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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Shanghai Tonva Petrochemical Co., Ltd.* (上海棟華石油化工有限公司) (the “Company”) will be held on Thursday, 21 June 2012 at the earlier of 11:00 a.m. and the time immediately following the conclusion of the H Shareholders Class Meeting, 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 May 2012 (the “Circular”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. **“THAT**

“the Company and its Subsidiaries be and is hereby authorised to cease the carrying out of the Guangxi Project and the uncompleted part of the Jiangsu Project and that the unused part of the proceeds originally allocated to the Guangxi Project and the Jiangsu Project, totalling approximately RMB68.47 million, be re-allocated and used to replenish the general working capital of the Group.”

2. **“THAT:**

(a) the Company be and is hereby authorised to enter into guarantees for its Subsidiaries in favour of banks and financial institutions legally established in the PRC as security for credit facilities of the Group for the financial year ending 31 December 2012 of an aggregate amount not exceeding RMB2,000 million (the “**Guarantees**”);

* *For identification purpose only*

- (b) the Board be and is hereby authorised to determine and approve, where it thinks fit, the terms of such credit facilities, the Guarantees and from whom the Subsidiaries of the Company shall obtain such credit facilities referred in sub-paragraph (a) above, to the extent that the aggregate amount of such credit facilities shall not exceed RMB2,000 million and such credit facilities are accepted by the Subsidiaries of the Company no later than 31 December 2012; and
- (c) the Board be and is hereby authorised to execute and do for and on behalf of the Company or procure to be executed and done, all such documents, deeds and things as it may consider necessary or expedient in connection with the Guarantees.”

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

Shanghai, the PRC
7 May 2012

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 Tuesday, 15 May 2012 to Thursday, 21 June 2012, 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 Monday, 14 May 2012. Shareholders whose names appear on the register of Members on Tuesday, 15 May 2012 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 office at Room 2201, BM Tower, No. 218 Wu Song Road, Shanghai, the PRC on or before Friday, 1 June 2012.
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 Friday, 1 June 2012.
6. Shareholders or their proxies attending the EGM shall produce their identification documents.

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 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.