
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and notice of attendance, 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: 338)

NOTICE OF 2008 ANNUAL GENERAL MEETING

2008 Reports of Directors and Supervisory Committee

2008 Audited Financial Statements

2008 Profit Distribution Plan

2009 Financial Budget

Re-appointment of Domestic and International Auditors

Amendments to Articles of Association

A notice convening the 2008 annual general meeting of Sinopec Shanghai Petrochemical Company Limited to be held at Jinshan Roller-Skating Stadium, No. 5, Xincheng Road, Jinshan District, Shanghai, the PRC (中國上海市金山區新城路5號金山區輪滑館) on 18 June 2009 (Thursday) at 9:00 a.m. is set out on pages 1 to 4 of this circular. Whether or not you are able to attend the 2008 annual general meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Hong Kong Registrars Limited at Rooms 1806-07, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time appointed for holding the 2008 annual general meeting or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2008 annual general meeting or any adjournment thereof (as the case may be) should you so wish.

30 April 2009

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: 338)

Notice of 2008 Annual General Meeting

Sinopec Shanghai Petrochemical Company Limited (the "Company") and all the members of its board of directors (the "Board") warrant the truthfulness, accuracy and completeness of the information contained in this notice and jointly and severally accept full responsibility for any false representation or misleading statements contained in, or material omissions from, this notice.

NOTICE IS HEREBY GIVEN that at the 7th meeting of the sixth session of the Board held on 17 April 2009, it was resolved that the 2008 annual general meeting of the Company (the "AGM") be held with details as follows:

1. Basic information for convening the AGM

- (1) Date and time: Thursday, 18 June 2009 at 9:00 a.m.;
- (2) Venue: Jinshan Roller-skating Stadium, No.5, Xincheng Road, Jinshan District, Shanghai, the PRC (中國上海市金山區新城路5號金山區輪滑館);
- (3) Convenor: The Board; and
- (4) Form of voting: On-site poll.

2. Items to be considered at the AGM

(I) ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- (1) 2008 Report of the Directors of the Company;
- (2) 2008 Report of the Supervisory Committee of the Company;
- (3) 2008 Audited Financial Statements of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (4) 2008 Profit Distribution Plan of the Company;
- (5) 2009 Financial Budget of the Company; and
- (6) Re-appointment of KPMG Huazhen as the Company's domestic auditors for the year 2009 and KPMG as the Company's international auditors for the year 2009, and to authorize the Board to fix their remuneration based on that in 2008 with reference to combined factors including their workload.

(II) SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as special resolution of the Company:

- (7) To approve the following amendments to the articles of association of the Company (the "Articles of Association") proposed by the Board and authorize the Board to make appropriate variations to the following proposed amendments and to transact all relevant matters regarding the following proposed amendments in accordance with the requests of any relevant PRC approval authorities and the listing rules of any stock exchanges on which the Company's securities are listed:

It is provided in the original Article 208 of the Articles of Association:

"Where there is any profit that may be distributed to shareholders, the Company shall take steps to implement a profit distribution scheme with the principle of providing reasonable investment return to shareholders as well as ensuring the Company to meet its reasonable capital requirements."

The proposed amendments are as follows:

"Where there is any profit that may be distributed to shareholders, the Company shall take steps to implement a profit distribution scheme with the principle of providing reasonable investment return to shareholders as well as ensuring the Company to meet its reasonable capital requirements."

The profit distribution policies of the Company are as follows:

- a) The Company shall properly deal with the correlation between the short-term benefits and long-term development of the Company and formulate a reasonable dividend distribution plan each year based on the prevailing operating environment and the capital requirement plan for project investment and after thoroughly considering the benefits of shareholders.
- b) The profit distribution policies of the Company shall maintain consistency and stability.

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- c) The accumulated profits distributed in cash by the Company over the past three years shall represent no less than 30% of the realized average annual distributable profits over the past three years.
- d) If the Board of the Company does not make any cash profit distribution proposal, the Company shall disclose the reason(s) in its periodic reports.”

3. Attendees of the AGM

- (1) Holders of the Company’s shares whose names appear on the register of members of the Company as at close of trading on 18 May 2009 (Monday) or their proxies are entitled to attend the AGM. Such persons shall complete the notice of attendance and return it to the Company by 28 May 2009 (Thursday). For details, please refer to the notice of attendance for the AGM.
- (2) Directors, supervisors and senior management of the Company.
- (3) Representatives of professional intermediaries engaged by the Company and guests invited by the Board.

4. Method of registration for the AGM

- (1) A shareholder or his 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 capacity as a 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 and the written authorization duly issued by the legal representative of the corporate shareholder or a notarially certified copy of the resolution on authorization adopted by the board of directors of the corporate shareholder or other decision-making bodies, as well as information which enables the Company to confirm the identity of the corporate shareholder concerned.
- (2) Please complete the notice of attendance for the AGM. For details, please refer to the notice of attendance for the AGM.
- (3) Registration period: 19 May 2009 to 28 May 2009.
- (4) Registration address: Please refer to the notice of attendance for the AGM.

By Order of the Board
Sinopec Shanghai Petrochemical Company Limited
Zhang Jingming
Company Secretary

Shanghai, the PRC, 30 April 2009

As at the date of this notice, the executive directors of the Company are Rong Guangdao, Du Chongjun, Han Zhihao, Li Honggen, Shi Wei and Dai Jinbao; the non-executive directors of the Company are Lei Dianwu and Xiang Hanyin, and the independent non-executive directors of the Company are Chen Xinyuan, Sun Chiping, Jiang Zhiquan and Zhou Yunnong.

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Notes:

- (a) Holders of the Company's H shares should note that the Company's register of members in respect of H shares will be closed from 19 May 2009 to 17 June 2009 (both days inclusive), during which no share transfer will be effected. In order to vote at the AGM, holders of the Company's H shares shall lodge the transfer documents and the relevant share certificates with the Company's H share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on 18 May 2009.
- (b) A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company but must attend the AGM in person. The completion and return of a form of proxy will not preclude any shareholder from attending and voting in person at the AGM or any adjournment thereof (as the case may be).
- (c) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the shareholders of the Company. Each shareholder (or his/her proxy) shall be entitled to one vote for each share held.
- (d) Holders of the Company's H shares may only appoint a proxy in writing. The form of proxy should be signed by the person appointing the proxy or by the proxy himself/herself. If the form of proxy is signed by the proxy, it must be certified by a notary. To be valid, the form of proxy or a notarially certified form of proxy must be returned to the Company's H share registrar, Hong Kong Registrars Limited at Rooms 1806-07, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours prior to the commencement of the AGM. A circular containing the information regarding this notice of AGM and the amendments to the Articles of Association will be dispatched to the holders of the Company's H shares together with a form of proxy and a notice of attendance.
- (e) The AGM is expected to last for half a day. Shareholders attending the AGM shall be responsible for their own transportation and accommodation expenses.
- (f) The address of the Secretary's Office for the AGM is:

The Secretary's Office of the Board of Directors
Sinopec Shanghai Petrochemical Company Limited
No. 48 Jinyi Road, Jinshan District
Shanghai, the PRC

Postal code: 200540
Telephone: (8621) 57943143
Fax: (8621) 57940050