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Sinopec Shanghai Petrochemical Company Limited
Rules of Procedure of the Nomination Committee of the Board

Considered and approved at the Fifth Meeting of the Seventh Session of the Board on 29 March 2012
First Amendment at the Twentieth Meeting of the Eleventh Session of the Board on 22 October 2025

Chapter 1: General Provisions

Article 1: In order to govern the appointment of directors and officers of Sinopec Shanghai Petrochemical Company Limited (the "**Company**"), to optimize the composition of the board of directors of the Company (the "**Board**") and to improve its corporate governance structure, the Company has established the nomination committee (the "**Nomination Committee**") under the Board and developed these Rules of Procedure pursuant to *Company Law of the People's Republic of China, Code of Corporate Governance for Listed Companies in China* issued by the China Securities Regulatory Commission, the *Rules Governing the Listing of Shares on the Shanghai Stock Exchange* and the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* issued by the stock exchanges where the shares of the Company are listed, other relevant laws, administrative regulations, departmental rules, normative documents and the securities regulatory rules of the places where the shares of the Company are listed (hereinafter referred to as the "**relevant regulatory rules**"), and Articles of Association of Sinopec Shanghai Petrochemical Company Limited (the "**Articles of Association**"), as well as the actual situation of the Company.

Article 2: The Nomination Committee shall be a special committee under the Board. It is accountable to the Board and is primarily responsible for making recommendations to the Board on matters such as selecting and reviewing candidates for the directors and officers as well as their qualifications, and formulating appointment procedures and criteria.

Chapter 2: Composition

Article 3: The Nomination Committee shall be composed of at least three directors, of which independent non-executive directors shall be in the majority.

Article 4: The members of the Nomination Committee (the "**Members**") shall be nominated by the chairman, by a majority of the independent non-executive directors or by more than one-third of all the directors, and be elected by the Board.

Article 5: The Nomination Committee shall have a chairperson (convener) who shall be in charge of the work of the Nomination Committee. The chairperson shall be an independent non-executive director and shall be nominated by the chairman among the Members and elected by the Board.

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Article 6: The term of office of the Nomination Committee shall correspond with the term of office of the Board. Upon expiration of the term of office, a Member may serve another term of office upon reappointment. If a Member no longer takes up the directorship of the Company during his term of office, he shall automatically be disqualified as a Member, and the Board shall appoint a replacement pursuant to the provisions hereof.

Article 7: The office of the Nomination Committee shall be in the office of the secretary to the Board of the Company, assisting the secretary to the Board in the day-to-day liaison work of the Nomination Committee and undertaking relevant specific affairs of the Nomination Committee. The implementation of such affairs shall be advanced by working groups formed by relevant departments.

Article 8: No Members of the Nomination Committee may receive, directly or indirectly, any counseling fees, consultant fees or other rewards other than director's remuneration.

Chapter 3: Duties and Powers

Article 9: The major duties and powers of the Nomination Committee:

(1) to examine the criteria, procedures and methods for the selection of directors and officers (including matters such as appointment, removal, hiring, and dismissal) and to submit the same to the Board for consideration;

(2) to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually, to assist the Board in maintaining a board skills matrix and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategies;

(3) to identify candidates with appropriate qualifications to act as directors and to select and nominate such candidates;

(4) to conduct an investigation into the candidates for directors and the position of officers and to recommend to the Board;

(5) to make recommendations to the Board on the appointment or re-appointment of directors and succession planing for directors (especially the chairman and the general manager);

(6) to assess the independence of independent non-executive directors;

(7) to review the qualifications of independent director candidates and to form clear review opinions;

(8) to support the Company's regular evaluation of the Board's performance;

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(9) to evaluate the qualifications for appointment of directors and to propose to the Board in a timely manner the removal of those who are found not to be qualified for office;

(10) to conduct fact-finding investigations into the candidates for other management positions as proposed by the general manager and to offer opinions on such investigations to the Board;

(11) to search for candidates available for employment in the domestic and overseas human resources markets and within the Company and to make recommendations to the Board;

(12) to perform other duties as assigned by the Board;

(13) to perform other duties as stipulated in relevant regulatory rules and the Articles of Association.

Article 10: The chairperson of the Nomination Committee shall perform the following duties:

(1) to convene and chair Nomination Committee meetings;

(2) to preside the daily work of the Nomination Committee to ensure that the Nomination Committee functions effectively and performs its duties;

(3) to report work to the Board on behalf of the Nomination Committee;

(4) to review, approve and sign the reports and other important documents of the Nomination Committee;

(5) to organize and inspect the implementation of resolutions and recommendations made by the Nomination Committee;

(6) to perform other duties as assigned by the Board.

When the chairperson of the Nomination Committee is unable to perform his duties due to any reasons, he shall designate a Member (an independent non-executive director) to perform his duties on his behalf.

Article 11: The Nomination Committee shall be accountable to the Board and shall report to the Board on its work on a regular basis.

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Chapter 4: Work Procedures and Performance Guarantee

Article 12: The election and appointment procedures for directors and officers:

(1) to conduct a comprehensive evaluation and analysis of the Company's existing directors and officers in line with the development needs of the Company, and offer recommendations on the demand thereof;

(2) to search for candidates for directors and officer-level positions through various channels based on the demand;

(3) to collect information about short-listed candidates such as their occupations, qualifications, titles and detailed work experience including all part-time jobs, and compile them into written materials;

(4) to seek the consent of the candidates nominated for directors and officer-level positions by relevant organizations or personnel eligible to nominate pursuant to the relevant regulatory rules and the Articles of Association, failing which they may be excluded from consideration as candidates for directors and officers;

(5) to convene Nomination Committee meetings and to conduct qualification checks on the candidates for directors and officers to ensure that they meet the qualifications required for the positions;

(6) to submit to the Board recommendations for candidates and other relevant materials; and

(7) to carry out other follow-up work based on the decisions of the Board and the relevant feedback.

Article 13: The Nomination Committee's operating expenses shall be included in the Company's budget. In the performance of its duties, the Nomination Committee shall have the right to engage a headhunting company, a background investigation firm and other professional agencies or persons to provide independent professional advice on its decision-making. Reasonable expenses incurred in connection therewith shall be borne by the Company. The Nomination Committee shall investigate the experience and backgrounds of the engaged agencies and consultants to ensure that the opinions formed by such agencies or consultants are fair and impartial and without prejudice to the interests of the Company. Such agencies or consultants shall enter into an undertaking of confidentiality with the Company.

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Chapter 5: Rules of Procedure

Article 14: The Nomination Committee shall convene a meeting upon proposal by the chairperson or more than two Members. If, in the course of performing his or her duties, an independent director identifies any material matter of the Company which falls within the scope of duties of the Nomination Committee, he or she may promptly request the Nomination Committee to conduct discussion and deliberation under the relevant procedures.

Article 15: When the Nomination Committee holds a meeting, the chairperson of the Nomination Committee shall convene the meeting and issue the meeting notice, and shall notify Members of the Nomination Committee of the meeting notice and the major matters to be discussed at the meeting no later than 3 days prior to the meeting.

Meetings shall be chaired by the chairperson. If the chairperson is unable to attend a meeting, he may appoint another Member (an independent non-executive director) to chair the meeting in his place.

Article 16: In principle, the Nomination Committee shall convene in-person meetings. On the premise that all Members attending the meeting can fully communicate with each other and express their opinions, the meeting may be convened by video, telephone, or written resolution and other means under the relevant procedures, if necessary.

Voting shall be made by a show of hands or by ballot at Nomination Committee meetings.

Article 17: The Nomination Committee shall convene a meeting only when more than two-thirds of the Members are present thereat; each Member shall have one vote; any resolutions proposed at a meeting shall be passed by a majority of all Members.

Article 18: When the meeting of the Nomination Committee discusses any issue concerning a Member of the Committee, such Member shall abstain from the meeting.

The minutes and the resolutions of the Nominating Committee meeting shall set out the circumstances under which the interested Members shall abstain from the meeting.

Article 19: The Members of the Nomination Committee shall attend the meetings and give their express opinions on the matters being deliberated at the meetings in person. Where a Member is unable to attend a meeting in person for whatever reason, such Member should review the meeting materials in advance, form specific opinions, submit a power of attorney signed by him/her, and entrust another Member to attend such meeting on his/her behalf. If an independent director Member is unable to attend a meeting of the Nomination Committee in person for whatever reason, such Member shall entrust another independent director Member to attend the meeting on his or her behalf in accordance with the foregoing provisions. The power of attorney shall indicate the scope and duration of the delegation. Each Member may accept the delegation by no more than one Member.

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Article 20: Any Member of the Nomination Committee who shall cease his/her duty or shall be dismissed according to the relevant regulatory rules, but have not done so, or have not been, his/her participation and voting at any Nomination Committee meeting shall be invalid and not counted towards the attendance.

Article 21: The meeting of the Nomination Committee shall have minutes and resolutions, which shall set out the opinions of the independent director Members. Members present at the meeting shall sign the minutes and resolutions of the meeting.

Draft and final versions of the minutes of a meeting shall be sent to all Members of the Nomination Committee within a reasonable time after each meeting is held. The draft version shall be made available for the Members to express their opinions while the final version shall be used for record-keeping purposes.

The minutes, resolutions, and all meeting materials shall be kept by the office of the secretary to the Board for a period of at least ten years.

Article 22: Resolutions passed at a meeting of the Nomination Committee and the voting results thereat shall be reported in writing to the Board of the Company.

Article 23: In addition to reporting to the Board pursuant to the requirements hereof, the Members present at a meeting and the persons who attend the meeting as non-voting attendees shall be obliged to maintain confidentiality towards the matters discussed thereat. No such Members or persons may disclose the relevant information without authorization.

Chapter 6: Supplementary Provisions

Article 24: Unless otherwise specified, the terms used herein shall have the same meanings as ascribed to them in the Articles of Association.

Article 25: The formulation and amendment of these Rules of Procedure will take effect after being approved by the Board.

Article 26: Matters not covered by these Rules of Procedure or in case of any conflict with the provisions of the relevant regulatory rules or the Articles of Association, such provisions of the relevant regulatory rules or the Articles of Association shall prevail.

Article 27: These Rules of Procedure shall be interpreted by the Board.