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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)**

**POLL RESULTS OF  
THE EXTRAORDINARY GENERAL MEETING,  
THE H SHAREHOLDERS CLASS MEETING  
AND  
THE DOMESTIC SHAREHOLDERS CLASS MEETING  
HELD ON 21 APRIL 2011**

The Board is pleased to announce that all the resolutions, among other things, the Transfer of Listing and Articles Amendments, set out in the notices of the EGM and the Class Meetings for the holders of the H Shares and Domestic Shares, all dated 7 March 2011, were duly passed at the EGM and the respective Class Meetings by way of poll.

Reference is made to the circular (the “**Circular**”) of Shanghai Tonva Petrochemical Co., Ltd. (the “**Company**”) in relation to the Transfer of Listing and Articles Amendments, and the notices of the EGM and the Class Meetings for the holders of the H Shares and Domestic Shares respectively, all dated 7 March 2011. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The EGM and the Class Meetings for the holders of the H Shares and Domestic Shares respectively were held at 10:30 a.m., 10:00 a.m. and 9:30 a.m. on Thursday, 21 April 2011 at Room 2201, 22/F, BM Tower, 218 Wu Song Road, Hong Kou District, Shanghai, the PRC. In compliance with the GEM Listing Rules, all votings of the Shareholders at the EGM and the respective Class Meetings were taken by poll.

As at the date of the EGM, the total number of the issued Shares was 936,190,000 Shares, comprising 480,000,000 Domestic Shares and 456,190,000 H Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the EGM. There was no Share entitling the holder to attend and vote only against any of the resolutions proposed at the EGM. No Shareholders were required to abstain from voting on any of the resolutions at the EGM.

\* *For identification only*

As at the date of the Class Meetings, 456,190,000 H Shares was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the H Shareholders Class Meeting and 480,000,000 Domestic Shares was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the Domestic Shareholders Class Meeting. None of the H Shares were entitling the holders to attend and vote only against the resolutions proposed at the H Shareholders Class Meeting. None of the Domestic Shares were entitling the holders to attend and vote only against the resolutions proposed at the Domestic Shareholders Class Meeting.

Computershare Hong Kong Investor Services Limited, the Company's registrar in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the EGM and the respective Class Meetings.

## (1) POLL RESULTS OF THE EGM

The Board is pleased to announce that all special resolutions as set out in the notice of EGM were approved by the Shareholders by way of poll at the EGM held on 21 April 2011 and the poll results in respect of the resolutions were as follows:

AS SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		For	Against	
1.	<p>(a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the Circular), the Transfer of Listing be and is hereby approved, confirmed and ratified in all aspects; and</p> <p>(b) the Board be and is hereby authorized 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.</p>	655,000,000 (100%)	0 (0%)	655,000,000
2.	(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	655,000,000 (100%)	0 (0%)	655,000,000

AS SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		For	Against	
	<p>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</p> <p>(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.</p>			

\* *The full text of the resolutions referred to above is set out in the notice of EGM dated 7 March 2011.*

## (2) POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

The Board is pleased to announce that all special resolutions as set out in the notice of the H Shareholders Class Meeting were approved by the H Shareholders by way of poll at the H Shareholders Class Meeting held on 21 April 2011 and the poll results in respect of the resolutions were as follows:

AS SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		For	Against	
1.	(a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the Circular), the Transfer of Listing be and is hereby approved, confirmed and ratified in all aspects; and	175,000,000 (100%)	0 (0%)	175,000,000

AS SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		For	Against	
	(b) the Board be and is hereby authorized 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.			
2.	<p>(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 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</p> <p>(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.</p>	175,000,000 (100%)	0 (0%)	175,000,000

\* *The full text of the resolutions referred to above is set out in the notice of H Shareholders Class Meeting dated 7 March 2011.*

### (3) POLL RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

The Board is pleased to announce that all special resolutions as set out in the notice to the Domestic Shareholders Class Meeting were approved by the Domestic Shareholders by way of poll at the Domestic Shareholders Class Meeting held on 21 April 2011 and the poll results in respect of the resolutions were as follows:

AS SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		For	Against	
1.	<p>(a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the Transfer of Listing be and is hereby approved, confirmed and ratified in all aspects; and</p> <p>(b) the Board be and is hereby authorized 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.</p>	480,000,000 (100%)	0 (0%)	480,000,000
2.	<p>(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</p>	480,000,000 (100%)	0 (0%)	480,000,000

AS SPECIAL RESOLUTIONS		Number of votes (%)		Total votes
		For	Against	
	(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.			

\* *The full text of the resolutions referred to above is set out in the notice of Domestic Shareholders Class Meeting dated 7 March 2011.*

Subsequent to the Shareholders passing the special resolutions in each of the EGM and the Class Meetings respectively to approve the Transfer of Listing and the Article Amendments, the Company will make a formal application to the CSRC for the approval of the Transfer of Listing and, at appropriate time, will make a formal application to the Stock Exchange for the approval of the Transfer of Listing. The Company will make further announcements to inform the Shareholders and potential investors of the Company in respect of the progress of the Transfer of Listing when necessary or in due course.

By Order of the Board  
**Shanghai Tonva Petrochemical Co., Ltd.\***  
**Qian Wenhua**  
*Chairman*

Shanghai, 21 April 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.*

*This announcement, for which the directors of Shanghai Tonva Petrochemical Co., Ltd. collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*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 day of its publication and on the website of the Company at <http://www.tonva.com>.*