

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



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Shanghai Tonva Petrochemical Co., Ltd. (the "Company") will be held at Room 2201, 22/F, BM Tower, 218 Wu Song Road, Hong Kou District, Shanghai, the People's Republic of China on Tuesday, 31 May 2011 at 10:00 a.m. for the purposes of considering, and if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS:

1. To receive and approve the audited financial statements of the Company and its subsidiaries and the report of the auditors of the Company for the year ended 31 December 2010;
2. To receive and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2010;
3. To receive and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2010;
4. To approve the remuneration of the directors of the Company (the "Directors") and supervisors of the Company (the "Supervisors") for the year ended 31 December 2010;
5. To consider and approve the re-appointment of BDO Limited, as the international auditors for the Company for the year ending 31 December 2011 and authorize the Board to fix their remuneration;
6. To consider and approve the declaration and payment of a final dividend for the year ended 31 December 2010 in the amount and in the manner recommended by the Board;

* *For identification purposes only*

7. To consider and approve the Board to determine the distribution of interim dividend and special dividend, if any, for the year ending 31 December 2011;
8. To authorize the Board to fix the remuneration of the Directors and Supervisors for the year ending 31 December 2011.

AS SPECIAL RESOLUTION:

9. **“THAT:**

(a) the Board be and is hereby granted an unconditional general mandate to separately or concurrently issue, allot and deal with additional H Shares and/or Domestic Shares in the share capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following terms:

(i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

(ii) the aggregate nominal amount of the Domestic Shares and/or the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed:

1. 20 per cent. of the aggregate nominal amount of the Domestic Shares in issue;
and

2. 20 per cent. of the aggregate nominal amount of the H Shares in issue,

respectively, in each case as at the date of this resolution; and

(iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

(b) for the purposes of this resolution:

“Domestic Share(s)” mean ordinary domestic share(s) in the share capital of the Company which are subscribed and/or paid for in Renminbi;

“H Share(s)” mean overseas listed foreign invested shares (being ordinary shares) in the share capital of the Company which are subscribed and/or paid for in Hong Kong dollars or foreign currency other than Renminbi;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the 12-month period following the passing of this resolution; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting;
- (c) contingent on the Directors resolving to issue shares pursuant to subparagraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under subparagraph (a) of this resolution.”

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

Shanghai, PRC, 31 March 2011

Principal place of business in Hong Kong:

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

Registered Office in the PRC:

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

Notes:

- (i) Any shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his or her behalf. A proxy needs not be a member of the Company. A form of proxy for use at the meeting is hereby enclosed. In the case of joint holders of a share, any one of such joint holders may sign the form of proxy. If more than one of such joint holders attend the meeting either in person or by proxy, the vote of the joint holder whose name appears first in the register of members of the Company shall be accepted to the exclusion of the other joint holder(s).
- (ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registrar of the H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in respect of holders of the H Shares) and the Company's place of business in Shanghai at Room 2201, BM Tower, 218 Wusong Road, Hongkou District, Shanghai, the PRC 200080 (in respect of the Domestic Shares), not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
- (iii) The register of members of the Company will be closed from 30 April 2011 (Saturday) to 31 May 2011 (Tuesday) (both days inclusive). All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the registrar of the H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 29 April 2011 (Friday) for registration.
- (iv) Holders of the Domestic Shares and the H Shares whose names appear in the register of members on 30 April 2011 are entitled to attend and vote at the meeting.
- (v) Holders of the Domestic Shares and the H Shares who intend to attend the meeting shall complete and deposit or post or fax (fax no: (86) 21 63257855) the enclosed reply slip to the Company's place of business in Shanghai at Room 2201, BM Tower, 218 Wusong Road, Hongkou District, Shanghai, the PRC 200080 on or before 30 April 2011.
- (vi) Holders of the Shares or their proxies shall produce their identity documents when attending the meeting.
- (vii) Pursuant to Article 73 of the Articles of Association, a poll may be demanded by the following persons:
 - (1) chairman of the meeting;
 - (2) at least two shareholders entitled to vote in person or by proxy; or
 - (3) one or more shareholders representing in aggregate 10% or more of all Shares carrying the right to vote at the meeting present in person or by proxy.

The chairman intends to demand a poll on each of the resolutions submitted for voting at the meeting.

- (viii) PRC is defined as The People's Republic of China. Hong Kong is defined as the Hong Kong Special Administrative Region of the PRC.

As at the date of this notice, 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.

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.