 shares are held by Liu Huiping, the wife of Qian Wenhua, and such shares are deemed to be family interests held by Qian Wenhua.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, supervisors and chief executive of the Company or their respective associates (with the meaning of the GEM Listing Rules) held interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (with the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under the provisions of Divisions 7 and 8 of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were otherwise required to be notified to the Company and Stock Exchange pursuant to Rules 5.46 to 5.67.

SUBSTANTIAL SHAREHOLDER'S INTERESTS

So far as is known to the Directors, supervisors and chief executive of the Company, as at the Latest Practicable Date, the following person (other than a Director or a Supervisor or chief executive of the Company) held or deemed to hold interests or short positions in the shares and underlying shares of the Company, which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Long Position in Shares

Name of Person	Capacity	Number of shares				Total short position	Approximate percentage of shareholding in such class of shares of the Company (%)	Approximate percentage of shareholding in the registered share capital of the Company (%)
		Personal interest	Family interest	Total long position	Total			
Liu Huiping (Note 1)	Beneficial owner	35,854,000 (domestic shares)	225,706,000 (Note 1) (domestic Shares)	261,560,000	-	54.49	27.94	
Yao Peie	Beneficial owner	34,546,000 (domestic shares)	-	34,546,000	-	7.20	3.69	
Simosa Oil Co., Ltd (中塑油品股份有限公司)	Beneficial owner	39,498,460 (H Shares)	-	39,498,460	-	8.44	4.11	
Credit Agricole Securities Asia B.V. (formerly known as Calyon Capital Markets Asia B.V.)	Interest in a controlled corporation	175,000,000 (H shares)	-	175,000,000 (Note 2)	-	38.36	18.69	

APPENDIX II
GENERAL INFORMATION

Name of Person	Capacity	Number of shares				Total short position	Approximate percentage of shareholding in such class of shares of the Company (%)	Approximate percentage of shareholding in the registered share capital of the Company (%)
		Personal interest	Family interest	Total long position				
Calyon Capital Markets International SA	Interest in a controlled corporation	175,000,000 (H shares)	–	175,000,000 (Note 2)	–	38.36	18.69	
Credit Agricole Corporate and Investment Bank (formerly known as Calyon S.A.)	Interest in a controlled corporation	175,000,000 (H shares)	–	175,000,000 (Note 2)	–	38.36	18.69	
CLSA B.V.	Interest in a controlled corporation	175,000,000 (H shares)	–	175,000,000 (Note 2)	–	38.36	18.69	
CLSA Capital Partners Limited (formerly known as CLSA Funds Limited)	Interest in a controlled corporation	175,000,000 (H shares)	–	175,000,000 (Note 2)	–	38.36	18.69	
CLSA Private Equity Management Limited	Investment manager	175,000,000 (H shares)	–	175,000,000 (Note 2)	–	38.36	18.69	
Credit Agricole S.A.	Interest in a controlled corporation	175,000,000 (H shares)	–	175,000,000 (Note 2)	–	38.36	18.69	
SAS Rue la Boetie	Interest in a controlled corporation	175,000,000 (H shares)	–	175,000,000 (Note 2)	–	38.36	18.69	
Aria Investment Partners III, L.P. (“Aria III”)	Interest in a controlled corporation	140,000,000 (H shares)	–	140,000,000 (Note 2)	–	30.69	14.95	
Babylon Limited	Beneficial owner	140,000,000 (H shares)	–	140,000,000 (Note 2)	–	30.69	14.95	
Aria Investment Partners II, L.P. (“Aria II”)	Interest in a controlled corporation	35,000,000 (H shares)	–	35,000,000 (Note 2)	–	7.67	3.74	
Mumiya Limited	Beneficial owner	35,000,000 (H shares)	–	35,000,000 (Note 2)	–	7.67	3.74	

Notes:

1. Liu Huiping is the wife of Qian Wenhua.
2. Mumiya Limited and Babylon Limited hold 35,000,000 and 140,000,000 H shares of the Company respectively. As Aria II controls more than one-third of the voting power at general meetings of Mumiya Limited, Aria II is deemed to be interested in 35,000,000 H shares held by Mumiya Limited pursuant to the SFO. Aria III controls more than one-third of the voting power at general meetings of Babylon Limited and is thus deemed to be interested in 140,000,000 H shares held by Babylon Limited pursuant to the SFO. As CLSA Private Equity Management Ltd. is the investment manager of Aria II and Aria III, it is deemed to be interested in the 175,000,000 H shares in aggregate pursuant to the SFO. SAS Rue la Boetie controls more than one-third of the voting power at the general meetings of Credit Agricole S.A., which in turn controls more than one-third of the voting power at general meetings of Credit Agricole Corporate and Investment Bank (formerly known as Calyon S.A.), which in turn controls more than one-third of the voting power at general meetings of Calyon Capital Markets International SA, which in turn controls more than one-third of the voting power at general meetings of Credit Agricole Securities Asia B.V. (formerly known as Calyon Capital Markets Asia B.V.), which in turn controls more than one-third of the voting power at general meetings of CLSA B.V., which in turn controls more than one-third of the voting power at general meetings of CLSA Capital Partners Limited, which in turn controls more than one-third of the voting power at general meetings of CLSA Private Equity Management Ltd. Therefore, Credit Agricole S.A., Calyon S.A., Calyon Capital Markets International SA, Calyon Capital Markets Asia B.V., CLSA B.V. and CLSA Capital Partners Limited are deemed to be interested in the 175,000,000 H shares in aggregate pursuant to the SFO.

Save as disclosed above, the Directors are not aware of any persons (other than a Director or a Supervisor or chief executive of the Company) who held, or deemed to hold interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group as at the Latest Practicable Date.

DIRECTORS' AND SUPERVISORS' INTERESTS IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors and the supervisors of the Company had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to the Company or are proposed to be acquired or disposed of by or leased to the Company since 31 December 2009 (being the date of the latest published audited financial statements of the Group).

None of the Directors and the supervisors of the Company was materially interested in any contract or arrangement entered into by the Company subsisting at the Latest Practicable Date and which is significant in relation to the business of the Company.

COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors nor his associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

MATERIAL ADVERSE CHANGE

Save as disclosed in this circular, as at the Latest Practicable Date, the Directors are not aware of any material adverse change to the financial or trading position of the Group since 31 December 2009 (being the date of the latest published audited financial statements of the Group).

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's principal place of business in Hong Kong during normal business hours from 9:30 a.m. to 1:00 p.m. and from 2:00 p.m. to 6:00 p.m. (other than Saturdays, Sundays and public holidays) from the date of this circular up to and including the date of the EGM and the Class Meetings:

- (i) the existing Articles; and
- (ii) the amended Articles which will become effective upon the date of listing and commencement of dealing in H Shares on the Main Board.

MISCELLANEOUS

- (i) The registered office in the PRC of the Company is 706 Reuhe Building, 2056 Pudong Road, Pudong New Area, Shanghai, the PRC.
- (ii) The principal place of business in the PRC of the Company is Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, the PRC.
- (iii) The principal place of business of the Company in Hong Kong is Room 904-05, Tai Yip Building, No. 141 Thomson Road, Wanchai, Hong Kong.
- (iv) The Company's H Share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (v) The company secretary of the Company is Mr. Tsui Kan Chun.
- (vi) The compliance officer of the Company is Mr. Mo Luojiang.
- (vii) In the event of inconsistency, the English language text of this circular (except Appendix I) shall prevail over the Chinese language text.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



上海棟華石油化工有限公司 SHANGHAI TONVA PETROCHEMICAL CO., LTD.*

(a joint stock company established in the People's Republic of China with limited liability)
(Stock code: 8251)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Shanghai Tonva Petrochemical Co., Ltd.* (上海棟華石油化工有限公司) (the “Company”) will be held on Thursday, 21 April 2011 at 10:30 a.m. at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, PRC for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 7 March 2011 (the “Circular”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. “**THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications and submissions to the Stock Exchange and China Securities Regulatory Commission for the Transfer of Listing;

* *For identification purpose only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. **“THAT**

- (a) subject to the passing of the special resolution no. 1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and
- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

Yours faithfully,
By order of the Board
Shanghai Tonva Petrochemical Co., Ltd*
Qian Wenhua
Chairman

Shanghai, the PRC
7 March 2011

As at the date of this announcement, the Board comprises 6 executive Directors: Qian Wenhua, Lu Yong, Zhang Jinhua, Jin Xiaohua, Li Hongyuan, and Mo Luojiang; 2 non-executive Directors: Chan Cheuk Wing Andy and Hsu Chun-min; and 3 independent non-executive Directors: Li Li, Ye Mingzhu and Zhu Shengfu.

* *For identification purpose only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company (“Member”) entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the EGM is enclosed herewith. In the case of joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the EGM, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of domestic shares, with the Company’s office at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, the PRC, not later than 24 hours before the time appointed for holding the EGM or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of Members will be closed from 23 March 2011 to 21 April 2011, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 March 2011. Shareholders whose names appear on the register of Members on 23 March 2011 will be entitled to attend the EGM.
4. Whether or not H shareholders of the Company intend to attend the EGM, they are requested to complete the enclosed reply slip for the EGM and return it, by hand or by post, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 1 April 2011.
5. Whether or not domestic shareholders of the Company intend to attend to the EGM, they are requested to complete the enclosed reply slip for the EGM and return it, by hand or by post, to the Company’s office at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, the PRC on or before 1 April 2011.
6. Shareholders or their proxies attending the EGM shall produce their identification documents.

This notice, 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 document misleading.

This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at www.tonva.com.

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

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上海棟華石油化工股份有限公司 SHANGHAI TONVA PETROCHEMICAL CO., LTD.*

(a joint stock company established in the People's Republic of China with limited liability)
(Stock code: 8251)

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of the H shareholders (the "H Shareholders Class Meeting") of Shanghai Tonva Petrochemical Co., Ltd.* (上海棟華石油化工股份有限公司) (the "Company") will be held on Thursday, 21 April 2011 at 10:00 a.m. at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, PRC for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 7 March 2011 (the "Circular") shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. **"THAT**

- (a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the Circular), the proposed transfer of listing (the "Transfer of Listing") of the H Shares from the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to the main board (the "Main Board") of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the "Board") of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the "Authorization"), including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications and submissions to the Stock Exchange and China Securities Regulatory Commission for the Transfer of Listing;

* *For identification purpose only*

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. **“THAT**

- (a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and
- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

Yours faithfully,
By order of the Board
Shanghai Tonva Petrochemical Co., Ltd*
Qian Wenhua
Chairman

Shanghai, the PRC
7 March 2011

As at the date of this announcement, the Board comprises 6 executive Directors: Qian Wenhua, Lu Yong, Zhang Jinhua, Jin Xiaohua, Li Hongyuan, and Mo Luojiang; 2 non-executive Directors: Chan Cheuk Wing Andy and Hsu Chun-min; and 3 independent non-executive Directors: Li Li, Ye Mingzhu and Zhu Shengfu.

* *For identification purpose only*

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

Notes:

1. A member of the Company (“Member”) entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the H Shareholders Class Meeting is enclosed herewith. In the case of joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the H Shareholders Class Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the H Shareholders Class Meeting or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the H Shareholders Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of Members will be closed from 23 March 2011 to 21 April 2011, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the H Shareholders Class Meeting, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 March 2011. H shareholders of the Company whose names appear on the register of Members on 23 March 2011 will be entitled to attend the H Shareholders Class Meeting.
4. Whether or not H shareholders of the Company intend to attend the Shareholders Class Meeting, they are requested to complete the enclosed reply slip for the H Shareholders Class Meeting and return it, by hand or by post, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 1 April 2011.
5. H shareholders of the Company or their proxies attending the H Shareholders Class Meeting shall produce their identification documents.

This notice, 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 document misleading.

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NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

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上海棟華石油化工有限公司 SHANGHAI TONVA PETROCHEMICAL CO., LTD.*

(a joint stock company established in the People's Republic of China with limited liability)
(Stock code: 8251)

NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of the domestic shareholders (the “Domestic Shareholders Class Meeting”) of Shanghai Tonva Petrochemical Co., Ltd.* (上海棟華石油化工有限公司) (the “Company”) will be held on Thursday, 21 April 2011 at 9:30 a.m. at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, PRC for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 7 March 2011 (the “Circular”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. **“THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications and submissions to the Stock Exchange and China Securities Regulatory Commission for the Transfer of Listing;

* *For identification purpose only*

NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. **“THAT**

- (a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and
- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

Yours faithfully,
By order of the Board
Shanghai Tonva Petrochemical Co., Ltd*
Qian Wenhua
Chairman

Shanghai, the PRC
7 March 2011

As at the date of this announcement, the Board comprises 6 executive Directors: Qian Wenhua, Lu Yong, Zhang Jinhua, Jin Xiaohua, Li Hongyuan, and Mo Luojiang; 2 non-executive Directors: Chan Cheuk Wing Andy and Hsu Chun-min; and 3 independent non-executive Directors: Li Li, Ye Mingzhu and Zhu Shengfu.

* *For identification purpose only*

NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

Notes:

1. A member of the Company (“Member”) entitled to attend and vote at the Domestic Shareholders Class Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Domestic Shareholders Class Meeting is enclosed herewith. In the case of joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Domestic Shareholders Class Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s office at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, the PRC, not later than 24 hours before the time appointed for holding the Domestic Shareholders Class Meeting or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Domestic Shareholders Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of Members will be closed from 23 March 2011 to 21 April 2011, both days inclusive, during which period no transfer of shares of the Company will be effected. Domestic shareholders of the Company whose names appear on the register of Members on 23 March 2011 will be entitled to attend the Domestic Shareholders Class Meeting.
4. Whether or not domestic shareholders of the Company intend to attend to the Domestic Shareholders Class Meeting, they are requested to complete the enclosed reply slip for the Domestic Shareholders Class Meeting and return it, by hand or by post, to the Company’s office at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, the PRC on or before 1 April 2011.
5. Domestic shareholders of the Company or their proxies attending the Domestic Shareholders Class Meeting shall produce their identification documents.

This notice, 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 document misleading.

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