



# Sinopec Shanghai Petrochemical Company Limited

## 中國石化上海石油化工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

### Revised Form of Proxy for the First Extraordinary General Meeting for 2017

Number of shares relevant to this form of proxy \_\_\_\_\_ (Note 1)

I/We \_\_\_\_\_ (Note 2) of address/identity card number and shareholder number \_\_\_\_\_

being shareholder/shareholders of Sinopec Shanghai Petrochemical Company Limited (the "Company") holding \_\_\_\_\_ A shares/ \_\_\_\_\_ H shares (Note 3)

of the Company hereby appoint the Chairman of the first extraordinary general meeting for 2017 (the "EGM")/ \_\_\_\_\_ (Note 4) as my/our proxy to attend the EGM on my/our behalf to be held in Jinshan District, Shanghai, the PRC, at 2:00 p.m. on Wednesday, 2 August 2017 to vote on the following resolution as indicated. If no instruction as to how to vote is given, my/our proxy will be entitled to exercise his/her discretion as to how to vote:

| Special Resolution  |                                                                                                                                                                                                                                                                                                                                                                                     | For (Note 5) | Against (Note 5) |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------|
| 1                   | The amendments to the articles of association of the Company as proposed by the Board, and authorize the secretary to the Board to, on behalf of the Company, transact all relevant matters in relation to such amendments regarding any applications, approvals, disclosures, registrations and filings (including wording amendments as requested by the regulatory authorities). |              |                  |
| Ordinary Resolution |                                                                                                                                                                                                                                                                                                                                                                                     | For (Note 5) | Against (Note 5) |
| 2                   | The election of Ms. Li Yuanqin as an independent non-executive director of the Ninth Session of the Board.                                                                                                                                                                                                                                                                          |              |                  |

Date: \_\_\_\_\_ 2017 Signature: \_\_\_\_\_ (Note 6)

#### Notes:

- Please fill in the number of shares registered in your name(s) to which this form of proxy relates. Failure to fill in the number of shares will cause this form of proxy to be deemed to relate to all the shares registered in the Company in your name(s).
- Holders of the Company's H shares, please fill in your full name(s) and address(es) in **BLOCK LETTERS**; holders of the Company's A shares, please fill in your full name(s), identity card number(s) and shareholder number(s) in **BLOCK LETTERS**.
- Please fill in the number of shares registered in your name(s).
- Any shareholder entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend the EGM and vote on his/her behalf. A proxy need not be a shareholder of the Company. If any proxy other than the Chairman of the EGM is preferred, please strike out "the Chairman of the EGM" and insert the name, address and identity card number of the proxy desired in the space provided. A shareholder is entitled to appoint any person of his/her own choice to be his/her proxy. The proxy does not need to be a shareholder of the Company but he/she must attend the EGM in person.
- Note: If you intend to vote for any resolution, please mark "✓" in the "for" column. If you intend to vote against the resolution, please mark "X" in the "against" column. If no instruction is given, the appointed proxy shall have the discretion to vote.**
- This form of proxy must be signed by you or your proxy duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of the legal representative (person-in-charge) or attorney duly authorized. If this form of proxy is signed by your proxy, it must be notarized.
- Holders of the Company's A shares should note that:** in order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarized copy thereof, must be returned to the registered address of the Company (The Secretariat of the Board of Directors, Sinopec Shanghai Petrochemical Company Limited at No. 48 Jinyi Road, Jinshan District, Shanghai, the PRC, Postcode: 200540) not less than 24 hours before the time appointed for holding the EGM. **Holders of the Company's H shares should note that:** in order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarized certified copy thereof, must be returned to the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the EGM.
- Any alternation made to this form of proxy must be initialed by the person(s) who sign(s) it.
- In representing a shareholder to attend the EGM, the proxy so appointed shall produce his/her proof of identity and the power of attorney duly signed by the person appointing the proxy or his or her legal representative. The power of attorney shall state the date of issuance.