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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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting of Shanghai Tonva Petrochemical Co., Ltd. (the "Company") will be held at Room 2201, 22/F, BM Tower, 218 Wu Song Road, Hong Kou District, Shanghai, the People's Republic of China on Thursday, 3 December 2009 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

1. **"THAT**, the acquisition agreement dated 30 September 2009 (the "Acquisition Agreement") entered into between the Company as purchaser and Mr. Zhu Zhijian as vendor in relation to the acquisition of 20% equity interest in 上海泰華石油化工有限公司 (Shanghai Taihua Petrochemical Limited), a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects."
2. **"THAT**, any one director of the Company be and is hereby authorized for and on behalf of the Company to do all acts and things and execute and deliver all documents as may be necessary, desirable or expedient to carry out or to give effect to the Acquisition Agreement and the transactions contemplated thereunder, and where necessary, affix the Common Seal of the Company thereon."
3. **"THAT**, BDO Limited be appointed as auditors of the Company and its subsidiaries and to hold office until the conclusion of the next annual general meeting of the Company and board of directors of the Company be and is hereby authorized to fix their remuneration."

By order of the board  
of directors of the Company  
**Qian Wenhua**  
*Chairman*

Shanghai, the PRC, 16 October 2009

\* *For identification purposes only*

*Principal place of business in Hong Kong:*

Room 904-05, Tai Yip Building, No. 141 Thomson Road, Wanchai, Hong Kong

*Registered Office in the PRC:*

706 Renhe Building, 2056 Pudong Road, Pudong New Area Shanghai, the PRC, 200135

*Notes:*

- (i) Any shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his or her behalf. A proxy needs not be a member of the Company. A form of proxy for use at the meeting is hereby enclosed. In the case of joint holders of a share, any one of such joint holders may sign the form of proxy. If more than one of such joint holders attend the meeting either in person or by proxy, the vote of the joint holder whose name appears first in the register of members of the Company shall be accepted to the exclusion of the other joint holder(s).
- (ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registrar of the H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of holders of the H Shares) and the Company's place of business in Shanghai at Room 2201, BM Tower, 218 Wusong Road, Hongkou District, Shanghai, the PRC 200080 (in respect of the Domestic Shares), not less than 24 hours before the time for holding the meeting or any adjournment thereof.
- (iii) The register of members of the Company will be closed from 3 November 2009 to 3 December 2009 (both days inclusive). All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the registrar of the H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 2 November 2009 for registration.
- (iv) Holders of the Domestic Shares and the H Shares whose names appear in the register of members on 3 November 2009 are entitled to attend and vote at the meeting.
- (v) Holders of the Domestic Shares and the H Shares who intend to attend the meeting shall complete and deposit or post or fax (fax no: (86) 21 63257855) the enclosed reply slip to the Company's place of business in Shanghai at Room 2201, BM Tower, 218 Wusong Road, Hongkou District, Shanghai, the PRC 200080 on or before 13 November 2009.
- (vi) Holders of the Shares or their proxies shall produce their identity documents when attending the meeting.
- (vii) PRC is defined as The People's Republic of China. Hong Kong is defined as the Hong Kong Special Administrative Region of the PRC.

*As at the date of this announcement, the Board comprises 6 executive directors: Qian Wenhua, Lu Yong, Jin Xiaohua, Mo Luojiang, Zhang Jinhua and Li Hongyuan; 2 non-executive director: Hsu Chun-min and Ho Man; and 3 independent non-executive directors: Zhu Shengfu, Li Li and Ye Mingzhu.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least seven days from the day of its posting and on the website of the Company at <http://www.tonva.com>.*