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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 2018**

The board of directors (the "Board") of Sinopec Shanghai Petrochemical Company Limited (the "Company") and all its directors guarantee that this announcement does not contain any false information, misleading statement or material omission, and severally and jointly accept responsibility for the authenticity, accuracy and completeness of the contents of this announcement.

#### **Important message:**

- **Objection made to the resolutions proposed at the first extraordinary general meeting of 2018 of the Company (the "EGM"): Nil**

#### **I. The convening and attendance of the EGM**

- (1) Date and time of the EGM: 8 November 2018 (Thursday) 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 and preference shareholders with recovered voting rights who attended the meeting and their shareholdings:

Shareholders of the Company who were entitled to attend the EGM held an aggregate of 10,823,813,500 shares with voting rights (consisting of 7,328,813,500 A shares and 3,495,000,000 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 on any of the resolutions at the EGM under the Hong Kong Listing Rules.

In respect of the convening of the EGM:

1. Total number of shareholders and proxies attending the EGM	58
including: A shares shareholders	56
H shares shareholders	2
2. Total number of shares with voting rights held by the attending shareholders (shares)	8,971,636,730
including: Total number of shares held by A shares shareholders	5,513,540,909
Total number of shares held by H shares shareholders	3,458,095,821
3. Percentage of shares held by such attending shareholders in the total number of shares entitling the holders to attend and vote at the EGM (%)	82.8880
including: Percentage of shares held by A shares shareholders to the total number of shares (%)	50.9390
Percentage of shares held by H shares shareholders to the total number of shares (%)	31.9490

- (4) The EGM was convened by the Board of the Company, and Mr. Wu Haijun, Chairman of the Company, presided over the EGM. The convening and holding of and voting at 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 the directors, supervisors and other senior management of the Company
1. The Company has 11 directors, 7 of whom attended the EGM. Mr. Wu Haijun, Chairman, Mr. Guo Xiaojun, executive director and secretary to the Board, Mr. Jin Qiang, Mr. Zhou Meiyun and Mr. Jin Wenmin, executive directors, Mr. Liu Yunhong and Mr. Du Weifeng, independent non-executive directors, attended the EGM. Mr. Lei Dianwu and Mr. Mo Zhenglin, non-executive directors, Mr. Zhang Yimin and Ms. Li Yuanqin, independent non-executive directors, were absent from the EGM due to business engagements.
  2. The Company has 7 supervisors, 5 of whom attended the EGM. Mr. Ma Yanhui, Mr. Zuo Qiang, Ms. Li Xiaoxia, supervisors, and 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 business engagements.

## II. Voting results of resolutions

Ordinary resolution No. 1 and special 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 election of Mr. Shi Wei as a non-independent director of the Ninth Session of the Board

Result of consideration: passed

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,512,935,758	99.9890	604,951	0.0110
H shares	1,928,320,773	97.4714	50,025,418	2.5286
Total number of ordinary shares:	7,441,256,531	99.3242	50,630,369	0.6758

Note:

Pursuant to Article 91 of the articles of association of the Company (the “Articles of Association”), 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)

- Resolution: The approval of amendments to the Articles of Association and the Appendix to the Articles of Association as proposed by the Board, and the authorization to the Chairman of the Board to transact, on behalf of the Company, all relevant matters in relation to such amendments regarding any applications, approvals, disclosures, registrations and filings (including amendments as requested by the regulatory authorities).

Result of consideration: passed

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,513,505,809	99.9994	35,100	0.0006
H shares	1,974,177,091	99.8008	3,941,100	0.1992
Total number of ordinary shares:	7,487,682,900	99.9469	3,976,200	0.0531

- Voting results on material issues by A shares shareholders holding individually or jointly less than 5% of the Company’s total number of issued shares

Resolution no.	Resolution	For		Against	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)
1	The election of Mr. Shi Wei as a non-independent director of the Ninth Session of the Board	52,935,758	98.8697	604,951	1.1299

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

Resolution no. 1 is an ordinary resolution and was passed by votes representing more than half of the total number of votes held by the attending shareholders and proxies having valid voting rights.

Resolution no. 2 is a special resolution and was passed by votes representing more than two-thirds of the total number of votes held by the attending shareholders and proxies having valid voting rights.

The Company had appointed its international auditor for the year 2018, 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 the Director**

At the EGM, Mr. Shi Wei was elected as a non-independent director of the Ninth Session of the Board of the Company.

The thirteenth meeting of the Ninth Session of the Board of the Company was held on 8 November 2018 which considered and approved the election of Mr. Shi Wei as a member of the Strategy Committee and designation as an executive director .

For the biographical details of Mr. Shi Wei, please refer to the Announcement on Appointing President and Nominating Non-Independent Directors (published on the website of the Shanghai Stock Exchange on 20 September 2018, or the announcement of the Company dated 19 September 2018 published on the websites of the Hong Kong Stock Exchange and the Company and the circular to the holders of the Company's H shares dated 21 September 2018).

The appointment of Mr. Shi Wei is effective from the date of the EGM.

### **IV. Lawyer's certification**

(1) Legal advisor: Beijing Haiwen & Partners

Lawyers: Mr. Gao Wei and Mr. Pei Jing

(2) Lawyer's certification:

As attested by and stated in the legal opinion (the "Legal Opinion") issued by Mr. Gao Wei and Mr. Pei Jing of Beijing Haiwen & Partners, the Company's legal advisor as to the PRC laws, "the procedures for 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 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 voting results of the EGM are valid".

## **V. Documents available for inspection**

- (1) Resolutions passed at the First Extraordinary General Meeting of 2018, duly 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 Opinion duly signed by the legal advisor and stamped;
- (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, 8 November 2018

*As at the date of this announcement, the executive directors of the Company are Wu Haijun, Shi Wei, Jin Qiang, Guo Xiaojun, Zhou Meiyun and Jin Wenmin; 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.*