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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)**

**Terms of Reference of the Nomination Committee**

**I. Composition of the Nomination Committee (the “Committee”)**

Mr. Qian Wenhua ( <i>Chairman of the Committee</i> )	Executive Director
Mr. Li Li	Independent Non-executive Director
Ms. Ye Mingzhu	Independent Non-executive Director
Mr. Zhu Shengfu	Independent Non-executive Director

**II. Constitution of the Committee**

- 2.1 The Committee shall comprise a majority of independent non-executive directors.
- 2.2 The Chairman of the Committee shall be appointed by the Board of Directors of the Company (the “Board”) and should either be the Chairman of the Board or an independent non-executive director.
- 2.3 The Board may from time to time appoint additional members to the Committee from among the non-executive directors, subject to the condition that the independent non-executive directors constitute the majority of the Committee.

**III. Meetings and Quorum**

- 3.1 The Committee shall meet with such frequency as it may consider appropriate, but in any event at least once a year.
- 3.2 The quorum for meetings shall be two Committee members, one of whom shall be the Committee Chairman, unless he/she is unable to attend due to exceptional circumstances.

**IV. Role and Authority of the Committee**

- 4.1 The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice where necessary, at the Company’s expense, to perform its responsibilities.

\* *For identification purposes only*

- 4.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director at a general meeting, the Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Board believe he/she should be elected and the reasons why they consider him/her to be independent.

## **V. Functions of the Committee**

- 5.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
- 5.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, especially to ensure that independent non-executive directors comprise at least one-third of the Board;
- 5.3 To assess the independence of independent non-executive directors; and
- 5.4 To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer.

Shanghai, 27 March 2012

*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, Zhu Shengfu and Ye Mingzhu.*

*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 of Shanghai Tonva Petrochemical Co., Ltd., 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.*

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