



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 2008 Annual General Meeting

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

I/We ^(Note 2) _____

of address/identity card number and shareholder number _____
 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 2008 annual general meeting (the "AGM") / _____ as my/our proxy
 to attend the AGM on my/our behalf to be held in Jinshan District, Shanghai, the PRC, at 9:00 a.m. on Thursday, 18 June 2009
 and vote for me/us and on my/our behalf at the AGM 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 ^(Note 4)	Against ^(Note 4)
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;		
4	2008 Profit Distribution Plan of the Company;		
5	2009 Financial Budget of the Company;		
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;		
Special Resolution		For ^(Note 4)	Against ^(Note 4)
7	<p>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:</p> <p>It is provided in the original Article 208 of the Articles of Association:</p> <p>"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."</p> <p>The proposed amendments are as follows:</p> <p>"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."</p>		

	<p>The profit distribution policies of the Company are as follows:</p> <p>(1) 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.</p> <p>(2) The profit distribution policies of the Company shall maintain consistency and stability.</p> <p>(3) 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.</p> <p>(4) 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.”</p>		
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Date: _____ 2009

Signature ^(Note 5) _____

Notes:

1. Please fill in the number of shares registered in your name(s) 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 the Company in your name(s).
2. Holders of the Company's H shares please fill in your full name(s) and address(es) in **BLOCK LETTERS**; holders of the Company's A shares 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 AGM is preferred, please strike out "the Chairman of the 2008 annual general meeting" and insert the name, address and identity card number 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 but must attend the AGM in person. Any alternation made to this form of proxy must be initialled by the person who completes it.
4. Note: If you intend to vote for any resolution, please put a "√" in the "for" column; if you intend to vote against any resolution, please put a "X" in the "against" column; if no instruction is given, the appointed proxy shall have the discretion to vote.
5. 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 executed 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.

Holders of the Company's A Shares should note that, 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 returned to the Secretary's Office for the AGM **not less than 24 hours before the time appointed for holding the AGM.**

Holders of the Company's H Shares should note that, 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 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 before the time appointed for holding the AGM.**