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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinopec Shanghai Petrochemical Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

- (1) AUTHORIZATION TO THE BOARD TO
REPURCHASE DOMESTIC SHARES AND/OR
OVERSEAS LISTED FOREIGN SHARES OF THE COMPANY**
- (2) AUTHORIZATION TO THE BOARD TO DETERMINE
THE REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES AND
ULTRA SHORT-TERM FINANCING BONDS**
- (3) RE-APPOINTMENT OF THE DOMESTIC AND INTERNATIONAL
AUDITORS FOR THE YEAR 2026 AND THE AUTHORIZATION TO THE
BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**
- (4) PROPOSED ADOPTION OF THE MANAGEMENT MEASURES FOR THE
REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF
SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED**
- (5) PROPOSED ADOPTION OF THE 2026 REMUNERATION MEASURES FOR
THE DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI
PETROCHEMICAL COMPANY LIMITED**
- (6) ELECTION OF THE NON-INDEPENDENT DIRECTORS OF THE
TWELFTH SESSION OF THE BOARD OF THE COMPANY**
- (7) ELECTION OF THE INDEPENDENT DIRECTORS OF THE TWELFTH
SESSION OF THE BOARD OF THE COMPANY**
- (8) NOTICE OF ANNUAL GENERAL MEETING
AND**
- (9) NOTICE OF H SHAREHOLDERS' MEETING**

Sinopec Shanghai Petrochemical Company Limited will convene the AGM, the A Shareholders' Meeting and the H Shareholders' Meeting at the North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Friday, 26 June 2026 at 2:00 p.m., 2:15 p.m. and 2:30 p.m. respectively. The notices of the AGM and H Shareholders' Meeting are set out on pages 12 to 19 of this circular.

Whether or not you are able to attend the AGM and/or H Shareholders' Meeting in person, please complete the form of proxy of the Company in accordance with the instructions thereon as soon as practicable and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in any event not less than 24 hours before the time for holding the AGM or H Shareholders' Meeting or any adjournment thereof (as the case may be).

Completion and return of the form of proxy of the Company will not preclude you from attending and voting in person at the AGM and/or H Shareholders' Meeting or any adjournment thereof (as the case may be) as you wish. In such event, the form of proxy shall be deemed to be revoked.

A Shareholder or his/her/its proxy, when attending the AGM and/or H Shareholders' Meeting, shall produce required identification documents, and provide information which enables the Company to confirm his/her/its identity as a Shareholder. For details, please refer to Note II "Registration procedures for attending the AGM" and "Registration procedures for attending the H Shareholders' Meeting" of the notices of the AGM and H Shareholders' Meeting, respectively.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“A Share Repurchase Mandate”	the general mandate to the Board at the AGM, the A Shareholders’ Meeting and the H Shareholders’ Meeting to repurchase A shares not exceeding 10% of the number of A shares in issue as at the date when the relevant proposed resolutions to approve the A share repurchase mandate are passed
“A Shareholders’ Meeting”	the first A shareholders’ meeting for 2026 to be held by the Company at the North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Friday, 26 June 2026 at 2:15 p.m.
“AGM”	the 2025 annual general meeting to be held by the Company at the North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Friday, 26 June 2026 at 2:00 p.m.
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning given to it by the Hong Kong Listing Rules
“Board”	the board of directors of the Company
“Company”	Sinopec Shanghai Petrochemical Company Limited, a joint stock limited company incorporated in the PRC and listed on the Main Board of the Hong Kong Stock Exchange (stock code: 00338) and on the Shanghai Stock Exchange (stock code: 600688)
“Director(s)”	the director(s) of the Company, including independent non-executive directors
“Group”	the Company and its subsidiaries
“H Share Repurchase Mandate”	the general mandate to the Board at the AGM, the A Shareholders’ Meeting and the H Shareholders’ Meeting to repurchase H shares not exceeding 10% of the number of H shares in issue as at the date when the relevant proposed resolutions to approve the H share repurchase mandate are passed
“H Shareholder(s)”	the Shareholders of the Company who/which hold H shares of the Company

DEFINITIONS

“H Shareholders’ Meeting”	the first H shareholders’ meeting for 2026 to be held by the Company at the North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Friday, 26 June 2026 at 2:30 p.m.
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Director(s)”	the independent non-executive Director(s) of the Company
“Independent Shareholders”	Shareholders other than Sinopec Corp. and its associates
“Latest Practicable Date”	29 May 2026, being the latest practicable date of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate to the Board at the AGM, the A Shareholders’ Meeting and the H Shareholders’ Meeting to repurchase A shares and/or H shares not exceeding 10% of the number of A shares and/or H shares in issue as at the date when the relevant proposed resolutions to approve the repurchase mandate are passed
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on Shanghai Stock Exchange
“Shareholder(s)”	the shareholder(s) of the Company
“Sinopec Corp.”	China Petroleum & Chemical Corporation, a joint stock limited company incorporated in the PRC and listed on the Main Board of the Hong Kong Stock Exchange (stock code: 00386) and on the Shanghai Stock Exchange (stock code: 600028)

LETTER FROM THE BOARD



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)

Executive Directors:

Guo Xiaojun
Lu Zhiyong
Du Jun
Huang Xiangyu

Non-executive Directors:

Xie Zhenglin
Qin Zhaohui

Independent Directors:

Tang Song
Chen Haifeng
Yang Jun
Zhou Ying
Huang Jiangdong

Registered Office in the PRC:

48 Jinyi Road
Jinshan District, Shanghai, PRC

Principal Place of Business in Hong Kong:

Room 605, Island Place Tower
510 King's Road, Hong Kong

5 June 2026

To H Shareholder(s)

Dear Sir or Madam,

- (1) AUTHORIZATION TO THE BOARD TO
REPURCHASE DOMESTIC SHARES AND/OR
OVERSEAS LISTED FOREIGN SHARES OF THE COMPANY**
- (2) AUTHORIZATION TO THE BOARD TO DETERMINE
THE REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES AND
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LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with the detailed information on certain proposed resolutions to be considered and approved at the AGM to enable you to make an informed decision on whether to vote for or against the resolutions at the AGM. The resolutions and details are set out in this letter from the Board.

At the AGM, the following resolutions will be proposed, among others, (1) to authorize the Board to repurchase domestic shares and/or overseas listed foreign shares of the Company; (2) to authorize the Board to determine the registration and issuance of medium-term notes and ultra short-term financing bonds; (3) to re-appoint the domestic and international auditors for the year 2026 and the authorization to the Board to fix their remuneration; (4) to propose the adoption of the Management Measures for the Remuneration of Directors and Senior Management of Sinopec Shanghai Petrochemical Company Limited; (5) to propose the adoption of the 2026 remuneration measures for the directors and senior management of Sinopec Shanghai Petrochemical Company Limited; (6) to elect the Non-independent Directors of the Twelfth Session of the Board of the Company; and (7) to elect the Independent Directors of the Twelfth Session of the Board of the Company. At the H Shareholders' Meeting, a special resolution will be proposed to authorize the Board to repurchase domestic shares and/or overseas listed foreign shares of the Company.

II. AUTHORIZATION TO THE BOARD TO REPURCHASE DOMESTIC SHARES AND/OR OVERSEAS LISTED FOREIGN SHARES OF THE COMPANY

1. A Share Repurchase Mandate

The PRC Company Law (to which the Company is subject and has incorporated into its Articles of Association) provides that a joint stock limited company incorporated in the PRC shall not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division; (e) utilizing the shares for conversion of corporate bonds issued by the company which are convertible into shares; or (f) where it is necessary for safeguarding the company's value and shareholders' equity.

PRC laws and regulations and the Shanghai Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to repurchase the A shares of such company that are listed on the Shanghai Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign shares in separate A and H shareholders' meetings.

The Company would like to draw the Shareholders' attention to the fact that, even if the A Share Repurchase Mandate is approved at the AGM, the A Shareholders' Meeting and H Shareholders' Meeting, in the case of repurchase of A shares to be canceled to reduce the registered capital, the Company shall still be required, under applicable PRC laws and

LETTER FROM THE BOARD

regulations and the Shanghai Listing Rules, to seek additional, specific and prior approval from its Shareholders in general meeting by way of special resolution(s) for each repurchase of A shares and to provide further information and details of such repurchase of A shares in accordance with the requirements under applicable PRC laws and regulations and the Shanghai Listing Rules. The Company shall at all times comply with all applicable PRC laws and regulations and the Shanghai Listing Rules and shall seek additional, specific and prior approval from its Shareholders in general meeting by way of special resolution(s) for each repurchase of A shares.

2. H Share Repurchase Mandate

The PRC Company Law (to which the Company is subject and has incorporated into its Articles of Association) provides that a joint stock limited company incorporated in the PRC shall not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division; (e) utilizing the shares for conversion of corporate bonds issued by the company which are convertible into shares; or (f) where it is necessary for safeguarding the company's value and shareholders' equity.

PRC laws and regulations and the Hong Kong Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to repurchase the H shares listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign shares in separate A and H shareholders' meetings.

3. General Information

In accordance with the relevant regulatory requirements, the Company proposes to the AGM, the A Shareholders' Meeting and the H Shareholders' Meeting to consider and approve the grant of a general mandate to the Board (or the Directors authorised by the Board) to repurchase domestic shares ("A shares") and overseas listed foreign shares ("H shares") by special resolutions:

- (1) by reference to market conditions and needs of the Company, to authorise the Board (or the Directors authorised by the Board) to repurchase A shares (excluding treasury shares) not exceeding 10% of the number of A shares in issue at the time when this resolution is passed at the AGM and passed at A and H shareholders' meetings. Pursuant to PRC laws and regulations, in the case of repurchase of A shares to reduce the registered capital, the Board of the Company shall seek further approval from its Shareholders in general meeting for each repurchase of A shares even where the general mandate is granted, but shall not be required to seek approval at A and H shareholders' meetings.

LETTER FROM THE BOARD

- (2) by reference to market conditions and needs of the Company, to authorise the Board (or the Directors authorised by the Board) to repurchase listed H shares (excluding treasury shares) not exceeding 10% of the number of H shares in issue at the time when this resolution is passed at the AGM and passed at A and H shareholders' meetings.
- (3) the Board (or the Directors authorised by the Board) be authorised to (including but not limited to the following):
- a) formulate and implement specific repurchase plans including but not limited to the type of Shares to be bought back, the repurchase price, and the number and to determine time of repurchase, period of repurchase;
 - b) notify creditors and issue announcements (if applicable);
 - c) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
 - d) fulfil the relevant approval or filing procedures in accordance with the requirements of the regulatory authorities and the places of listing of the Company (if applicable);
 - e) carry out transfer or cancellation procedures for share repurchase according to the actual repurchase situation, make corresponding amendments to the Articles of Association relating to total share capital and equity structure and other related matters, carry out registration of changes, and filing procedures related to repurchase according to the statutory requirements in the PRC and foreign regions; and
 - f) sign and carry out registration of changes, and execute other documents and complete other matters related to the repurchase of Shares.
- (4) Provided that the authorization is granted by the AGM and the A and H shareholders' meetings, the Board will continue to authorize the Chairman and/or a Director designated by the Chairman to specifically execute the aforementioned share repurchase matters.

The above Repurchase Mandate will expire on the earliest of (the "**Relevant Period**"):

- a) the conclusion of the next annual general meeting of the Company;
- b) the expiration date of 12 months after this resolution is adopted at the AGM, A and H Shareholders' Meetings; or
- c) the date on which the authorization conferred by this resolution is revoked or varied by a special resolution of Shareholders at a general meeting and/or A shareholders' meeting and/or H shareholders' meeting.

LETTER FROM THE BOARD

Unless the Board decides to buy back A Shares during the Relevant Period, and such repurchase may need to be pursued or implemented after the end of the Relevant Period.

An explanatory letter giving certain information regarding the H Share Repurchase Mandate is set out in Appendix I to this circular.

III. AUTHORIZATION TO THE BOARD TO DETERMINE THE REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES AND ULTRA SHORT-TERM FINANCING BONDS

To meet the Company's funding requirements in a timely manner, reduce financing costs, and optimize the debt structure, in accordance with relevant laws, regulations, and the Articles of Association, and considering the Company's actual circumstances, it is proposed that the AGM grant the Board (or Directors authorized by the Board) a general and unconditional mandate to authorize the Board, within the permissible bond issuance limits, to determine matters related to the registration and issuance of medium-term notes and ultra short-term financing bonds, including but not limited to, determining the registration of medium-term notes and ultra short-term financing bonds, the actual issuance amount, interest rates, terms, target investors, and use of proceeds within the registered scale; preparing, executing, and disclosing all necessary documents; and handling other matters related to the issuance of medium-term notes and ultra short-term financing bonds under this resolution. The registered scale for medium-term notes shall not exceed RMB3 billion, and the registered scale for ultra short-term financing bonds shall not exceed RMB3 billion.

The validity of this resolution shall commence upon approval at the AGM and remain effective until the conclusion of the Company's 2026 annual general meeting.

IV. RE-APPOINTMENT OF THE DOMESTIC AND INTERNATIONAL AUDITORS FOR THE YEAR 2026 AND THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION

On 18 March 2026, the Board considered and approved the resolution on the reappointment of KPMG Huazhen LLP ("KPMG Huazhen") and KPMG (Hong Kong) ("KPMG Hong Kong") as the Company's domestic auditor and international auditor, respectively.

The audit service fees of KPMG Huazhen and KPMG Hong Kong are determined based on factors such as the degree of responsibility and complexity of the engagement, the work requirements, the working conditions and hours required, and the professional knowledge and experience contributed by staff at all levels who actually participate in the engagement. The estimated audit fees for the year 2026 are approximately RMB6.556 million (excluding tax).

It is now proposed that the general meeting to consider and approve the appointment of KPMG Huazhen and KPMG Hong Kong as the domestic and international auditors of the Company, respectively, for the year 2026 to provide audit and other services for the Company, and the authorization to the Board to determine their remuneration be considered and approved.

LETTER FROM THE BOARD

V. PROPOSED ADOPTION OF THE MANAGEMENT MEASURES FOR THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

To comply with the requirements of the securities regulatory rules of the place where the Company's shares are domestically listed, including the Guidelines on the Articles of Association of Listed Companies (2025), the Code of Corporate Governance for Listed Companies (revised in October 2025), the Shanghai Stock Exchange Self-regulatory Supervision Guidelines for Listed Companies No. 1 – Standardised Operation (revised in April 2026), and the Notice on the Implementation of the Code of Corporate Governance for Listed Companies and other relevant requirements, and with reference to the relevant provisions of the Company's current internal remuneration measures, the Company proposes to adopt the Management Measures for the Remuneration of Directors and Senior Management of Sinopec Shanghai Petrochemical Company Limited, details of the said measures are set out in Appendix II to this circular.

VI. PROPOSED ADOPTION OF THE 2026 REMUNERATION MEASURES FOR THE DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

Based on the Management Measures for the Remuneration of Directors and Senior Management of Sinopec Shanghai Petrochemical Company Limited, the 2026 remuneration measures for the Directors and senior management are proposed as follows:

The Company, in accordance with the nature of work, responsibilities and risks of the Directors and senior management, determines the corresponding remuneration structure.

I. Executive Director and Employee Director:

- (1) Directors who concurrently serve as senior management personnel shall be remunerated in accordance with the remuneration model for senior management, and shall not receive separate directors' allowances or other remuneration for their directorship. The remuneration of senior management consists of basic salary, step-up wages, allowances and subsidies, annual performance bonus, and the term incentive income, among which the annual performance bonus accounts for not less than 50% of the annual remuneration.
- (2) Directors who concurrently serve as other non-senior management positions in the Company shall be remunerated in accordance with the relevant provisions of the Company's Remuneration and Appraisal management, the Tenure System and Contractual Management, and incentive schemes, etc., corresponding to their specific positions in the Company, and shall not receive separate directors' allowances or other remuneration for their directorship.

LETTER FROM THE BOARD

- II. Non-executive Director: The payment of work allowances shall be determined with reference to regional and industry market price levels, the Company's operating results, individual performance appraisal results, and other factors. The specific amount of the allowance shall be decided by the general meeting.
- III. Independent Non-executive Director: Independent non-executive Directors shall receive a fixed directors' fee of RMB150,000 (pre-tax).

After the Management Measures for the Remuneration of Directors and Senior Management of Sinopec Shanghai Petrochemical Company Limited taking effect, the remuneration of the Twelfth Session Board of Directors and senior management shall be specifically implemented in accordance with such measures. The Company will disclose in its 2026 annual report the remuneration received by Directors and senior management from the Company during the reporting period, and perform the relevant approval procedures.

In addition, the Company has taken out directors' liability insurance for all Directors to effectively safeguard their legitimate rights and interests in the performance of their duties.

VII. ELECTION OF THE NON-INDEPENDENT DIRECTORS OF THE TWELFTH SESSION OF THE BOARD OF THE COMPANY

In accordance with the Articles of Association, the term of office of the Eleventh Session of the Board is three years and will expire in June 2026. Pursuant to the Articles of Association, Directors shall be elected by the Shareholders at general meetings. The following persons have been nominated as candidates for election as non-independent Directors of the Twelfth Session of the Board:

Mr. Guo Xiaojun
Mr. Lu Zhiyong
Mr. Du Jun
Mr. Huang Xiangyu
Mr. Qi Guozhen

For biographies of the candidates for the non-independent Directors of the Twelfth Session of the Board, please refer to the Appendix III to this circular.

VIII. ELECTION OF THE INDEPENDENT DIRECTORS OF THE TWELFTH SESSION OF THE BOARD OF THE COMPANY

In accordance with the Articles of Association, the term of office of the Eleventh Session of the Board is three years and will expire in June 2026. Pursuant to the Articles of Association, Directors shall be elected by Shareholders at general meetings. Mr. Huang Jiangdong, Ms. Zhou Ying, Mr. Zhou Xinggui, Mr. Liu Hao and Ms. Jiang Xia have been nominated for election as Independent Directors of the Twelfth Session of the Board.

For biographies of the candidates for the Independent Directors of the Twelfth Session of the Board, please refer to the Appendix III to this circular.

LETTER FROM THE BOARD

In relation to the proposed appointments of Independent Directors, the Nomination Committee of the Board and the Board have made reference to the Company's Board Diversity Policy, the Directors' Nomination Policy and the Company's development strategies.

Based on the biographies as disclosed in the Appendix III to this circular, the Nomination Committee of the Board considered the factors including the five Independent Directors' professional experience, skills and knowledge in accounting, law, marketing management, chemical engineering, etc., their abilities to help improve the efficiency of the Board's operations and their potential contribution to the Company's business, and nominated them as candidates for Independent Directors.

As Independent Directors, Mr. Liu Hao has accounting qualification and extensive knowledge and experience in the accounting field. Mr. Huang Jiangdong and Ms. Jiang Xia are professionals in legal field and possess professional knowledge in law and compliance. Ms. Zhou Ying is a professor in marketing and has extensive practical experience in marketing management, Mr. Zhou Xinggui is a professor of chemical engineering, with extensive expertise and industry experience in the field of chemical engineering.

The Board believes that Mr. Huang Jiangdong, Ms. Zhou Ying, Mr. Zhou Xinggui, Mr. Liu Hao and Ms. Jiang Xia will, with their extensive experience and knowledge, provide objective, independent and sufficient opinions and analysis on the Company's major operational management matters and will promote the diversity of the Board structure in various aspects, including culture, professional skills and qualifications. The Board considers that aforesaid persons have complied with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and are independent under the terms of such guidelines.

After the abovementioned resolutions regarding the proposed election of Directors being considered and approved at the AGM of the Company, such persons will, together with the employee Director elected through the employee representative assembly, constitute the Twelfth Session of the Board.

IX. AGM AND H SHAREHOLDERS' MEETING

The Company will convene the AGM, the A Shareholders' Meeting and the H Shareholders' Meeting at the North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the PRC on Friday, 26 June 2026 at 2:00 p.m., 2:15 p.m., 2:30 p.m. respectively. The notices of the AGM and the H Shareholders' Meeting are contained in pages 12 to 19 of this circular. Whether or not you are able to attend the AGM and/or the H Shareholders' Meeting in person, please complete the proxy form of the Company in accordance with the instructions thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event no later than 24 hours before the time for holding the AGM or the H Shareholders' Meeting or any adjournment thereof (as the case may be).

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all votes at the AGM and the H Shareholders' Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best of the Company's knowledge, information and belief, no Shareholder is required to abstain from voting on any resolution at the AGM.

X. RECOMMENDATIONS

The Directors believe that all resolutions to be proposed at the AGM and the H Shareholders' Meeting are fair and reasonable, and in the best interests of the Company and its Shareholders as a whole. Therefore, the Directors (including the Independent Directors) recommend that the Independent Shareholders vote in favour of all resolutions at the AGM and the H Shareholders' Meeting.

XI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Sinopec Shanghai Petrochemical Company Limited
Liu Gang
Joint Company Secretary

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting (the “AGM”) of Sinopec Shanghai Petrochemical Company Limited (the “Company”) is to be held at North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the People’s Republic of China (the “PRC”) on Friday, 26 June 2026 at 2:00 p.m. for the following purposes:

RESOLUTIONS

To consider and approve the resolutions by way of non-cumulative voting:

1. **THAT** the 2025 Work Report of the board of directors of the Company be considered and approved;
2. **THAT** the 2025 Profit Distribution Plan of the Company be considered and approved;
3. **THAT** the resolution on the authorization to the board of directors to determine the registration and issuance of medium-term notes and ultra short-term financing bonds be considered and approved;
4. **THAT** the resolution on the proposal to the shareholders at the general meeting to authorize the board of directors to repurchase the domestic shares and/or overseas listed foreign shares of the Company be considered and approved;
5. **THAT** the resolution on the re-appointment of the domestic and international auditors for the year 2026 and the authorization to the board of directors to fix their remuneration be considered and approved;

THAT the proposal to the shareholders to consider and approve the re-appointment of KPMG Huazhen LLP and KPMG (Hong Kong) as the domestic and international auditors of the Company, respectively, for the year 2026 to provide audit and other services for the Company, and the authorization to the board of directors to determine their remuneration be considered and approved.

6. **THAT** the 2025 report on the implementation of remuneration for directors and senior management be considered and approved;
7. **THAT** the Management Measures for the Remuneration of Directors and Senior Management of Sinopec Shanghai Petrochemical Company Limited be considered and approved;

NOTICE OF ANNUAL GENERAL MEETING

8. **THAT** the resolution on the 2026 remuneration measures for the directors and senior management of Sinopec Shanghai Petrochemical Company Limited be considered and approved;

To consider and approve the following resolutions by way of cumulative voting:

9. **THAT** the resolution on the election of the following candidates as non-independent directors of the Twelfth Session of the Board of the Company be considered and approved

9.01 Guo Xiaojun

9.02 Lu Zhiyong

9.03 Du Jun

9.04 Huang Xiangyu

9.05 Qi Guozhen

10. **THAT** the resolution on the election of the following candidates as independent directors of the Twelfth Session of the Board of the Company be considered and approved

10.01 Huang Jiangdong

10.02 Zhou Ying

10.03 Zhou Xinggui

10.04 Liu Hao

10.05 Jiang Xia

Resolutions no. 3 and 4 to be proposed at the AGM are special resolutions. Details of the resolutions no. 3 to 5 and 7 to 10 are set out in the circular and the notice, and for the details of other resolutions, please refer to the 2025 Annual Report of the Company dated 28 April 2026, which are all available on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.spc.com.cn).

By Order of the Board
Sinopec Shanghai Petrochemical Company Limited
Liu Gang
Joint Company Secretary

Shanghai, the PRC, 5 June 2026

Notes:

NOTICE OF ANNUAL GENERAL MEETING

I. Attendees of the AGM

1. Eligibility for attending the AGM

Holders of A shares of the Company whose names appear on the domestic shares register of the Company maintained by Shanghai Branch of China Securities Depository and Clearing Corporation Limited and holders of H shares of the Company whose names appear on the register of members of the Company maintained by the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited, at the close of business on Tuesday, 23 June 2026 are eligible to attend the AGM. Unregistered holders of H shares who wish to attend the AGM shall lodge the transfer documents and the relevant share certificates with the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 22 June 2026.

2. Proxy

(1) A member eligible to attend and vote at the AGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.

(2) A proxy should be appointed by a written instrument signed by the shareholder or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document(s) must be notarized.

(3) To be valid, the completed form of proxy and/or the power of attorney or other authorization document(s) which has/have been notarized must be delivered to the statutory address of the Company not less than 24 hours before the designated time for holding the AGM (i.e., not later than 2:00 p.m. on Thursday, 25 June 2026) or any adjournment thereof (as the case may be). Holders of A shares shall deliver the relevant document(s) to the registered office of the Company at No. 48 Jinyi Road, Jinshan District, Shanghai, the PRC, Postal code: 200540 for the attention of the Secretariat of the Board. Holders of H shares shall deliver the relevant document(s) to the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. If the Company does not receive the original copy of the relevant document(s) before the aforesaid period, the shareholder will be deemed as having not attended the AGM and the relevant form of proxy will be deemed void.

3. The directors and the senior management of the Company

4. The lawyers of the Company

5. Others

II. Registration procedures for attending the AGM

1. A shareholder of the Company or his/her/its proxy shall produce proof of identity (identity card or passport) when attending the AGM. If the shareholder attending the meeting is a corporate shareholder, its legal representative who attends the meeting shall produce proof of identity and proof of his/her capacity as the legal representative and shall provide information which enables the Company to confirm its identity as a corporate shareholder. Where a representative is appointed by the corporate shareholder to attend the meeting, the representative shall produce proof of identity, the written authorization duly issued by the legal representative of the corporate shareholder, or a notarially certified copy of the resolution on authorization duly passed by the board of directors or other decision-making bodies of the corporate shareholder and information which enables the Company to confirm the identity of the corporate shareholder concerned.

NOTICE OF ANNUAL GENERAL MEETING

2. Shareholders registered to attend the AGM may submit questions related to the resolutions proposed at the AGM, and may ask questions during the AGM. The Company will make its best effort to answer the questions and address the issues raised by H shareholders at the AGM or in advance.

III. Miscellaneous

1. Each shareholder or his/her/its proxy shall exercise his/her/its voting rights by way of poll.
2. In respect of resolutions no. 9 and 10 regarding election of directors, as required under Article 103 of the Articles of Association, Article 62 of the Rules of Procedure for the General Meetings and Shanghai Stock Exchange Self-regulatory Supervision Guidelines for Listed Companies No. 1 – Standardised Operation, if the controlling shareholder of the Company exercises more than 30% of control over votes, when resolutions are proposed for the election of directors at a general meeting, the cumulative voting system shall be adopted. Thus, where two or more directors will be elected in a general meeting, each share held by a shareholder shall have voting rights equal to the total number of candidates proposed for election. A shareholder may either give all of his/her/its votes to one candidate, or allocate his/her/its votes to several persons. Meanwhile, independent directors and the other Board members are elected separately. Currently, China Petroleum & Chemical Corporation, the Company's controlling shareholder, has more than 30% of control over the Company and as more than two directors will be elected, the cumulative voting system will be adopted when voting on the relevant resolutions and counting the votes.

In this election of directors, independent directors and other Board members are elected separately. To ensure that your voting rights are fully exercised, the following notes, based on resolution no. 9 as an example, briefly explain matters that you should be aware of when completing the number of votes under the “cumulative voting system” (matters to be aware of in respect of resolutions no. 10 are the same as for resolution no. 9). Please refer to the following explanation and fill in your votes for resolutions no. 9 and 10:

- (i) In respect of resolution no. 9, each share you hold has voting rights equal to the total number of non-independent directors to be elected. For example, if you hold 1 million shares, and the total number of non-independent directors to be elected is 5, the total number of shares for which you have the voting rights under resolution no. 9 will be 5 million shares (i.e. 1 million shares x 5 = 5 million shares).
- (ii) Please state the number of votes in the voting column you give to each of the candidates for election as non-independent director. Please note that you may give equal number of votes to each candidate, or give all your votes as represented by the shares you hold to one particular candidate as non-independent director, or a certain number of votes as represented by the shares you hold to certain candidates (one, two, three to five, similar hereinafter) as non-independent director. For example, if you own 1 million shares of the Company, and five directors should be elected in this election, the total number of shares for which you have the voting rights under resolution no. 9 is 5 million shares. Out of the 5 million shares, you can either share your voting rights equally to five candidates for election as non-independent directors so that you may vote 1 million shares to each candidate; or, give all of the 5 million votes to one particular candidate as non-independent director, or, 2 million shares to candidate A, 1.5 million shares to candidate B, 1 million shares to candidate C, and 0.5 million shares to candidate D as non-independent director, etc.
- (iii) After you have allocated all the voting rights represented by all of the shares held by you to a certain number of candidates for non-independent directors, you do not have further voting rights in respect of other candidates for non-independent director. That is, the sum of all the voting rights you give to the five candidates for election as non-independent director shall not exceed the total number of voting rights represented by the shares held by you.

NOTICE OF ANNUAL GENERAL MEETING

- (iv) Please note with particular attention that, if the total number of votes you have exercised and allocated to a certain number of candidates for non-independent director exceeds the total number of voting rights represented by the shares held by you, all your votes shall become void, and you will be deemed to be abstained from voting. If the total number of votes you have exercised and allocated to a certain number of candidates for non-independent director is less than the total number of voting rights represented by the shares held by you, your votes are valid, and those votes not exercised will be deemed as being abstained from voting. For example, if you own 1 million shares, and five non-independent directors should be elected in this election, the total number of votes as represented by your shares under resolution no. 9 will be 5 million: (a) if you have stated “5 million shares” in the column in favor of one particular candidate for non-independent director, then your voting rights are fully utilized, and you do not have any further votes in relation to other candidates for non-independent director. If you have stated the number of shares (other than 0 shares) in other corresponding columns under resolution no. 9, then all your votes in respect of resolution no. 9 will become void; or (b) if you have stated “2 million shares” in the column in favor of candidate A, and “2 million shares” in the column in favor of candidate B, then your votes as represented by such 4 million shares are valid, whilst the remaining 1 million shares which have not been allocated shall be deemed to have been abstained from voting.
- (v) Where the total number of votes in favor of a candidate for non-independent director exceeds one-half of the total number of shares with voting rights represented by shareholders attending the general meeting (based on the non-cumulative number of shares), that candidate will be elected as a non-independent director. If the number of non-independent directors so elected exceeds the number of non-independent directors to be elected, then those receiving the most number of votes in favor shall be elected as non-independent directors (provided that if two or more candidates receiving lesser votes in favor have an equal number of votes, and the election of whom would cause the number of persons elected to exceed the number of non-independent directors to be elected, then such candidates will be deemed to have not been elected). If an insufficient number of non-independent directors are elected at the general meeting to fill the number of non-independent directors to be elected, then a further round of voting will be conducted for the remaining positions, until all the non-independent directors have been elected.
3. The AGM is expected to last for less than a working day. Shareholders or their proxies who will attend the AGM shall be responsible for their own transportation and accommodation expenses.
4. Notes to the holders of the Company’s H shares:

Date of closure of register of members in relation to the eligibility of attending the AGM

In order to determine the rights of H shareholders to attend the AGM, the register of members of the Company’s H shares will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of H shares will be effected. Unregistered holders of the Company’s H shares who wish to attend and vote at the AGM should lodge the H shares transfer documents and the relevant share certificates with the Company’s H shares share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 22 June 2026.

5. The Secretariat for the AGM is the Secretariat of the Board of Sinopec Shanghai Petrochemical Company Limited and the contact details are as follows:

No. 48 Jinyi Road, Jinshan District, Shanghai, the PRC
Postal code: 200540
Telephone: (8621) 5794 3143
Fax: (8621) 5794 0050

NOTICE OF THE FIRST H SHAREHOLDERS' MEETING FOR 2026



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)

NOTICE OF THE FIRST H SHAREHOLDERS' MEETING FOR 2026

NOTICE IS HEREBY GIVEN THAT the first H Shareholders' meeting for 2026 (the "**H Shareholders' Meeting**") of Sinopec Shanghai Petrochemical Company Limited (the "**Company**") is to be held at North Building, Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the People's Republic of China (the "**PRC**") on Friday, 26 June 2026 at 2:30 p.m. for the following purpose:

Special resolution by way of non-cumulative voting

1. **THAT** the resolution on the proposal to the shareholders at the general meeting to authorize the board of directors to repurchase the domestic shares and/or overseas listed foreign shares of the Company be considered and approved.

Details of the resolution at the H Shareholders' Meeting are set out in the circular of the Company, which is available on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.spc.com.cn).

By Order of the Board
Sinopec Shanghai Petrochemical Company Limited
Liu Gang
Joint Company Secretary

Shanghai, the PRC, 5 June 2026

Notes:

I. Attendees of the H Shareholders' Meeting

1. Eligibility for attending the H Shareholders' Meeting

Holders of H shares of the Company whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 23 June 2026 are eligible to attend the H Shareholders' Meeting. Unregistered holders of H shares of the Company shall lodge their share certificates accompanied by the transfer documents with the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 22 June 2026.

NOTICE OF THE FIRST H SHAREHOLDERS' MEETING FOR 2026

2. Proxy

- (1) A shareholder eligible to attend and vote at the H Shareholders' Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.
- (2) A proxy should be appointed by a written instrument signed by the shareholder or its attorney duly authorized in writing. If the form of proxy is signed by the attorney duly authorised by the shareholder, the power of attorney authorizing that attorney to sign or other authorization document(s) must be notarized.
- (3) To be valid, the original copy(ies) of the voting proxy power of attorney and/or the power of attorney or other authorisation document(s) which has/have been notarised must be delivered to the statutory address of the Company not less than 24 hours before the designated time for holding the H Shareholders' Meeting (i.e., no later than 2:30 p.m. on Thursday, 25 June 2026) or any adjournment thereof (as the case may be). To be valid, holders of H shares of the Company shall deliver the relevant document(s) to the H shares share registrar of the Company, Computershare Hong Kong Investor Services Limited (the address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). If the Company does not receive the original copy(ies) of the relevant document(s) before the aforesaid designated period, the shareholder will be deemed as having not attended the H Shareholders' Meeting and the relevant proxy form will be deemed void.

3. The directors and the senior management of the Company

4. The legal advisors of the Company

5. Others

II. Registration procedures for attending the H Shareholders' Meeting

1. A shareholder of the Company or his/her proxy shall produce proof of identity (identity card or passport) when attending the H Shareholders' Meeting. If the shareholder attending the meeting is a corporate shareholder, its legal representative who attends the meeting shall produce proof of identity and proof of his/her capacity as the legal representative and shall provide information which enables the Company to confirm its identity as a corporate shareholder. Where a proxy is appointed to attend the meeting, the proxy shall produce proof of identity, the written authorization duly issued by the legal representative of the corporate shareholder, or a notorially certified copy of the resolution on authorization duly passed by the board of directors or other decision-making bodies of the corporate shareholder and shall provide information which enables the Company to confirm the identity of the corporate shareholder concerned.
2. Shareholders registered to attend the H Shareholders' Meeting may submit questions related to the resolutions proposed at the H Shareholders' Meeting, or ask questions during the H Shareholders' Meeting. The Company will answer the questions raised by H shareholders at the H Shareholders' Meeting and the questions submitted in advance.

III. Miscellaneous

1. Each shareholder or his/her/its proxy shall exercise his/her/its voting rights by way of poll.
2. The H Shareholders' Meeting is expected to last for less than a working day. Shareholders or their proxies who will attend the H Shareholders' Meeting shall be responsible for their own transportation and accommodation expenses.

NOTICE OF THE FIRST H SHAREHOLDERS' MEETING FOR 2026

3. Notes to the holders of the Company's H shares

Date of closure of share register of members in relation to the eligibility of attending the H Shareholders' Meeting

The Company will close the register of members of the Company's H shares from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of shares will be effected, in order to confirm its H shares shareholders' eligibility to attend the H Shareholders' Meeting. Holders of the Company's H shares who wish to attend and vote at the H Shareholders' Meeting should lodge transfer documents and the relevant share certificates with the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Monday, 22 June 2026.

4. The Secretariat for the H Shareholders' Meeting is the Secretariat of the Board of Sinopec Shanghai Petrochemical Company Limited and the contact details are as follows:

No. 48 Jinyi Road, Jinshan District, Shanghai, the PRC
Postal code: 200540
Telephone: (86) 21 5794 3143
Fax: (86) 21 5794 0050

In accordance with the Hong Kong Listing Rules, this appendix serves as the explanatory letter to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the AGM, the A Shareholders' Meeting and the H Shareholders' Meeting for the grant of the Repurchase Mandate to the Directors.

REPURCHASE MANDATE

Reasons for Repurchasing Shares

The Directors believe that the flexibility afforded by the Repurchase Mandate for repurchasing shares would be beneficial to and in the interest of the Company and its Shareholders. Such repurchases of shares may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company. Such repurchases of shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

Exercise of Repurchase Mandate

Subject to the passing of the relevant special resolution(s) set out in the notice of the AGM, the special resolution(s) approving the grant to the Board of the Repurchase Mandate at the A Shareholders' Meeting and H Shareholders' Meeting respectively, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration date of 12 months after the resolution is passed at the AGM and the A Shareholders' Meeting and the H Shareholders' Meeting; or (c) the date on which the authorization conferred by this special resolution is revoked or varied by a special resolution of Shareholders at a general meeting and/or A shareholders' meeting and/or H shareholders' meeting. Unless the Board decides to repurchase A shares during the Relevant Period, and such repurchase plan may need to be continued or implemented after the end of the Relevant Period. The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with State Administration of Foreign Exchange and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the Repurchase Mandate (on the basis of 3,213,804,000 H shares in issue and 7,328,813,500 A shares in issue as at the Latest Practicable Date and there is no change to the total number of issued A shares and H shares by the Company prior to the date of the AGM, the A Shareholders' Meeting and H Shareholders' Meeting) by the Company would result in a maximum of 321,380,400 H shares and 732,881,350 A shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total number of each of the H shares and A shares in issue as at the date of passing the relevant resolution(s).

The Company may cancel the shares repurchased under the Repurchase Mandate, and/or hold them as treasury shares subject to conditions at the relevant time of the repurchases, for example, market conditions, purposes of repurchases and its capital management needs.

Funding of Repurchases

In repurchasing its shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles of Association to repurchase its shares. The Company's registered capital will be reduced accordingly by an amount equivalent to the aggregate nominal value of the shares so cancelled. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital and on the gearing ratio of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the published audited accounts contained in the annual report of the Company for the year ended 31 December 2025). However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company. The number of shares to be repurchased on any occasion, the price and other terms upon which the shares are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

H SHARES PRICES

The highest and lowest prices at which the H shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest price <i>HKD</i>	Lowest price <i>HKD</i>
2025		
May	1.26	1.15
June	1.30	1.17
July	1.46	1.26
August	1.47	1.32
September	1.38	1.29
October	1.41	1.33
November	1.39	1.30
December	1.40	1.28
2026		
January	1.66	1.35
February	1.69	1.47
March	1.82	1.22
April	1.33	1.20
May to the Latest Practicable Date	1.36	1.11

SHARES REPURCHASED BY THE COMPANY

No repurchase of H shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or other relevant applicable laws, as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 19A.28B of the Hong Kong Listing Rules not being complied with.

None of the Directors nor, to their knowledge, having made all reasonable enquiries, any of their close associates presently intends to sell shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) that they have a present intention to sell shares to the Company, or that they have undertaken not to sell any shares held by them to the Company in the event that the Repurchase Mandate is approved by its Shareholders and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company confirms that the Explanatory Statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Hong Kong Listing Rules and that neither the Explanatory Statement nor the proposed share repurchase has unusual features.

APPENDIX II THE MANAGEMENT MEASURES FOR THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED MANAGEMENT MEASURES FOR THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purposes of further improving the remuneration management for directors and senior management of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the “**Company**”), establishing and enhancing a remuneration distribution mechanism that matches the responsibilities undertaken and is linked to assessment results, strengthening positive incentives and effective constraints, encouraging the directors and senior management to fully and diligently perform their duties and take on responsibilities, and promoting the high-quality development of the Company, these Measures are formulated in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies issued by the China Securities Regulatory Commission (hereinafter referred to as the “**CSRC**”) and relevant laws, administrative regulations, department rules, normative documents, provisions of the securities regulatory rules of the places where the shares of the Company are listed (hereinafter referred to as the “**relevant regulatory rules**”), and the Articles of Association of Sinopec Shanghai Petrochemical Company Limited (hereinafter referred to as the “**Articles of Association**”), as well as the actual situation of the Company.

Article 2 These Measures apply to the Company and the directors and senior management who receive remuneration from the Company. Senior management means the general manager, deputy general managers, financial officers, secretary to the Board of Directors and other personnel designated by the Company or the Board of Directors of the Company.

Article 3 The remuneration management for the Company’s directors and senior management shall adhere to the following principles:

- (1) Persistence in aligning between value creation and value distribution. The remuneration level of directors and senior management shall be performance-oriented and commensurate with the Company’s operating results, the effectiveness of their individual performance of duties, and their value creation capabilities.
- (2) Persistence in adhering to combining incentives with control. The remuneration of directors and senior management shall be compatible with their operational responsibilities and risks and closely linked to the results of operating performance assessments, so as to fully mobilize their work enthusiasm.
- (3) Persistence in combination of short-term incentives and medium- and long-term incentives. Both current returns and long-term development shall be taken into overall consideration, so as to align the personal interests of directors and senior management with the sustainable development of the Company and the overall interests of shareholders, and to ensure the sustained and stable operation of the Company.

APPENDIX II THE MANAGEMENT MEASURES FOR THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

CHAPTER 2 REMUNERATION MANAGEMENT RESPONSIBILITIES

Article 4 The annual remuneration plans for the Company's directors and senior management shall be formulated by the Remuneration and Appraisal Committee of the Board of Directors, specifying the basis for determining the remuneration and the specific composition thereof. The remuneration plans for directors and the allowances for independent directors shall be determined by the general meeting and disclosed. The remuneration plans for senior management shall be approved by the Board of Directors, explained to the general meeting, and disclosed.

Article 5 The performance appraisal of the directors and senior management shall be organized by the Remuneration and Appraisal Committee of the Board of Directors. Where the Board of Directors or the Remuneration and Appraisal Committee evaluates a director individually or discusses his/her remuneration, such director shall recuse himself/herself.

In the event that the Company incurs a loss, a specific explanation shall be provided at each stage of the review of the remuneration of directors and senior management as to whether the changes in their remuneration satisfy the requirements for performance linkage.

Article 6 The Human Resources Department of the Company shall be responsible for the specific implementation of the remuneration plans for directors and senior management.

Article 7 When the Board of Directors reviews matters such as the Company's remuneration management measures and the remuneration plans for directors and senior management, such matters shall be studied and discussed by the Company's Party Committee in advance and its opinions shall be sought.

CHAPTER 3 MECHANISM FOR DETERMINING TOTAL REMUNERATION

Article 8 The total remuneration of the Company's directors and senior management shall be incorporated into budget management. The total remuneration budget shall be determined by taking the total remuneration of the preceding year as the base and making comprehensive reference to factors such as regional and industry market compensation levels, the Company's operating results, the Company's development strategy, individual assessment results, market bench-marking levels, the Company's sustainable development, and its remuneration payment capacity.

Article 9 The remuneration level of directors and senior management shall, in principle, be commensurate with the Company's annual operating results. If the Company shifts from profit to loss or experiences an increase in losses compared to the previous fiscal year, and the average performance-based remuneration of directors and senior management does not decrease accordingly, the Company shall disclose the reasons therefor in accordance with relevant provisions.

APPENDIX II THE MANAGEMENT MEASURES FOR THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

Article 10 The Company should reasonably determine the salary distribution ratio for directors, senior management and ordinary employees based on factors such as industry standards, development strategies and job value, promote the tilt of salary distribution towards key positions, production front-lines and high-level and highly skilled talents in short supply, and promote the increase of the salary level of ordinary employees.

CHAPTER 4 REMUNERATION STRUCTURE AND PERFORMANCE APPRAISAL

Article 11 The Company shall determine the corresponding remuneration structure for directors and senior management based on the nature of their work, as well as the responsibilities and risks assumed by them.

(1) Remuneration of members of the Board of Directors

1. Executive directors and employee directors:

- (i) directors who concurrently serve as senior management shall be subject to the remuneration standards applicable to senior management and shall not receive separate director's allowances or other remuneration for their directorship.
- (ii) directors who concurrently hold other non-senior management positions in the Company shall be subject to the relevant provisions on remuneration and appraisal management, tenure-based and contract-based management, and incentive schemes corresponding to their specific positions in the Company, and shall not receive separate director's allowances or other remuneration for their directorship.

2. Non-executive directors shall receive work allowances. The work allowances shall be determined by reference to regional and industry market rates, the Company's operating results, individual assessment results and other factors, and the specific allowance amount shall be determined by the general meeting.

3. Independent non-executive directors shall receive a fixed director's allowance, the amount of which shall be considered and decided by the general meeting. Save as aforesaid, independent non-executive directors shall not receive any other remuneration or social insurance benefits from the Company and shall not participate in the Company's internal performance appraisal linked to remuneration.

(2) Remuneration of senior management

The remuneration of senior management shall consist of base salary, progression-based salary, allowances and subsidies, annual performance bonus and term incentive income, with the annual performance bonus accounting for not less than 50% of the annual remuneration. The specific remuneration standards shall be implemented based on the specific positions and roles they hold in the Company, in accordance with the corresponding provisions on the Company's remuneration and appraisal management, tenure-based and contract-based management, and incentive schemes.

APPENDIX II THE MANAGEMENT MEASURES FOR THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

Article 12 The Company shall establish and improve a performance evaluation system for directors and senior management, and shall strictly organize and implement the performance appraisal work in accordance with the relevant provisions on the Company's remuneration and appraisal management and tenure-based and contract-based management.

Article 13 The Company shall, taking into account factors such as industry characteristics and business models, establish a deferred payment mechanism for the performance-based remuneration of directors and senior management, and specify the specific circumstances for implementing deferred payment, the relevant personnel, the deferral proportion and the implementation arrangements.

CHAPTER 5 REMUNERATION DISBURSEMENT

Article 14 The remuneration of directors and senior management who receive remuneration from the Company shall be disbursed in the following manner:

- (1) base salary, progression-based salary, allowances and subsidies, etc. shall be disbursed on a monthly basis;
- (2) the annual performance bonus shall be subject to monthly advance payment, preliminary settlement in the following year, and a certain percentage shall be reserved for final settlement upon disclosure of the annual report and completion of the performance appraisal. Such performance evaluations shall be conducted based on audited financial data;
- (3) the term incentive income shall be disbursed in a lump sum in the year in which the term performance appraisal results are determined, following the end of the term.

Article 15 All remuneration disbursed by the Company to its directors and senior management shall be stated on a pre-tax basis. The Company shall withhold and remit the following amounts from their remuneration in accordance with national laws and regulations and the Company's relevant provisions, and disburse the remaining balance to the individuals:

- (1) individual income tax;
- (2) the portion of various social insurance premiums, housing provident fund contributions, and enterprise annuity contributions that is to be borne by the individual;
- (3) any other amounts to be borne by the individual as required by national laws and regulations or the Company's provisions.

Article 16 The work allowances for non-executive directors and the fixed director's allowances for independent non-executive directors shall take effect from the month following the date on which the general meeting approves the resolution for their appointment, and shall be disbursed on a monthly basis.

APPENDIX II THE MANAGEMENT MEASURES FOR THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

Article 17 Where a director or a senior management member undergoes a change in work position or appointment, in accordance with the principle of position-based remuneration, the remuneration standard for the new position shall be implemented from the month following the date on which the relevant appointment decision is made.

Article 18 Where a director or a senior management member leaves office due to expiry of term, re-election, resignation during the term of office or other reasons, his/her remuneration shall be calculated based on his/her actual term of service and individual performance appraisal results and shall be disbursed in accordance with these Measures.

Article 19 The compensation relating to the early dismissal of directors and the senior management provided in the Articles of Association or the relevant contracts shall comply with the principle of fairness, shall not impair the legitimate rights and interests of the Company and shall not transfer benefits.

CHAPTER 6 REMUNERATION SUSPENSION AND CLAWBACK

Article 20 Where any of the following circumstances occurs with respect to the Company or any of its directors and senior management during their term of office, the Company shall have the right to, as it deems appropriate, reduce, suspend, or, following re-assessment, recover all or part of the annual performance bonus and term incentive income of the relevant directors and senior management:

- (1) the Company makes retrospective restatements for its financial statements due to misstatements such as financial fraud;
- (2) a director or senior management, in the business area under his/her charge, violates regulations or relevant obligations, fails to perform or improperly performs his/her duties, thereby causing losses to the Company;
- (3) a director or senior management is at fault with respect to any illegal or non-compliant conduct such as financial fraud, appropriation of funds, or provision of guarantees in violation of regulations;
- (4) a director or senior management causes loss of state-owned assets or other serious adverse consequences in the course of business operations and investments;
- (5) a director or senior management is subject to Party or government disciplinary sanctions, is imposed with administrative penalties by the CSRC for material violations of laws and regulations, or is publicly censured or deemed an unsuitable candidate by the stock exchange;
- (6) a director or senior management is determined by the relevant regulatory authorities, the general meeting or the Board of Directors of the Company to have committed any other act that materially damages the interests of the Company.

**APPENDIX II THE MANAGEMENT MEASURES FOR THE REMUNERATION
OF DIRECTORS AND SENIOR MANAGEMENT OF
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Article 21 Where a director or senior management member who has resigned or retired committed any of the circumstances set out in Article 20 of these Measures during his/her term of office, the Company may still take corresponding measures in respect of his/her annual performance bonus and term incentive income for such term of office in accordance with the provisions of that Article.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 22 Unless otherwise specified, the terms used herein shall have the same meanings as ascribed to them in the Articles of Association.

Article 23 These Measures shall become effective and be implemented upon being considered and approved by the general meeting, and the same shall apply to any amendment hereto.

Article 24 Matters not covered by these Measures or in case of any conflict with the provisions of the relevant regulatory rules or the Articles of Association, such provisions of the relevant regulatory rules or the Articles of Association shall prevail.

Article 25 These Measures shall be interpreted by the Board of the Company.

Guo Xiaojun, born in August 1969, is currently the Chairman, Executive Director, Chairman of the Strategy and ESG Committee, and member of the Nomination Committee of the Company. He is a director of Shanghai Secco and the chairman of Shanghai Chemical Industry Park Development Company Limited. Mr. Guo Xiaojun began his career in 1991. He served as Director of the Polyolefin Integrated Plant in the Plastics Division, Deputy Chief Engineer of the Plastics Division, Assistant to the Manager, Assistant Manager. From July 2009 to March 2011, he served as manager of the Plastics Division and deputy secretary of the Party Committee, among other positions. He was Deputy Chief Engineer and Director of the Production Department of the Company from March 2011 to April 2013. He was Vice President of the Company from April 2013 to June 2014. He was Executive Director and Vice President of the Company from June 2014 to June 2017. He was Executive Director, Vice President and Secretary of the Board of the Company from June 2017 to December 2019. He served as General Manager and Deputy Secretary of the CPC Committee of Sinopec Yizheng Chemical Fibre Limited Liability Company, and as General Manager of Asset and Management Corporation, Yizheng Branch from December 2019 to December 2022. From December 2022 to April 2024, he served as Executive Director and the Secretary of the CPC Committee of Sinopec Yizheng Chemical Fibre Limited Liability Company. In April 2024, he was appointed the Secretary of the CPC Committee of the Company. Since May 2024, he has served as Director of Shanghai Secco and the Chairman of Shanghai Chemical Industry Park Development Company Limited. In June 2024, he was appointed the Chairman, Executive Director, Chairman of the Strategy and ESG Committee, and member of the Nomination Committee of the Company. Mr. Guo Xiaojun graduated from the East China University of Science and Technology in 1991 with a bachelor's degree in engineering, majoring in basic organic chemical engineering and obtained a master's degree majoring in chemical engineering from the East China University of Science and Technology in 2008. He holds the professional title of Professor-level Senior Engineer.

Lu Zhiyong, born in May 1978, is currently the Vice Chairman, Executive Director, member of the Strategy and ESG Committee and President of the Company. Mr. Lu Zhiyong began his career in 2001 and served as Deputy Chief Engineer, Chief Engineer, Chief Safety Officer of refining division I, Deputy Head of Development Planning Department, deputy head of Development and Technology Department of Sinopec Zhenhai Refining & Chemical Company ("**Zhenhai Refining & Chemical**"), Director of the Design Management Department within the Management Office for both the refining old area structure adjustment and quality upgrading project and the Zhenhai Base Project, deputy secretary (presiding over the work) of the Party General Branch of refining division I. From March 2020 to March 2021, he served as secretary of the Party General Branch, deputy manager, and chairman of the Labor Union of refining division I at Zhenhai Refining & Chemical. From March 2021 to June 2021, he served as Manager and Deputy Secretary of the Party General Branch of refining division I. From June 2021 to August 2022, he served as manager of the safety and environmental protection department at Zhenhai Refining & Chemical. From May 2022 to August 2022, he served as Chief Safety Officer at Zhenhai Refining & Chemical. From August 2022 to October 2025, he served as deputy general manager at Zhenhai Refining & Chemical. In October 2025, he was appointed as President and deputy secretary of the Party Committee of the Company. In December 2025, he was appointed Vice Chairman, Executive Director and member of the Strategy and ESG Committee of the Company. Mr. Lu Zhiyong graduated from Nanjing Tech University in 2001 with a bachelor's degree in engineering, majoring in chemical engineering and technology. He holds the professional title of Senior Engineer.

Du Jun, born in March 1970, is currently the Executive Director, member of the Strategy and ESG Committee, Vice President and Chief Financial Officer of the Company, Chairman of China Jinshan Associated Trading Corporation, and director of Shanghai Chemical Industry Park Development Company Limited. Mr. Du started the work in 1990 and successively served as the chief of the second section of the Secretary of the general manager's office of Yangzi Petrochemical Co., Ltd., the deputy director of the finance division and the deputy director of the Finance Department of Yangzi Petrochemical Co., Ltd. From August 2004 to July 2007, he served as the director of the Finance Department of Yangzi Petrochemical Co., Ltd. From July 2007 to August 2012, he served as the director of the Finance Department of Yangzi Petrochemical Co., Ltd. From August 2012 to September 2020, he served as the chief accountant of Yangzi Petrochemical Co., Ltd. From December 2015 to September 2020, he served as the supervisor of BASF-YPC Company Limited. From June 2016 to September 2020, he served as a director of Yangzi Petrochemical Co., Ltd. In September 2020, he served as the vice president and chief financial officer of the Company. In January 2021, he was appointed as the chairman of China Jinshan Associated Trading Corporation and a director of Shanghai Chemical Industry Park Development Company Limited. He has been an Executive Director of the Company since June 2021. He has been a member of the Company's Strategy and ESG Committee since March 2022. Mr. Du graduated from Southeast University in 1990, majoring in industrial enterprise management, and obtained a master's degree in Business Administration from Southeast University in 2004. He holds the professional title of Professor-level Senior Accountant.

Huang Xiangyu, born in March 1968, is currently the Executive Director, member of the Strategy and ESG Committee, Vice President of the Company, and an executive director of Shanghai Jinshan Petrochemical Carbon Fiber Co., Ltd. Mr. Huang started his career in 1990 and joined Shanghai Petrochemical Complex in 1992. He successively served as the Deputy Director of the chemical workshop of Shanghai Jinyang Acrylic Plant, Deputy Director of Jinyang Unit, and Deputy Director and Director of Jinyang Acrylic Unit of Acrylic Business Unit. He served as the Chief Engineer of Acrylic Business Unit from October 2001 to November 2011. From July 2011 to January 2020, he served as the Director of the Acrylic Fiber Research Institute of the Company. From November 2011 to January 2020, he served as the Chief Engineer of the Acrylic Fiber Department of the Company. From February 2019 to January 2020, he served as Deputy Chief Engineer of the Company. In December 2019, he was appointed as the Vice President of the Company. He has been an Executive Director of the Company since June 2020. In March 2021, he was appointed as an executive director of Shanghai Jinshan Petrochemical Carbon Fiber Co., Ltd. Mr. Huang graduated from the Organic Chemical Major of the School of Chemical Engineering, East China University of Science and Technology with a Bachelor's degree in Engineering in July 1990. He obtained a Master's degree in Material Engineering from Donghua University in May 2004. He graduated from Polymeric Chemistry and Physics Major of Fudan University with a doctor's degree in Science in June 2013. He holds the professional title of Professor-level Senior Engineer.

As at the Latest Practicable Date, Mr. Huang Xiangyu holds 140,000 A shares of the Company.

Qi Guozhen, born in March 1977, is currently a nominee for an external director of the Company, vice president of the Sinopec Shanghai Petrochemical Research Institute, and deputy general manager of Shanghai Petrochemical Research Institute Co., Ltd. Mr. Qi began his career in 2006 and has held various positions at the Shanghai Petrochemical Research Institute, including senior engineer in the Chemical Engineering Department, project team leader, and Institute expert. From June 2017 to July 2024, he served as Senior Expert and Chief Expert at the Shanghai Petrochemical Research Institute. From July 2018 to July

2020, he served as deputy director of the science and technology management department and deputy secretary (in charge of daily operations) of the second management Party Branch at the Shanghai Petrochemical Research Institute. From July 2020 to August 2022, he served as secretary of the second management Party Branch at the Shanghai Petrochemical Research Institute. From June 2021 to January 2023, he served as Deputy Chief Engineer and Manager of the Science and Technology Management Department at the Shanghai Petrochemical Research Institute. From January 2023 to July 2024, he served as deputy chief engineer and manager of the science and technology management department at Shanghai Petrochemical Research Institute Co., Ltd. In July 2024, he was appointed vice president of the Shanghai Petrochemical Research Institute and deputy general manager of Shanghai Petrochemical Research Institute Co., Ltd. Mr. Qi graduated in June 2006 from the college of chemical engineering of East China University of Science and Technology with a major in chemical technology, and obtained a Doctor of Engineering degree. He holds the professional title of Professor-level Senior Engineer.

Huang Jiandong, born in June 1979, with a doctoral degree, is currently an Independent Non-executive Director and member of the Audit and Compliance Committee of the Company, a partner of Grandall Law Firm (Shanghai), a director of Grandall Financial Securities Compliance Committee, an arbitrator of Shanghai Arbitration Commission, an arbitrator of Shanghai International Arbitration Center, an arbitrator of Shenzhen International Arbitration Court, a member of the Research Association of Securities Law of the China Association of Laws, and a member of the Independent Directors Committee of the Association of Listed Companies of China. Mr. Huang graduated from the Graduate School of East China University of Political Science and Law with a Master's Degree in Civil and Commercial Law in July 2003, and graduated from the Graduate School of East China University of Political Science and Law with a Doctorate Degree in Economic Law in July 2012, and served as a Deputy Principal Staff Member of the Judicial Bureau of the Pudong New District, Shanghai, from June 2003 to June 2005; and served as a deputy principal staff member, principal staff member and deputy researcher of the Second Division of the Institution of Shanghai Regulatory Bureau of the CSRC, from July 2005 to April 2013. From April 2013 to April 2014, he was seconded to the Legal Department of the CSRC; from April 2014 to May 2019, he was a deputy researcher and director of the CSRC Shanghai Securities Regulatory Commissioner's Office; from May 2019 to date, he has been a senior advisor and partner at Grandall Law Firm (Shanghai); from April 2023 to date, he has been an independent director of Universal Scientific Industrial (Shanghai) Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 601231).

Zhou Ying, born in December 1966, is currently an Independent Non-executive Director, a member of Remuneration and Appraisal Committee and a member of the Nomination Committee of the Company and an associate professor and the director of EMBA program in the Department of Marketing at Antai College of Economics and Management, Shanghai Jiaotong University. Ms. Zhou graduated from Jilin University with a Bachelor's Degree in Economics in 1989, Shanghai University of Finance and Economics with a Master's Degree in Management in 2001, and Antai College of Economics and Management of Shanghai Jiao Tong University with a Doctorate Degree in Management in June 2014, and served as a teacher of Anhui Provincial Youth League School from September 1989 to December 1996, and as a teacher of Shanghai Agricultural College from 1996 to 1999, and she has been a teacher of Antai College of Economics and Management of Shanghai Jiao Tong University since 2000. Since December 2021, she has been an independent director of Shanghai New World Company Limited (listed on the Shanghai Stock Exchange (stock code: 600628)), and from September 2022 to February 2024, she served as an independent director of Hengtian Kaima Limited (listed on the Shanghai Stock Exchange (stock code: 900953)). Since

May 2022, she has been an independent director of ShangHai JinFeng Wine Company Limited (listed on the Shanghai Stock Exchange (stock code: 600616)). From May 2025 to date, she has served as a member of the Nomination Committee of the Company.

Zhou Xingguo, born in April 1966, is the vice dean of the School of Chemical Engineering, a Professor, and a Doctoral Supervisor at the East China University of Science and Technology. Mr. Zhou graduated from East China University of Science and Technology with a bachelor's degree in Inorganic Chemical Engineering in 1987, and obtained his PhD in Chemical Engineering from the same university in 1996. From August 1987 to August 1990, he worked as a technician at Jiangxi Ganzhou Nonferrous Metallurgy Chemical Plant. Since June 1996, he has been engaged in teaching and scientific research at East China University of Science and Technology, successively serving as a Lecturer (from June 1996 to December 1997), an Associate Professor (from January 1998 to December 2000), and a Professor (since January 2001). He has served as a Doctoral Supervisor since January 2002. From 2009 to 2024, he served as the Director of the East China University of Science and Technology Branch of the State Key Laboratory of Chemical Engineering. His research field is chemical reaction engineering. He has been responsible for national-level scientific research projects including Key Projects of the National Natural Science Foundation, Key Projects under the National Natural Science Foundation of China (NSFC) Joint Funds, and projects under the National Key R&D Program, and has presided over the development of multiple large-scale industrial reactors.

Liu Hao, born in November 1978, is a Professor at the School of Accountancy, Shanghai University of Finance and Economics, and a Doctoral Supervisor. Mr. Liu graduated from the School of Accountancy, Shanghai University of Finance and Economics with a bachelor's degree in Economics (Accounting) in July 2000, a Master's degree in Management (Accounting) in January 2003, and a PhD in Management (Accounting) in January 2006. From July 2006 to June 2009, he served as a Lecturer at the School of Accountancy, Shanghai University of Finance and Economics; from June 2009 to June 2014, as an Associate Professor; and since June 2014, as a Professor. He served as an Independent Director of Shanghai Chenguang Medical Technologies Co., Ltd. from April 2011 to May 2013; an Independent Director of Shenergy Company Limited (listed on the Shanghai Stock Exchange, stock code: 600642) from May 2016 to May 2022; an Independent Director of Jiangsu Yulong Steel Tube Company Limited (listed on the Shanghai Stock Exchange, stock code: 601028) from August 2016 to October 2019; an Independent Director of Anhui Expressway Company Limited (listed on the Shanghai Stock Exchange, stock code: 600012, and on the Hong Kong Stock Exchange, stock code: 00995) from August 2017 to June 2024; an Independent Director of Shanghai Xuerong Bio-Technology Company Limited (listed on the Shenzhen Stock Exchange, stock code: 300511) from August 2017 to August 2023; an Independent Director of Shanghai Zhaomin New Material Technology Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 301000) from May 2019 to June 2025; an Independent Director of Zhejiang Hengkang Pharmaceutical Co., Ltd. from November 2019 to February 2021; an Independent Director of Shanghai Zhizhen New Energy Co., Ltd. from November 2021 to December 2024; and has been serving as an Independent Director of Hubei Huitian New Materials Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 300041) since April 2021. Since May 2026, he has served as Independent Director of Sinotherapeutics Inc. (listed on the Shanghai Stock Exchange, stock code: 688247).

Jiang Xia, born in July 1977, is a Senior Partner at Shanghai Hansheng Law Offices, Convener of the Third Supervisory Committee of Hansheng, Deputy Director of the Corporate Law Professional Committee of Hansheng, Deputy Director of the International Business Committee of Hansheng, among the first specially-invited mediators of the Pudong New Area People's Mediation Center, a mediator at the Pudong New Area Hexi Commercial Mediation Center, a Research Fellow (part-time) at the Commercial Law Research Center of China University of Political Science and Law, an External Tutor at East China University of Science and Technology, a member of the Compliance Professional Committee of the Shanghai Bar Association, a member of the Review Committee of the Shanghai Bar Association, and a member of the Party Group of the Fourth Pudong Women Lawyers' Federation. Ms. Jiang graduated from the Law School of Shanghai Jiao Tong University with a Master's degree in 2007. From 2007 to 2009, she served as a lawyer at Shanghai Hengtai Law Firm, during which period she was seconded to Scognamiglio International Law Firm in Italy. From 2009 to 2013, she served as a lawyer at Shanghai Peixin Kenuo Law Office (上海佩信科諾律師事務所). From 2013 to 2015, she served as a Senior Partner at Shanghai Zhongqitai Law Firm. Since 2015, she has been serving as a Senior Partner at Hansheng Law Offices Shanghai.

Save as disclosed above, the candidates listed above (i) have not held any directorships in other listed companies in the past three years and do not have any other major appointments or professional qualifications; (ii) they do not hold any other positions within the Group; (iii) do not have relationships with any Director, senior management, controlling shareholder, substantial shareholder or de facto controller of the Company; and (iv) do not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date. None of the candidates listed above has ever faced any disciplinary action by the China Securities Regulatory Commission or other relevant authorities, nor has been sanctioned by any stock exchange.

The relevant resolutions in respect of the election of members of the Twelfth Session of the Board are required to be proposed at the AGM for consideration and approval. If such resolutions are approved at the AGM, the newly appointed directors of the Twelfth Session of the Board will enter into a director's service contract with the Company on or around the date of the AGM. The term of office will begin on the date of approval of the resolutions at the AGM and expire in June 2029. The remuneration of the newly appointed directors shall be determined in accordance with the Management Measures for the Remuneration of Directors and Senior Management and the 2026 remuneration measures for the directors and senior management, as considered and approved by the shareholders at the AGM of the Company. The Company will disclose the specific amount of remuneration received by each of the directors in the relevant annual reports. The director's remuneration will not be included in the director's service contract.

Save as disclosed above, the Company is not aware of any information in respect of the candidates for the above directors that needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, nor is the Company aware of any matters that need to be brought to the attention of the Shareholders.

Furthermore, each independent non-executive director candidate confirms that (i) he/she satisfies each of the independence factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he/she does not have, and has never had, any financial or other interest in the business of the Company or its subsidiaries, and does not have any relationship with any core connected person (as defined in the Hong Kong Listing Rules) of the

Company; and (iii) at the time of his/her nomination, there are no other factors that may affect his/her independence. The Board also considers that each independent non-executive director candidate satisfies the independence requirements set out in Rule 3.13 of the Hong Kong Listing Rules.