



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: 338)

Form of Proxy for 2007 Extraordinary General Meeting

Number of shares relevant to this form of proxy ^(Note 1) _____

I/We ^(Note 2) _____

of _____

being shareholders of Sinopec Shanghai Petrochemical Company Limited (the "Company")

holding _____ A shares, _____ H shares of

the Company hereby appoint ^(Note 5) the Chairman of the 2007 Extraordinary General Meeting and/or _____ as my/our proxy to attend at and vote for me/us and on my/our behalf at the 2007 Extraordinary General Meeting of the Company to be held at Shangri-La Hotel, Shenzhen, Jianshe Road, Shenzhen, the PRC (on the east side of the railway station) on Thursday, 13 December 2007 at 10:00 a.m. to vote on the following resolutions as indicated. Failure to complete the boxes will entitle my/our proxy to vote at his/her discretion:

To consider and if deemed fit, approve the following resolutions as ordinary resolution.

RESOLUTION	FOR ^(Note 7)	AGAINST ^(Note 7)
1. That the Product Supply and Sales Services Framework Agreement (as defined in the Company's continuing connected transactions announcement published in "China Securities" and "Shanghai Securities News" on 22 October 2007 (the "Announcement") or the Company's the continuing connected transactions circular to its H shareholders dated 29 October 2007 (the "Circular")) and the Continuing Connected Transactions (as defined in the Company's Announcement or Circular) contained therein be and is hereby generally and unconditionally approved and confirmed, and that any director of the Company be and is hereby authorized to do all acts and things and execute all documents which may in his or her opinion be necessary, desirable or expedient to implement and give effect to any of the matters relating to, or incidental to, the Product Supply and Sales Services Framework Agreement.		
2. That the Comprehensive Services Framework Agreement (as defined in the Company's Announcement or Circular) contained therein be and is hereby generally and unconditionally approved and confirmed, and that any director of the Company be and is hereby authorized to do all acts and things and execute all documents which may in his or her opinion be necessary, desirable or expedient to implement and give effect to any of the matters relating to, or incidental to, the Comprehensive Services Framework Agreement.		
3. That the caps for each of the Continuing Connected Transactions (as defined in the Company's Announcement or Circular) for the years ending 31 December 2008, 31 December 2009 and 31 December 2010 be and are hereby generally and unconditionally approved.		

Dated: _____ 2007 Signature ^(Note 8) _____

Notes:

1. Please fill in the number of shares registered in your name(s) to which this form of proxy relates. Failure to complete the number of shares will cause this form of proxy be deemed to relate to all the shares registered in your name in the Company.
2. Full name(s) and address(es) to be in **BLOCK CAPITALS**.
3. Please fill in the total number of shares registered in your name(s).
4. Please delete as appropriate.
5. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the 2007 Extraordinary Meeting and/or" herein inserted and insert the name and address of the proxy desired in the space provided. In the event that two or more persons (other than the Chairman of the Meeting) are named as proxies and the words "the Chairman of the 2007 Extraordinary Meeting and/or" are not deleted, those words and references shall be deemed to have been deleted.
6. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
7. **IMPORTANT: IF YOU INTEND TO VOTE FOR ANY RESOLUTION, PLEASE PUT A "√" IN THE "FOR" BOX. IF YOU INTEND TO VOTE AGAINST ANY RESOLUTION, PLEASE PUT A "√" IN THE "AGAINST" BOX.** Failure to complete the boxes will entitle your voting proxy to cast his/her vote at his/her discretion. On a show of hands, a shareholder is entitled to one vote. On a poll, a shareholder is entitled to one vote for every fully-paid share held and a shareholder entitled to more than one vote need not use all his/her votes in the same way. A "√" in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly. The total number of shares referred to in the two boxes for the same resolution cannot exceed the number of shares stated above as held by you. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with the larger number or, in case of a equal number of both boxes, the voting proxy will cast his/her vote at his/her discretion.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
9. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Secretary's Office of the Company, Sinopec Shanghai Petrochemical Company Limited, 48 Jinyi Road, Jinshan District, Shanghai 200540, P.R.C., not less than 24 hours before the holding the Meeting (or any adjournment thereof).
10. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish.
11. Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
12. In representing the shareholders to attend the EGM, the proxy so appointed shall produce his/her identification document and the power of attorney duly signed by appointor or the legal representative of the appointor. The power of attorney shall state the date of issuance.