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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Shanghai Tonva Petrochemical Co., Ltd.\* (上海棟華石油化工股份有限公司) (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 purposes only

- (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 purposes only

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

*This announcement 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 announcement will also be posted on the Company’s website at [www.tonva.com](http://www.tonva.com).*