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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)

### Resolutions Passed at the 2012 Annual General Meeting

The Board and all its directors guarantee that, this announcement does not contain any false information, misleading statement or material omission, and severally and jointly accept responsibility for the authenticity, accuracy and completeness of the contents of this announcement.

#### Important:

- **No objection or amendment was made to the resolutions proposed at the meeting.**
- **No changes were made to the resolutions of the previous annual general meetings at the meeting.**

#### I. The convening and attendance of the AGM

The 2012 annual general meeting (the “AGM”) of Sinopec Shanghai Petrochemical Company Limited (the “Company”) was held at 9:00 a.m. on Thursday, 6 June 2013 at Roller-skating Stadium, Jinshan District, Shanghai, the People’s Republic of China (the “PRC”). Shareholders of the Company who were entitled to attend the AGM held an aggregate of 7.2 billion voting shares. No shareholder of the Company who was entitled to attend the AGM was required to abstain from voting in favor as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), nor was required to abstain from voting under the Hong Kong Listing Rules. In connection with the convening of the AGM:

Total number of shareholders and authorized proxies physically present at the AGM	38
including: number of A-Share Holders of Non-Circulating Share	2
number of A-Share Holders of Circulating Share	32
number of H-Share Holders	4
Total number of shares with voting rights (Shares)	6,317,301,658
including: total number of shareholder holding Non-Circulating share by A-Share Holders	4,016,730,000
total number of shareholder holding Circulating share by A-Share Holders	5,905,557
total number of shares held by H-Share Holders	2,294,666,101
Percentage of total issued shares of the Bank with voting rights (%)	87.74
including: percentage of total issued shares held by A-Share Holders of Non-Circulating Share	55.79

percentage of total issued shares held by A-Share Holders of Circulating Share	0.08
percentage of total issued shares held by H-Share Holders	31.87

Remarks: The chairman was authorised by some of the A shareholders and H shareholders to vote on behalf of them, and he was not counted repeatedly towards the calculation of the total number of the shareholders and proxies who attended the meeting.

The AGM was convened by the board of directors (the “Board”) of the Company, and Mr. Wang Zhiqing, Vice Chairman of the Company, presided over the meeting. The Board had nine directors, seven of whom attended the AGM. Mr. Wu Haijun, Vice Chairman of the Company, Mr. Li Honggen, Mr. Ye Guohua, and Mr. Xiang Hanyin, directors of the Company, Mr. Jin Mingda and Mr. Cai Tingji, independent directors of the Company, attended the AGM. Mr. Lei Dianwu, director of the Company, and Mr. Shen Liqiang, independent director of the Company, were absent from the AGM due to business engagements. The Supervisory Committee of the Company had six supervisors, five of whom attended the AGM. Mr. Zuo Qiang, Mr. Zhai Yalin, Mr. Wang Liqun, Mr. Chen Xinyuan and Mr. Zhou Yunnong, supervisors of the Company, attended the AGM. Ms. Li Xiaoxia, supervisor of the Company, was absent from the AGM due to business engagements. Mr. Gao Jinping and Mr. Zhang Jianping, proposed directors, attended the AGM. Mr. Zhang Jingming, the Secretary to the Board, attended the AGM. The convening and voting of the AGM complied with the relevant regulations of the Company Law of the PRC and the articles of association of the Company (the “Articles of Association”).

## II. Voting results of resolutions

The following ordinary resolutions were considered and passed at the AGM through voting by way of poll:

### 1. 2012 Work Report of the Board of the Company

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor*
Voting results of shareholders	4,755,644,626	7,402,149	99.8446%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	738,914,626	7,402,149	99.0082%

\* Percentage of shares voted in favor refers to the proportion of shares voted in favor by the shareholders accounting for the total voting shares (i.e. shares voted in favor + shares voted against) held by the shareholders (or their proxies) attending the AGM. (The same below)

### 2. 2012 Work Report of the Supervisory Committee of the Company

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,755,635,456	7,411,349	99.8444%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%

Shareholders with circulating shares	738,905,456	7,411,349	99.0069%
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### 3. 2012 Audited Financial Statements of the Company

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,755,686,156	7,360,649	99.8455%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	738,956,156	7,360,649	99.0137%

### 4. 2012 Profit Distribution Plan of the Company

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,755,383,756	7,663,049	99.8391%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	738,653,756	7,663,049	98.9732%

### 5. 2013 Financial Budget Report of the Company

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,750,078,556	6,296,249	99.8676%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	733,348,556	6,296,249	99.1487%

6. The appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company (to be renamed as “PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership)”) and PricewaterhouseCoopers as the domestic and international auditors, respectively, of the Company for the year 2013 and authorization of the Board to determine their remuneration based on the terms of work

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,790,107,834	17,597,949	99.6340%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	773,377,834	17,597,949	97.7752%

7. Approval of the appointment of Mr. Wang Zhiqing (王治卿) as the Chairman for the Seventh Session of the Board and the President of the Company

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,370,832,028	392,214,777	91.7655%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	354,102,028	392,214,777	47.4466%

8. The appointment of Mr. Gao Jinping(高金平) and Mr. Zhang Jianping(张建平) as newly added directors to fill up vacancies in the Seventh Session of the Board of the Company

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
<b>A. Mr. Gao Jinping</b>			
Voting results of shareholders	4,706,621,457	55,325,348	98.8382%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	689,891,457	55,325,348	92.5759%
<b>B. Mr. Zhang Jianping</b>			
Voting results of shareholders	4,715,953,479	45,993,326	99.0341%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	699,223,479	45,993,326	93.8282%

The following special resolutions were considered and passed at the AGM through voting by way of poll:

9. Approval of the issuance of short-term commercial papers in one or more tranches in the PRC within 12 months starting from the date of approval at the meeting in accordance to the respective regulations and involving an aggregate principal amount of up to RMB4 billion. The fund will be used to replenish the Company's working capital to meet the Company's liquidity needs for the procurement of raw materials.

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,755,485,256	7,561,549	99.8412%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	738,755,256	7,561,549	98.9868%

10. The granting of general and unconditional authorization to the Board or any two or more directors of the Company, taking into account the specific needs of the Company and market conditions, to determine the specific terms and conditions of, and other matters relating to, the issuance of short-term commercial papers, including but not limited to the determination of the amount, interest rate, term, execution and signing of all requisite documentation within the scope of the aforementioned resolution 9.

	Shares voted in favor (Share)	Shares voted against (Share)	Percentage of shares voted in favor
Voting results of shareholders	4,755,324,556	7,722,249	99.8379%
Including: Shareholders with non-circulating shares	4,016,730,000	0	100.0000%
Shareholders with circulating shares	738,594,556	7,722,249	98.9653%

The above resolutions were passed at the AGM. The Company had appointed its international auditor for the year 2012, KPMG, as the scrutineer of the AGM to monitor the vote-taking procedures. The Company has complied with the voting instructions stipulated by HKSCC Nominees Limited.

### III. Lawyer's certification

As certified by and stated in the legal opinion (the "Legal Opinion") issued by Mr. Gao Wei and Ms. Huo Wanhua of the Company's legal advisors as to the PRC law, Beijing Haiwen & Partners, "the convening and holding of the AGM, the qualification of the convener, the qualifications of shareholders or proxies who attended the AGM and the voting procedures adopted at the AGM were in compliance with the provisions of the relevant laws and the articles of association of the Company. As a result, the resolutions of the AGM are legally valid".

### IV. Documents available for inspection

1. Resolutions passed at the 2012 Annual General Meeting, signed and confirmed by the directors, supervisors and the recorder who attended thereat, and applied with the chop of the Company; and
2. The Legal Opinion.

By Order of the Board  
**Zhang Jingming**  
*Company Secretary*

Shanghai, the PRC, 6 June 2013

*As at the date of this announcement, the Executive Directors of the Company are Wang Zhiqing, Wu Haijun, Gao Jinping, Li Honggen, Ye Guohua and Zhang Jianping; the Non-executive Directors of the Company are Lei Dianwu and Xiang Hanyin, and the Independent Non-executive Directors of the Company are Shen Liqiang, Jin Mingda and Cai Tingji.*