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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 incorporated in the People's Republic of China with limited liability)*

**(Stock code: 1103)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

Reference is made to the announcements of the Company dated 24 April 2014 and 25 April 2014 in relation to, among other things, the disposal of Domestic Shares by Domestic Shareholders.

Mr. Qian Wenhua and Mr. Li Hongyuan, the Domestic Shareholders of the Company, have entered into a supplemental agreement to the share transfer agreement and a share transfer agreement with Shenzhen Dasheng and Zhenjiang Runde on 24 April 2014 and 25 April 2014, respectively, pursuant to which (i) Mr. Qian Wenhua and Mr. Li Hongyuan have agreed to transfer their respective holdings of 195,529,500 and 37,690,500 Domestic Shares to Shenzhen Dasheng and Zhenjiang Runde, and (ii) Shenzhen Dasheng and Zhenjiang Runde are entitled to the Bonus Shares issued under the Bonus Issue. As a result, the Company is correspondingly required to revise the relevant provisions of the Articles upon completion of the aforesaid share transfers and the Bonus Issue, so as to reflect the change in name of the relevant Domestic Shareholders and their respective shareholdings in the Company.

The proposed amendments are required to be approved by the Shareholders by way of special resolution at the EGM. The amendments to the Articles shall come into effect upon Shareholders' approval being obtained at the EGM and any required approval or endorsement from or registration with the relevant regulatory authorities in the PRC.

A circular containing details of the proposed amendments to the Articles and notice of the EGM will be despatched to the Shareholders in due course.

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Details of the proposed amendments to the Articles are set forth below:

(1) Delete Article 6 of the existing Articles and replace the same with the following content:

Article 6 Pursuant to the Company Law, Special Regulations, Mandatory Provisions and other relevant laws and administrative regulations of the State, the Company amended the Original Articles of Association (“Original Articles of Association”) and formulated these Articles of Association (or “Articles of Association” or “these Articles of Association”) at the extraordinary general meeting held on 9 August 2004, annual general meeting on 24 June 2005, extraordinary general meeting on 16 February 2006, annual general meeting on 16 May 2006, extraordinary general meeting on 17 January 2007, annual general meeting on 22 May 2008, extraordinary general meeting on 19 February 2009, annual general meeting on 20 May 2010, extraordinary general meeting on 21 April 2011, annual general meeting on 15 June 2012, extraordinary general meeting on 27 December 2012, extraordinary general meeting on 29 April 2013, annual general meeting on 6 June 2013, annual general meeting on 25 June 2014 and extraordinary general meeting on [specific date to be determined]. The Company may amend these Articles of Association if necessary.

(2) Delete Article 21 of the existing Articles and replace the same with the following content:

Article 21 Upon approval by the securities regulatory authorities of the State Council, the Company split its 24,000,000 shares at RMB1.00 per share into 240,000,000 shares at RMB0.10 per share, and additionally issued 103,000,000 H shares at RMB0.10 per share, accounting for 30.03 % of the total ordinary shares that may be issued by the Company. After the above additional offering, the Company’s share capital increased from 240,000,000 shares to 343,000,000 shares, each bearing a par value of RMB0.10.

The Company passed the resolution on distributing 343,000,000 bonus shares at the general meeting on 16 May 2006, each bearing a par value of RMB0.10, to the shareholders of the Company. After the above distribution of bonus shares, the Company's share capital increased from 343,000,000 shares to 686,000,000 shares, each bearing a par value of RMB0.10.

Upon approval by the securities regulatory authorities of the State Council, the Company allotted 175,000,000 H shares, each bearing a par value of RMB0.10, to Mumiya Limited and Babylon Limited and the Company also publicly offered H shares, each bearing a par value of RMB0.10, not exceeding 75,190,000 shares. After the aforesaid allotment and public offer, the Company's share capital increased from 686,000,000 shares to 936,190,000 shares, each bearing a par value of RMB0.10.

On 15 April 2014, the Domestic Shareholders of the Company signed a share transfer agreement with Shenzhen Dasheng Agricultural Group Co., Ltd., in relation to the transfer of 246,780,000 domestic shares in aggregate to Shenzhen Dasheng Agricultural Group Co., Ltd. Upon the completion of the transfer, the Company's ordinary shares totaled as 936,190,000 shares, each bearing a par value of RMB0.10.

The Company passed the resolution on distributing 468,095,000 bonus shares at the annual general meeting on 25 June 2014, each bearing a par value of RMB0.10, to the shareholders of the Company. After the above distribution of bonus shares, the Company's share capital increased from 936,190,000 shares to 1,404,285,000 shares, each bearing a par value of RMB0.10.

On 24 April 2014, Domestic Shareholders Qian Wenhua, Li Hongyuan entered into a supplemental agreement to share transfer agreement with Shenzhen Dasheng Agricultural Group Co., Ltd., in relation to the transfer of 32,762,997 shares of the Company to Shenzhen Dasheng Agricultural Group Co., Ltd.; On 25 April, 2014, Qian Wenhua, Li Hongyuan entered into a share transfer agreement with Zhenjiang Runde Equity Investment Fund Co., Ltd., in relation to the transfer of 200,457,003 shares of the Company to Zhenjiang Runde Equity Investment Fund Co., Ltd. All parties agree that bonus shares related to the subject transferred shares are owned by transferees before completion of share transfers.

The Company's ordinary shares totaled as 1,404,285,000 shares, each bearing a par value of RMB0.10. The share capital structure of the Company is set out below:

<b>Name of shareholders</b>	<b>Number of shares held</b> <i>(share)</i>	<b>Percentage of the total share capital</b> <i>(%)</i>	<b>Class of Shares</b>
Domestic Shareholders:			
Shenzhen Dasheng Agricultural Group Co., Ltd.	419,314,495	29.860	Non-listed Shares
Zhenjiang Runde Equity Investment Fund Co., Ltd.	300,685,505	21.412	Non-listed Shares
Subtotal	<u>720,000,000</u>	<u>51.272</u>	
Holder of H shares	<u>684,285,000</u>	<u>48.728</u>	Overseas listed foreign Shares
Total	<u><u>1,404,285,000</u></u>	<u><u>100.000</u></u>	

Other chapters or clauses of the Articles remain unchanged. If any number of the chapters and clauses of the Articles is affected due to the addition, deletion or rearrangement of certain clauses of the Articles, the numbers of the chapters and clauses of the Articles shall be renumbered or descended and the cross references to the numbers of the chapters and clauses of the Articles shall be correspondingly changed.

*(The English version of the proposed amendments to the Articles is an unofficial translation of its Chinese version and is translated for reference only. In case of discrepancy between the two versions, the Chinese version shall prevail.)*

The proposed amendments are required to be approved by the Shareholders by way of special resolution at the EGM. The amendments to the Articles shall come into effect upon Shareholders' approval being obtained at the EGM and any required approval or endorsement from or registration with the relevant regulatory authorities in the PRC.

A circular containing details of the proposed amendments to the Articles and notice of the EGM will be despatched to the Shareholders in due course.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the Articles of Association of the Company, as amended from time to time
“Board”	the board of Directors
“Bonus Issue”	the issue of five (5) Bonus Shares for every ten (10) existing Shares to the Shareholders on the register of members on the register of members of the Company on the bonus issue record date (i.e. 9 July 2014) by way of the capitalisation of the capital reserve of the Company
“Bonus Shares”	new Domestic Shares and new H Shares to be issued pursuant to the Bonus Issue
“Company”	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 PRC with limited liability, whose H shares are listed on The Stock Exchange of Hong Kong Limited
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of the Company with a nominal value of RMB0.10 each in the share capital of the Company
“Domestic Shareholders”	the holders of the Domestic Share(s)
“EGM”	the extraordinary general meeting of the Shareholders proposed to be held for the Shareholders to consider, and if appropriate, approve the proposed amendments to the Articles
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB0.10 each in the share capital of the Company which are listed on The Stock Exchange of Hong Kong Limited and are traded in HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	The People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholders”	holder(s) of the Shares
“Shenzhen Dasheng”	深圳市大生農業集團有限公司 (Shenzhen Dasheng Agricultural Group Co. Ltd.*), a company established in the PRC and is indirectly owned as to 70% by Mr. Lan Huasheng (the chairman of the Company and an executive Director) and 30% by Mr. Lu Tingfu (a supervisor of the Company)
“Zhenjiang Runde”	鎮江潤得股權投資基金有限公司 (Zhenjiang Runde Equity Investment Fund Ltd.*), a company established in the PRC and is wholly owned by Mr. Wan Ligu (an executive Director)

By Order of the Board  
**Shanghai Tonva Petrochemical Co., Ltd.**  
**Lan Huasheng**  
*Chairman*

Shanghai, PRC, 22 October 2014

*As at the date of this announcement, the Board comprises three executive Directors: Mr. Lan Huasheng, Mr. Mo Luojiang, and Mr. Wang Ligu; one non-executive Director: Mr. Chan Cheuk Wing Andy; and three independent non-executive Directors: Mr. Chung Cheuk Ming, Ms. Pan Min and Mr. Zhou Jianhao.*

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