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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)**

**POLL RESULTS OF  
THE EXTRAORDINARY GENERAL MEETING,  
THE DOMESTIC SHAREHOLDERS CLASS MEETING AND  
THE H SHAREHOLDERS CLASS MEETING  
HELD ON 19 DECEMBER 2014**

The Board is pleased to announce that all the special resolutions proposed at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting held on 19 December 2014 were duly passed by the Shareholders, the Domestic Shareholders and the H Shareholders by way of poll, respectively.

Reference is made to (1) the circular (the “**Circular**”) of Shanghai Tonva Petrochemical Co., Ltd. (the “**Company**”); (2) the notice of the extraordinary general meeting (the “**EGM**”) to the shareholders of the Company (the “**Shareholders**”); (3) the notice of class meeting for holders of Domestic Shares (the “**Domestic Shareholders Class Meeting**”) issued to the Domestic Shareholders; and (4) the notice of class meeting for holders of H Shares (the “**H Shareholders Class Meeting**”) issued to the H Shareholders, all dated 3 November 2014. Unless the context otherwise required, terms defined in this announcement shall have the same meanings as those defined in the Circular.

\* *For identification purposes only*

## (1) POLL RESULTS OF THE EGM

The EGM was held at 9:30 a.m. on Friday, 19 December 2014 at 35F, Aurora Plaza, No.99 Fu Cheng Road, Pudong New District, Shanghai, the PRC. The Board is pleased to announce that the special resolutions as set out in the notice of the EGM were approved by the Shareholders and the poll results in respect of the resolutions were as follows:

SPECIAL RESOLUTIONS	Number of votes (%)		Total Votes	
	For	Against		
1.	To consider and approve the resolutions regarding the Rights Issue of Domestic Shares and H Shares by the Company			
1.1	Class and Par Value of the Shares to be issued	972,139,200 (100%)	0 (0%)	972,139,200
1.2	Ratio and Number of the Shares to be issued	972,139,200 (100%)	0 (0%)	972,139,200
1.3	Subscription Price	972,139,200 (100%)	0 (0%)	972,139,200
1.4	Target Subscribers	972,139,200 (100%)	0 (0%)	972,139,200
1.5	Use of Proceeds	972,139,200 (100%)	0 (0%)	972,139,200
1.6	Authorisation to the Board	972,139,200 (100%)	0 (0%)	972,139,200
1.7	Validity of these Special Resolutions	972,139,200 (100%)	0 (0%)	972,139,200
2.	To consider and approve the amendments to the Articles as detailed in the Circular, and submit the amended Articles to the relevant authorities of the PRC and Hong Kong for approval, filing or registration.	972,139,200 (100%)	0 (0%)	972,139,200

As at the date of the EGM, the total number of the issued Shares was 1,404,285,000 Shares, comprising 720,000,000 Domestic Shares and 684,285,000 H Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the special resolutions proposed at the EGM. No Shareholder who was entitled to attend the EGM was required to abstain from voting in favour of any of the special resolutions proposed at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the special resolutions proposed at the EGM. No Shareholder was required under the Listing Rules to abstain from voting at the EGM.

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, acted as the scrutineer at the EGM for the purpose of vote-taking.

As more than two-thirds of the votes were cast in favour of each of the special resolution proposed at the EGM, all the special resolutions proposed at the EGM were duly passed.

## (2) POLL RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

The Domestic Shareholders Class Meeting was held at 10:00 a.m. on Friday, 19 December 2014 at 35F, Aurora Plaza, No.99 Fu Cheng Road, Pudong New District, Shanghai, the PRC. The Board is pleased to announce that the special resolutions as set out in the notice of the Domestic Shareholders Class Meeting was approved by the Domestic Shareholders and the poll results in respect of the resolutions were as follows:

SPECIAL RESOLUTIONS		Number of votes (%)		Total Votes
		For	Against	
1.	To consider and approve the resolutions regarding the Rights Issue of Domestic Shares and H Shares by the Company			
	1.1 Class and Par Value of the Shares to be issued	720,000,000 (100%)	0 (0%)	720,000,000
	1.2 Ratio and Number of the Shares to be issued	720,000,000 (100%)	0 (0%)	720,000,000
	1.3 Subscription Price	720,000,000 (100%)	0 (0%)	720,000,000
	1.4 Target Subscribers	720,000,000 (100%)	0 (0%)	720,000,000
	1.5 Use of Proceeds	720,000,000 (100%)	0 (0%)	720,000,000
	1.6 Authorisation to the Board	720,000,000 (100%)	0 (0%)	720,000,000
	1.7 Validity of these Special Resolutions	720,000,000 (100%)	0 (0%)	720,000,000

As at the date of the Domestic Shareholders Class Meeting, the total number of the issued Domestic Shares was 720,000,000 Domestic Shares, which was the total number of Domestic Shares entitling the Domestic Shareholders to attend and vote for or against the special resolutions proposed at the Domestic Shareholders Class Meeting. No Domestic Shareholder who was entitled to attend the Domestic Shareholders Class Meeting was required to abstain from voting in favour of any of the special resolutions proposed at the Domestic Shareholders Class Meeting as set out in Rule 13.40 of the Listing Rules and none of the Domestic

Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the special resolutions proposed at the Domestic Shareholders Class Meeting. No Domestic Shareholder was required under the Listing Rules to abstain from voting at the Domestic Shareholders Class Meeting.

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, acted as the scrutineer at the Domestic Shareholders Class Meeting for the purpose of vote-taking.

As more than two-thirds of the votes were cast in favour of each of the special resolution proposed at the Domestic Shareholders Class Meeting, all the special resolutions proposed at the Domestic Shareholders Class Meeting were duly passed.

### (3) POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

The H Shareholders Class Meeting was held at 10:30 a.m. on Friday, 19 December 2014 at 35F, Aurora Plaza, No.99 Fu Cheng Road, Pudong New District, Shanghai, the PRC. The Board is pleased to announce that the special resolutions as set out in the notice of the H Shareholders Class Meeting was approved by the H Shareholders and the poll results in respect of the resolutions were as follows:

SPECIAL RESOLUTIONS		Number of votes (%)		Total Votes
		For	Against	
1.	To consider and approve the resolutions regarding the Rights Issue of Domestic Shares and H Shares by the Company			
	1.1 Class and Par Value of the Shares to be issued	252,139,200 (100%)	0 (0%)	252,139,200
	1.2 Ratio and Number of the Shares to be issued	252,139,200 (100%)	0 (0%)	252,139,200
	1.3 Subscription Price	252,139,200 (100%)	0 (0%)	252,139,200
	1.4 Target Subscribers	252,139,200 (100%)	0 (0%)	252,139,200
	1.5 Use of Proceeds	252,139,200 (100%)	0 (0%)	252,139,200
	1.6 Authorisation to the Board	252,139,200 (100%)	0 (0%)	252,139,200
	1.7 Validity of these Special Resolutions	252,139,200 (100%)	0 (0%)	252,139,200

As at the date of the H Shareholders Class Meeting, the total number of the issued H Shares was 684,285,000 H Shares, which was the total number of H Shares entitling the H Shareholders to attend and vote for or against the special resolutions proposed at the H Shareholders Class Meeting. No H Shareholder who was entitled to attend the H Shareholders Class Meeting was required to abstain from voting in favour of any of the special resolutions proposed at the H Shareholders Class Meeting as set out in Rule 13.40 of the Listing Rules and none of the H Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the special resolutions proposed at the H Shareholders Class Meeting. No H Shareholder was required under the Listing Rules to abstain from voting at the H Shareholders Class Meeting.

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, acted as the scrutineer at the H Shareholders Class Meeting for the purpose of vote-taking.

As more than two-thirds of the votes were cast in favour of each of the special resolution proposed at the H Shareholders Class Meeting, all the special resolutions proposed at the H Shareholders Class Meeting were duly passed.

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

Shanghai, PRC, 19 December 2014

*As at the date of this announcement, the Board comprises three executive Directors: Mr. Lan Huasheng, Mr. Mo Luojiang and Mr. Wang Liguu; 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.*