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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)

Resolutions Passed at the First Extraordinary General Meeting of 2017

Important:

- **Objection made to the resolutions proposed at the first extraordinary general meeting of 2017 of the Company (the “EGM”): No**

I. The convening and attendance of the EGM

- (1) Date and time of the EGM: 2 August 2017 at 2:00 p.m.
- (2) Venue of the EGM: North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the People's Republic of China (the “PRC”)
- (3) Information of ordinary shareholders who attended the EGM and their shareholdings:

Shareholders of Sinopec Shanghai Petrochemical Company Limited (the “Company”) who were entitled to attend the EGM held an aggregate of 10.8 billion shares with voting rights (consisting of 7.305 billion A shares and 3.495 billion H shares). No shareholder of the Company who was entitled to attend the EGM was required to abstain from voting in favor of any of the resolutions at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), nor was required to abstain from voting under the Hong Kong Listing Rules.

In respect of the convening of the EGM:

1. Number of shareholders and proxies attending the EGM	63
of which: number of A share shareholders	61
number of H share shareholders	2
2. Total number of shares with voting rights held by the attending shareholders (shares)	8,942,440,743
of which: total number of shares held by A share shareholders	5,487,316,422

total number of shares held by H share shareholders	3,455,124,321
3. Percentage of shares with voting rights held by such attending shareholders in the total issued shares of the Company with voting rights (%)	82.8004
of which: percentage of total issued shares held by A share shareholders	50.8085
percentage of total issued shares held by H share shareholders	31.9919

(4) The EGM was convened by the board of directors (the “Board”) of the Company, and Mr. Wang Zhiqing, Chairman of the Company, was absent due to other business engagements. He had authorized Mr. Gao Jinping, Vice Chairman of the Company to preside over the EGM. The convening and voting of the EGM complied with the relevant regulations of the Company Law of the PRC and the articles of association of the Company.

(5) Attendance of directors, supervisors and other senior management at the EGM

1. The Board had twelve directors, five of whom attended the EGM. Mr. Gao Jinping, Vice Chairman, Mr. Guo Xiaojun, Executive Director and Secretary to the Board, Mr. Jin Qiang and Mr. Zhou Meiyun, Executive Directors, and Mr. Mo Zhenglin, Non-executive Director, attended the EGM. Mr. Wang Zhiqing, Chairman, Mr. Wu Haijun, Vice Chairman, Mr. Lei Dianwu, Non-executive Director, Mr. Zhang Yimin, Mr. Liu Yunhong, Mr. Du Weifeng and Mr. Pan Fei, Independent Non-executive Directors, were absent from the EGM due to other business engagements.
2. The Supervisory Committee of the Company had six supervisors, four of whom attended the EGM. Mr. Zuo Qiang and Ms. Li Xiaoxia, supervisors, Mr. Zheng Yunrui and Mr. Choi Ting Ki, Independent Supervisors, attended the EGM. Mr. Zhai Yalin and Mr. Fan Qingyong, supervisors, were absent from the EGM due to other business engagements.
3. Ms. Li Yuanqin, nominee for Independent Non-executive Director, and Mr. Jin Wenmin, Vice President, attended the EGM.

II. Voting results of resolutions

Special resolution no. 1 and ordinary resolution no. 2 were considered and voted at the EGM through a combination of on-site open ballot and on-line voting. The poll results of each of the resolutions are as follows:

(1) Resolutions by way of non-cumulative voting

1. Resolution: The amendments to the Articles of Association of the Company and its appendix as proposed by the Board, and the authorisation to 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)

Results of consideration: passed

Voting results:

Type of Shareholders	For		Against	
	Number of votes	Percentage ^{Note} (%)	Number of votes	Percentage ^{Note} (%)
A Shares	5,487,018,440	99.9946	294,014	0.0054
H Shares	1,530,405,619	99.8679	2,024,600	0.1321
Total number of ordinary shares	7,017,424,059	99.9670	2,318,614	0.0330

Note:

Pursuant to Article 91 of the articles of association of the Company, abstentions or failures to cast vote were not treated as shares with voting rights when the Company calculated the results of voting. (same below)

Percentage of shares voted in favor refers to the proportion of shares voted in favor by the type of shareholders to the total number of shares with valid voting rights (i.e. shares voted in favor + shares voted against) held by the type of shareholders (or their proxies) attending the EGM. (same below)

Percentage of shares voted against refers to the proportion of shares voted against by the type of shareholders to the total number of shares with valid voting rights (i.e. shares voted in favor + shares voted against) held by the type of shareholders (or their proxies) attending the EGM. (same below)

2. Resolution: The election of Ms. Li Yuanqin as an independent non-executive director of the Ninth Session of the Board

Results of consideration: passed

Voting results:

Type of Shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	5,487,018,440	99.9946	294,014	0.0054
H Shares	1,511,250,000	98.5159	22,766,219	1.4841
Total number of ordinary shares	6,998,268,440	99.6716	23,060,233	0.3284

(2) Voting details on material issues by A-shares shareholders individually or jointly holding less than 5% interests of the Company's total number of shares

Resolution number	Resolution	For		Against	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)
2	The election of Ms. Li Yuanqin as an independent non-executive director of the Ninth Session of the Board	27,018,440	98.9235	294,014	1.0765

(3) Explanation in relation to the voting results of the resolutions

Resolution no. 1 is a special resolution, which was passed by over two-thirds of the total number of shares with voting rights by the attending shareholders and proxies having valid voting rights.

Resolution no. 2 is an ordinary resolution, which was passed by over half of the total number of shares with voting rights by the attending shareholders and proxies having valid voting rights.

The Company had appointed its international auditor for the year 2017, PricewaterhouseCoopers, as the scrutineer of the EGM to monitor the vote-taking procedures. The chairman of the EGM has complied with the voting instructions stipulated by HKSCC Nominees Limited.

III. Appointment of director

Upon the voting in the EGM, Ms. Li Yuanqin was elected as an independent non-executive director of the Ninth Session of the Board.

The Ninth Session of the Board held its second meeting on 2 August 2017, which considered and approved the election of Ms. Li Yuanqin as the Chairman of the Audit Committee and a member of the Strategy Committee.

For the biographical details of the newly appointed independent non-executive director, please refer to the announcement regarding the addition of resolution to be passed at the first EGM (published in China Securities Daily, Shanghai Securities Journal, Securities Times as well as on the Shanghai Stock Exchange's website, the website of Hong Kong Exchanges and Clearing Limited and the Company's website on 18 July 2017, or the supplemental circular to the holders of H shares dated 19 July 2017).

Appointment of Ms. Li Yuanqin is effective from the date of the EGM. Meanwhile, the resignation tendered by Mr. Pan Fei, Independent Non-executive Director, on 7 July 2017 is also effective from the date of the EGM.

IV. Lawyer's certification

(1) Legal advisor: Beijing Haiwen & Partners

Lawyers: Mr. Gao Wei and Mr. Sun Yi

(2) Lawyers' certification:

As attested by and stated in the legal opinion (the "Legal Opinion") issued by Mr. Gao Wei and Mr. Sun Yi of Beijing Haiwen & Partners, the Company's legal advisors as to PRC law, "the convening and holding of the EGM, the qualification of the convener, the qualifications of shareholders or proxies who attended the EGM and the voting procedures adopted at the EGM were in compliance with the provisions of the relevant laws and the articles of association of the Company. As a result, the resolutions of the EGM are legally valid".

V. Documents available for inspection

(1) Resolutions Passed at the First Extraordinary General Meeting for 2017, signed and confirmed by the directors, supervisors and the secretary to the Board who attended thereat, and stamped

with the stamp of the Company;

- (2) Attested legal opinions duly signed by the officer of the legal advisor and stamped; and
- (3) Other documents required by the Shanghai Stock Exchange.

By Order of the Board
Sinopec Shanghai Petrochemical Company Limited
Guo Xiaojun
Joint Company Secretary

Shanghai, the PRC, 2 August 2017

As at the date of this announcement, the executive directors of the Company are Wang Zhiqing, Wu Haijun, Gao Jinping, Jin Qiang, Guo Xiaojun and Zhou Meiyun; the non-executive directors of the Company are Lei Dianwu and Mo Zhenglin; and the independent non-executive directors of the Company are Zhang Yimin, Liu Yunhong, Du Weifeng and Li Yuanqin .