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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: 00338)

Notice of 2009 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 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 12th meeting of the sixth session of the Board held on 28 April 2010, it was resolved that the 2009 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: Wednesday, 23 June 2010 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 of the Company; 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) 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; and
- (7) Appointment of Mr. Wu Haijun (吳海君) as director to fill up the vacancy in the sixth session of the Board.

The biography of Mr. Wu Haijun is set out in Appendix I to the shareholder circular dispatched to holders of H shares.

(II) SPECIAL RESOLUTION

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

- (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.

For the proposed amendments to the Articles of Association and its appendices, please refer to the Shanghai Stock Exchange (www.sse.com.cn) and Appendix II to the shareholder circular dispatched to holders of H shares.

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 20 May 2010 (Thursday) or their proxies are entitled to attend the AGM. Such persons shall complete the notice of attendance and return it to the Company by 31 May 2010 (Monday). For details, please refer to the notice of attendance for the AGM.
- (2) Directors, supervisors and senior officers 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 or her 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 or her 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: 21 to 31 May 2010.
- (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, 7 May 2010

As at the date of this announcement, the executive directors of the Company are Rong Guangdao, Du Chongjun, 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.

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 24 May 2010 to 22 June 2010 (both days inclusive), during which no share transfer will be effected. In order to qualify for the final dividends and 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 Room 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on 20 May 2010. Holders of American depositary shares whose names appear on the Company's register of shareholders as of 19 May 2010 will be entitled to the final dividends. The share registration date, distribution procedures and time for the distribution of dividends applicable to holders of the Company's A shares will be provided in a separate public announcement.
- (b) A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote on his or 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 of any adjournment thereof (as the case may be).
- (c) In accordance with the authority conferred by the Articles of Association, the Chairman of the meeting requests the voting on all aforementioned proposed resolutions to be conducted by way of poll at the AGM. Each shareholder (or his or 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 by holders of the Company's A shares to the Secretary's Office for the AGM not less than 24 hours prior to the commencement of the AGM. To be valid, the form of proxy or a notarially certified form of proxy must be returned by holders of the Company's H Shares 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 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 and its appendices 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
Sinopec Shanghai Petrochemical Company Limited
No. 48 Jinyi Road, Jinshan District
Shanghai, the PRC
Postal code: 200540
Telephone: (8621) 57943143
Fax: (8621) 57940050