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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)**

### **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;
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](http://www.hkexnews.hk)) and the Company ([www.spc.com.cn](http://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 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.
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.
- (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

*As at the date of this notice, the executive directors of the Company are Guo Xiaojun, Lu Zhiyong, Du Jun and Huang Xiangyu; the non-executive directors of the Company are Xie Zhenglin and Qin Zhaohui; and the independent non-executive directors of the Company are Tang Song, Chen Haifeng, Yang Jun, Zhou Ying and Huang Jiangdong.*