



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)

Form of Proxy for the 2009 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

2009 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 Wednesday, 23 June 2010 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	2009 Work Report of the Board of the Company;		
2	2009 Work Report of the Supervisory Committee of the Company;		
3	2009 Audited Financial Statements of the Company;		
4	2009 Profit Distribution Plan of the Company;		
5	2010 Financial Budget Report of the Company;		
6	Re-appointment of KPMG Huazhen as the Company's domestic auditor for the year 2010 and KPMG as the Company's international auditor for the year 2010, and to authorize the Board to fix their remuneration;		
7	Appointment of Mr. Wu Haijun (吳海君) as director to fill up the vacancy in the sixth session of the Board;		
Special Resolution		For ^(Note 4)	Against ^(Note 4)
8	To approve the amendments to the articles of association of the Company (the "Articles of Association") and its appendices proposed by the Board of the Company and authorize the Board of the Company to transact all relevant matters regarding any application, reporting and approval, registration and filing requirements in relation to such amendments to the Articles of Association and its appendices on behalf of the Company, including making appropriate text revisions in accordance with any revision request of any relevant PRC approval authorities and the listing rules of any stock exchanges on which the Company's securities are listed.		

Date: _____ 2010

Signature ^(Note 5) _____

Notes:

- 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 to be deemed to relate to all the shares registered in the Company in your name(s).
- 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).
- If any proxy other than the Chairman of the AGM is preferred, please strike out "the Chairman of the 2009 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.
- 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.
- 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, **not less than 24 hours before the time appointed for holding the AGM.**