



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 the 2007 Annual General Meeting

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

I/We (*Note 2*) _____

of (Identity card no. and Shareholder electronic card no.) _____

being shareholder/shareholders of Sinopec Shanghai Petrochemical Company Limited (the "Company") holding _____

A shares / _____ H shares of the Company hereby appoint (*Note 3*) the Chairman of the

Annual General Meeting ("AGM") / _____ as my/our proxy to attend at and vote for me/us and on my/our behalf at the AGM of the Company to be held in Jinshan District, Shanghai, the PRC, at 9:00 a.m. on thursday, 12 June 2008 to vote on the following resolutions as indicated. If no instruction as to how to vote is given, my/our proxy will be entitled to exercise his/her discretion as to how to vote:

Ordinary Resolutions		For (<i>Note 4</i>)	Against (<i>Note 4</i>)
1	To consider and approve the 2007 Report of the Directors of the Company;		
2	To consider and approve the 2007 Report of the Supervisory Committee of the Company;		
3	To consider and approve the 2007 Audited Statement of Accounts and the 2008 Budget of the Company;		
4	To consider and approve the 2007 Profit Appropriation Plan of the Company;		
5	To consider and approve the re-appointment of KPMG Huazhen as the Company's domestic auditors for the year 2008 and KPMG as the Company's international auditors for the year 2008, and to authorize the Directors to fix their remuneration;		
6	To amend the Company's "Remuneration System for Independent Directors";		
7	To elect the sixth session of the board of directors and supervisory committee of the Company		
	(1) To elect the following candidates as non-independent directors of the sixth session of the Board		
	Order	Name	For (<i>Note 5</i>) (cumulative voting system) (Please fill in the number of shares for which you have voting right)
	A	Rong Guangdao	
	B	Du Chongjun	
	C	Han Zihao	
	D	Li Honggen	
	E	Shi Wei	
	F	Dai Jinbao	
	G	Lei Dianwu	
	H	Xiang Hanyin	
			Against (<i>Note 5</i>) (cumulative voting system) (Please fill in the number of shares for which you have voting right)

(2) To elect the following candidates as independent directors of the sixth session of the Board			
Order	Name	For (Note 5) (cumulative voting system) (Please fill in the number of shares for which you have voting right)	Against (Note 5) (cumulative voting system) (Please fill in the number of shares for which you have voting right)
I	Chen Xinyuan		
J	Sun Chiping		
K	Zhang Zhiquan		
L	Zhou Yunnong		
(3) To elect the supervisors of the sixth session of the Company's supervisory committee:			
Order	Name	For (Note 4)	Against (Note 4)
A	Zhai Yalin		
B	Wu Xiaoqi		
C	Liu Xiangdong		
D	Yun Yongli		
Special Resolutions		For (Note 4)	Against (Note 4)
8	To approve the Company's issue of short-term commercial papers in a maximum principal amount of RMB2 billion (or other authorized issue amounts approved by the People's Bank of China) in one or separate issues within the territory of the PRC, pursuant to the relevant regulations of China Securities Regulatory Commission;		
9	To grant a general and unconditional mandate to the Board or more than two directors of the Company to decide on the exact terms and conditions and relevant matters regarding the short-term commercial paper issue with reference to the company's financing needs and market conditions, including but not limited to determining the principal amount, interest rate, term of the actual short-term commercial paper issue and producing and signing any necessary documents within the scope stipulated by the aforementioned resolution 8;		
10	<p>To approve the following amendments to the Company's articles of association and its appendix proposed by the Board and to grant a mandate to the Board to make appropriate textual amendments and handle all relevant matters regarding the following proposed amendments in accordance with the requests of any relevant PRC authorizing authorities or the listing rules of any stock exchanges on which the Company's securities are listed:</p> <p>(1) It was provided in the original Article 69 of the Articles of Association that:</p> <p>The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, expand the proportion of social public shareholders participating in the general meeting, through various methods or channels including the provision of up-to-date information technology measures such as online voting platforms.</p> <p>The same voting right shall only select any one of the voting methods, namely voting on-site, voting online or other voting methods. Only the first voting result is viewed as valid for any multiple votings of the same voting right.</p> <p>Shareholders or their proxies who vote online or in other methods are entitled to check their own voting results through the relevant voting system.</p> <p>It is proposed to add one clause as the first clause of the article and the amendment is as follows:</p> <p>The location for holding a general meeting of the Company shall be Shanghai, Shenzhen or Hong Kong and the exact location shall be specified in the notice of general meeting.</p>		

	<p>The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, expand the proportion of social public shareholders participating in the general meeting, through various methods or channels including the provision of up-to-date information technology measures such as online voting platforms.</p> <p>The same voting right shall only select any one of the voting methods, namely voting on-site, voting online or other voting methods. Only the first voting result is viewed as valid for any multiple voting of the same voting right.</p> <p>Shareholders or their proxies who vote online or in other methods are entitled to check their own voting results through the relevant voting system.</p> <p>(2) It was provided in the original Article 50 of the Articles of Association that:</p> <p>The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, expand the proportion of social public shareholders participating in the general meeting, through various methods or channels including the provision of up-to-date information technology measures such as online voting platforms.</p> <p>It is proposed to add one clause as the first clause of the article and the amendment is as follows:</p> <p>The location for holding a general meeting of the Company shall be Shanghai, Shenzhen or Hong Kong and the exact location shall be specified in the notice of the general meeting.</p> <p>The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, expand the proportion of social public shareholders participating in the general meeting, through various methods or channels including the provision of up-to-date information technology measures such as online voting platforms.</p>		
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Date: _____ 2008

Signature: (Note 6) _____

Notes:

1. Please fill in the number of shares registered in your name to which this form of proxy relates. Failure to fill in 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. H Share holders please fill in your full name(s) and address(es) in **BLOCK CAPITALS**; A Share holders please fill in your full name(s), identity card number(s) and shareholder number(s).
3. If any proxy other than the Chairman of the Annual General Meeting is preferred, please strike out "the Chairman of the Annual General Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint any person of his/her own choice to be his/her proxy. The proxy does not need to be a shareholder of the Company.
4. If you intend to vote for any resolution, please put a "/" in the "for" column. If you intend to vote against the resolution, please put a "X" in the "against" column. If no instruction is given, the appointed proxy shall have the discretion to vote.
5. In respect of resolution 7(1), (2) regarding election of directors, as required under Article 123 in the articles of association and Article 64 in the Rules of Procedure for Shareholders' General Meeting, 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 shareholders' general meeting, the cumulative voting system shall be adopted. Thus, where two or more directors will be elected in a shareholder's 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 elect one candidate with all of his/her/its shares, or vote separately for several persons; meanwhile, independent directors and other Board members are to be elected separately. Currently, China Petroleum & Chemical Corporation, the Company's controlling shareholder has more than 30% of control over the Company, whilst as more than two directors shall be elected in the meeting. In this election, independent directors and other Board members will be elected separately. To ensure first your voting right is adequately exercised, the Notes adopt resolution 7(1) as an example to briefly explain matters that should be aware of when completing the vote under the "annual vote system" (matters to be aware of the resolution 7(2) are the same as vote for resolution 7(1)). Please refer to the following explanation on resolution 7(2) and (3) and fill in your intended votes:
 - (i) in respect of resolution 7(1), each share you held has equal votes in relation to the total number of candidates for election as non-independent directors. For example, if you possess one million shares, and the total number of candidates for election as directors is four, the total number of shares for which you have the voting rights under resolution 7(1) will be eight million shares (being one million shares x 8 = eight million shares).
 - (ii) please state the number of shares in the column "for" and/or "against" the voting rights of which you give to each of the candidates for election as non-independent directors. Please note that you may either vote for each candidate with equal number of votes, or all your votes as represented by the shares held in for the election of one particular candidate as non-independent director, or certain number of votes as represented by the shares held for the selection of certain candidates (one, two, three to eight, similar hereinafter) as non-independent director. For example, if you own one million shares, and eight directors should be elected in this election, the total number of shares for which you have the voting rights under resolution 7(1) is eight million shares. Out of the 8 million shares, you can either share your voting rights in every one million shares on average to eight candidates for election as non-independent directors (vote for or against). All of the eight million votes may also be voted by you as to one particular candidate as non-independent director (either for or against), or, 4,000,000 votes as to candidate A (either for or against), 2,000,000 votes as to candidate B (either for or against), 1,500,000 votes as to candidate C (either for or against), and the balance of 500,000 shares as to candidate D (either for or against) as non-independent director.

- (iii) After you have concentrated the voting rights represented by all of the shares held by you on a certain number of candidates for director, you may not exercise your voting rights again in respect of other candidates for non-independent director. That is, the sum of all the voting rights you voted for or against the eight candidates for election as non-independent directors 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 concentrated on a certain number of candidates for non-independent directors exceeds the total number of voting rights represented by the shares held by you, 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 concentrated on 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 vote shall still be deemed as valid, and those votes not exercised will be deemed as those abstained from voting. For example, if you own one million shares, and eight non-independent directors should be elected in this election, the total number of votes as represented by your shares under resolution 7(1) will be four million: (a) if you have stated “8 million shares” in the column “for” (or “against”) in the cumulative voting system in favour of one particular candidate for non-independent director, then your voting rights are fully utilised, and you do not have any votes as to other candidates for non-independent directors. If you have stated the number of shares (other than 0 shares) in other corresponding columns under resolution 7(1), then all your votes in respect of the resolution 7(1) will be deemed to be void, or (b) if you have stated “5,000,000 shares” in the column “for” (or “against”) in the cumulative voting system in favour of candidate A, and “2,000,000 shares” in the column “for” (or “against”) in the cumulative voting system in favour of candidate B, then your votes as represented by such seven million shares shall be valid, whilst the remaining one million shares without declaring intentions on voting shall be deemed as abstain from voting.**
 - (v) Where the total number of votes in favour won by 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) and the total number of votes in favour exceeds the total number of opposing votes, that candidate will be elected as a non-independent director. If the number of non-independent directors so elected exceeds the number of positions available for non-independent director, then those receiving the most number of votes in favour shall be elected a non-independent directors (provided that where those receiving relatively less votes in favour have an equal number of votes in favour, which would cause the number of persons elected to exceed the positions available, then such candidates will be deemed to have not been elected). If an insufficient number of non-independent directors are elected at the shareholders’ general meeting to fill the positions available, then a further vote will be conducted for the remaining positions, until such point as all positions for non-independent director have been elected.
 - (vi) Where the general meeting holds a new round of election for non-independent directors in accordance with the requirements set out in (v) above, the cumulative votes of the shareholders shall be re-calculated based on the number of non-independent directors elected in each round of election.
6. This form of proxy must be signed by you or your proxy 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. If this form of proxy is signed by your proxy, it must be certified by a notary. 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 to the AGM **not less than 24 hours before the holding of the meeting.**