

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims 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)*

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING HELD ON 15 JUNE 2012
AND
CHANGE OF DIRECTORATE AND AUDIT COMMITTEE
AND
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE
AND
COMPLIANCE OFFICER**

The Board is pleased to announce that all the resolutions set out in the notices of the AGM all dated 30 April 2012, were duly passed at the AGM by way of poll.

The Board is also pleased to announce the appointment of Mr. Chung Cheuk Ming as an independent non-executive Director, the chairman and a member of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee with effect from 15 June 2012.

The Board further announces the appointment of Mr. Li Hongyuan as the compliance officer of the Company with effect from 15 June 2012.

The Board further announces that with effect from 15 June 2012, Mr. Jin Xiaohua resigned as executive Director, Mr. Mo Luojiang resigned as executive Director and compliance officer of the Company, Mr. Hsu Chun-min resigned as a non-executive Director and Mr. Li Li resigned as an independent non-executive Director, the chairman and a member of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee. Mr. Jin Xiaohua, Mr. Mo Luojiang, Mr. Hsu Chun-min and Mr. Li Li confirmed there are no matters which need to be brought to the attention of the shareholders of the Company.

* *For identification only*

Reference is made to the circular (the “**Circular**”) of Shanghai Tonva Petrochemical Co., Ltd. (the “**Company**”) in relation to the notice of the AGM dated 30 April 2012. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The AGM was held at 10:00 a.m. on Friday, 15 June 2012 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 AGM was taken by poll.

As at the date of the AGM, 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 AGM. There was no Share entitling the holder to attend but required to abstain from voting on the resolutions of proposed at the AGM.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as set out in the notice of AGM were approved by the Shareholders by way of poll at the AGM held on 15 June 2012 and the poll results in respect of the resolutions were as follows:

		Number of votes (%)		Total votes
		For	Against	
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 2011.	629,676,000 (100%)	0 (0%)	629,676,000
2.	To receive and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2011.	629,676,000 (100%)	0 (0%)	629,676,000
3.	To receive and approve the report of the supervisory committee of the Company (“Supervisory Committee”) for the year ended 31 December 2011.	629,676,000 (100%)	0 (0%)	629,676,000
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.	629,676,000 (100%)	0 (0%)	629,676,000

		Number of votes (%)		
AS ORDINARY RESOLUTIONS		For	Against	Total votes
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.	629,676,000 (100%)	0 (0%)	629,676,000
6.	To consider and approve no final dividend for the year ended 31 December 2011 recommended by the Board.	629,676,000 (100%)	0 (0%)	629,676,000
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.	629,676,000 (100%)	0 (0%)	629,676,000
8.	To authorise the Board to fix the remuneration of the Directors and Supervisors for the year ending 31 December 2012.	629,676,000 (100%)	0 (0%)	629,676,000
9a.	Resignation of Jin Xiohua as executive Director	629,676,000 (100%)	0 (0%)	629,676,000
9b.	Resignation of Mo Luojiang as executive Director	629,676,000 (100%)	0 (0%)	629,676,000
9c.	Resignation of Hsu Chun-min as non-executive Director	629,676,000 (100%)	0 (0%)	629,676,000
9d.	Resignation of Li Li as independent non-executive Director	629,676,000 (100%)	0 (0%)	629,676,000
9e.	Appointment of Chung Cheuk Ming as independent non-executive Director	629,676,000 (100%)	0 (0%)	629,676,000

AS SPECIAL RESOLUTIONS				
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.	629,676,000 (100%)	0 (0%)	629,676,000
11a.	Amendment of Articles	629,676,000 (100%)	0 (0%)	629,676,000
11b.	Reduction in the number of executive Directors and non-executive Directors. The number of independent non-executive Directors remain unchanged	629,676,000 (100%)	0 (0%)	629,676,000
11c.	Authority to Board to implement matters considered in Special Resolution No. 11a	629,676,000 (100%)	0 (0%)	629,676,000

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, AUDIT COMMITTEE MEMBER, REMUNERATION COMMITTEE MEMBER AND NOMINATION COMMITTEE MEMBER

Appointment of Mr. Chung Cheuk Ming as an independent non-executive Director, the chairman and a member of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee

Mr. Chung Cheuk Ming (“**Mr. Chung**”), aged 49, is a Practising Certified Public Accountant in Hong Kong. Mr. Chung is a member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), a member of Society of Chinese Accountants and Auditors, and a member of the Hong Kong Institute of Bankers and a Registered Financial Planner of Hong Kong. Mr. Chung has been the principal of Alex Chung & Company, C.P.A. since 2006. Mr. Chung is a court appointed nominee and trustee in bankruptcy. He worked as a senior manager in a practising accounting firm in Hong Kong from 2003 to 2006. Mr. Chung graduated from the University of Hong Kong with a bachelor of arts degree. He also obtained a master of science degree in e-commerce from Hong Kong Polytechnic University and a master of science degree in corporate governance and directorship from Hong Kong Baptist University. In addition, Mr. Chung obtained a postgraduate diploma in information system development from the City University of Hong Kong and a postgraduate diploma in insolvency from HKICPA. In the last three years, Mr. Chung did not hold any directorship in any publicly listed company.

Mr. Chung has entered into a service contract with the Company for the period of 3 years commencing from 15 June 2012 and will be subject to the retirement by rotation and re-election provisions in the Articles. It is proposed that Mr. Chung will be entitled to receive remuneration at a rate to be determined by the Remuneration Committee of the Company with reference to the prevailing market terms during the period, and whose recommendations will be put forward to the Board for approval. Save as disclosed herein, there are no other benefits provided to Mr. Chung in his capacity as an independent non-executive Director. As at the Latest Practicable Date, Mr. Chung does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Chung is not related to any of the other Directors, senior management, substantial shareholders or controlling shareholders (both as defined in the GEM Listing Rules) of the Company. There are no other matters and information relating to Mr. Chung that need to be brought to the attention of the Shareholders and/or which are required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

APPOINTMENT OF COMPLIANCE OFFICER

The Board announces the appointment of Mr. Li Hongyuan as the compliance officer of the Company with effect from 15 June 2012.

RESIGNATION OF EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTOR, INDEPENDENT NON-EXECUTIVE DIRECTOR, AUDIT COMMITTEE MEMBER, REMUNERATION COMMITTEE MEMBER AND NOMINATION COMMITTEE MEMBER AND COMPLIANCE OFFICER

The Board announces that with effect from 15 June 2012, Mr. Jin Xiaohua resigned as executive Director, Mr. Mo Luojiang resigned as executive Director and compliance officer of the Company. Mr. Hsu Chun-min resigned as a non-executive Director. Mr. Li Li resigned as an independent non-executive Director, the chairman and a member of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee. Mr. Jin Xiaohua, Mr. Mo Luojiang, Mr. Hsu Chun-min and Mr. Li Li confirmed that there are no matters which need to be brought to the attention of the shareholders of the Company.

The Board would like to express its appreciation to Mr. Jin Xiaohua, Mr. Mo Luojiang, Mr. Hsu Chun-min and Mr. Li Li for their valuable contributions to the Group during their tenure of services.

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

Shanghai, 15 June 2012

As at the date of this announcement, the Board comprises 4 executive directors: Qian Wenhua, Lu Yong, Zhang Jinhua and Li Hongyuan; 1 non-executive director: Chan Cheuk Wing Andy; and 3 independent non-executive directors: Chung Cheuk Ming, 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 or deceptive; and (2) there are no other matters the omission of which would make any statement in this announcement 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 day of its publication and on the website of the Company at <http://www.tonva.com>.