



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 2010 Extraordinary 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 ^(Note 3) of the Company hereby appoint the Chairman of the

2010 extraordinary general meeting (the "EGM") / _____ ^(Note 4) as my/our proxy to attend the

EGM on my/our behalf to be held in Jinshan Roller-skating Stadium, No.5 Xincheng Road Jinshan District, Shanghai, the PRC, at 14:00 on

Tuesday, 28 December 2010 and vote for me/us and on my/our behalf at the EGM 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 5)	Against ^(Note 5)
1	Resolution on the appointment of Mr. Wang Zhiqing as director to fill up the vacancy in the sixth session of the board of directors.		
2	To consider and approve the resolution on the "Mutual Product Supply and Sale Services Framework Agreement" and the caps on the continuing connected transactions contemplated thereunder for years 2011-2013.		
3	To consider and approve the resolution on the "Comprehensive Services Framework Agreement" and the caps on the relevant continuing connected transactions contemplated thereunder for years 2011-2013.		

Date: _____ 2010

Signature ^(Note 6) _____

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 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) in **BLOCK LETTERS**.
- Please fill in the number of shares registered in your name(s).
- Any shareholder entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company. If any proxy other than the Chairman of the EGM is preferred, please strike out "the Chairman of the 2010 extraordinary 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 EGM in person.
- 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 under its common seal or under the hand of the legal representative (person-in-charge) or attorney duly authorised.
- 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 registered address of the Company (the Secretariat of the board of directors, Sinopec Shanghai Petrochemical Company Limited, 48 Jinyi Road, Jinshan District, Shanghai, the PRC, Postcode: 200540) **not less than 24 hours before the time appointed for holding the EGM.**
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 EGM.**
- Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- In representing a shareholder to attend the EGM, the proxy so appointed shall produce his/her proof of identity and the power of attorney duly signed by the person appointing the proxy or his or her legal representative. The power of attorney shall state the date of issuance.