



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)

Proxy Form for Annual General Meeting to be held on Friday, 15 June 2012
(or at any adjournment thereof)

No. of shares to which this Proxy relates ²	
Type of Shares (Domestic Shares or H Shares) to which this Proxy relates ²	

I/We¹ _____
 (of _____)
 being the registered holder(s) of domestic share(s) (the "Domestic Share(s)")/H share(s)³ (the "H Shares") of Shanghai Tonva Petrochemical Co., Ltd. (the "Company") HEREBY APPOINT the Chairman of the Annual General Meeting or⁴
 (of _____)
 as my/our proxy at the Annual General Meeting (the "AGM") of the Company to be held at Room 2201, 22/F, BM Tower, 218 Wu Song Road, Hong Kou District, Shanghai, the People's Republic of China on Friday, 15 June 2012 at 10:00 a.m. for the purpose of considering and if thought fit, passing the resolutions as set out in the Notice convening the AGM dated 30 April 2012 (or at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as directed below:-

AS ORDINARY RESOLUTIONS	For ⁵	Against ⁵
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 2011.		
2. To receive and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2011.		
3. To receive and approve the report of the supervisory committee of the Company ("Supervisory Committee") for the year ended 31 December 2011.		
4. To approve the remuneration of the directors of the Company ("Directors") and supervisors of the Company ("Supervisors") for the year ended 31 December 2011.		
5. To consider and approve the re-appointment of BDO Limited, as the international auditors of the Company and BDO China Shu Lun Pan Certified Public Accountants LLP, as the PRC auditors for the Company for the year ending 31 December 2012 and to authorize the Board to fix their remuneration.		
6. To consider and approve no final dividend for the year ended 31 December 2011 recommended by the Board.		
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 2012.		
8. To authorise the Board to fix the remuneration of the Directors and Supervisors for the year ending 31 December 2012.		
9a. Resignation of Jin Xiohua as executive Director		
9b. Resignation of Mo Luojiang as executive Director		
9c. Resignation of Hsu Chun-min as non- executive Director		
9d. Resignation of Li Li as independent non-executive Director		
9e. Appointment of Chung Cheuk Ming as independent non-executive Director		
AS SPECIAL RESOLUTIONS	For ⁵	Against ⁵
10. To grant an unconditional general mandate to separately or concurrently issue, allot and deal with additional H Shares and Domestic Shares respectively in the share capital of the Company not exceeding 20 per cent. of the aggregate nominal amount of the Domestic Shares in issue and 20 per cent. of the aggregate nominal amount of the H Shares in issue respectively.		
11a. Amendment of Articles		
11b. Reduction in the number of executive Directors and non-executive Directors. The number of independent non-executive Directors remain unchanged		
11c. Authority to Board to implement matters considered in Special Resolution No. 11a		

Signed this _____ day of _____, 2012

Signature(s) _____
 Holder(s) of Domestic Shares or H Shares

* For identification only

Notes:

1. Full name(s) (in Chinese and English) and registered address(es) (as shown in the register of members) to be inserted in BLOCK LETTERS.
2. Please insert the number of Domestic Shares or H Shares relates to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all such shares in the capital of the Company registered in your name(s).
3. Please delete as appropriate.
4. A proxy need not be a member of the Company. A holder of Domestic Shares or H Shares is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. If such an appointment is made, you may delete the words “the Chairman of the Annual General Meeting or” and insert the name and address of the person appointed as proxy in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
5. Please indicate with a “✓” in the appropriate space how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice convening the AGM.
6. In the case of joint holders, the vote of the senior who tenders as vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised.
8. To be valid, this proxy form together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be delivered to the Company’s share registrar and transfer office for 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 H Shares) and the Company’s place of business Room 2201, BM Tower, 218 Wu Song Road, Hong Kou District, Shanghai, the PRC, 200080 (in respect of holders of Domestic Shares) not less than 24 hours before the time for holding the AGM or 24 hours before the time appointed for taking the poll.
9. Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM if you so wish.
10. The full text of the resolutions appears in the Notice of the AGM dated 30 April 2012.