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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 FIRST EXTRAORDINARY
GENERAL MEETING FOR 2019**

Sinopec Shanghai Petrochemical Company Limited (the “Company”) and all members of the board of directors warrant that the information contained in this notice is truthful, accurate and complete, 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 the First Extraordinary General Meeting for 2019 (the “EGM”) of the Company is to be held at the North Building of Jinshan Hotel, No. 1, Jinyi East Road, Jinshan District, Shanghai, the People’s Republic of China (the “PRC”) on Tuesday, 10 December 2019 at 2:00 p.m. for the following purpose:

Items to be considered at the EGM:

To consider and, if deemed fit, pass the following resolutions as ordinary resolutions:

- (1) To consider and approve the Mutual Product Supply and Sale Services Framework Agreement (2020-2022) and the continuing connected transactions (i.e. the connected transactions in the ordinary course of business, same hereinafter) contemplated thereunder, and the annual caps on the relevant continuing connected transactions for each of the three years ending 31 December 2020, 31 December 2021 and 31 December 2022. To approve and confirm generally and unconditionally that all directors of the Company are authorised to do things and acts necessary or desirable to implement and give effect to any of the matters relating to, or incidental to, the Mutual Product Supply and Sales Services Framework Agreement (2020-2022), and to make changes thereto which may in his or her opinion be necessary or desirable.

For details of the aforesaid continuing connected transactions, please refer to the “Announcement on Continuing Connected Transactions” published on the website of the Hong Kong Exchanges and Clearing Limited on 23 October 2019 (the “HKSE Announcement”), the “Announcement on On-going Connected Transactions” (the “SSE Announcement”) published on the website of the Shanghai Stock Exchange on 23 October 2019 and in the “China Securities Journal”, the “Shanghai Securities News” and “Securities Times” on 24 October 2019, or relevant content of the Company’s circular on continuing connected transactions (the “Circular”) to be despatched to its H shareholders on or around 13 November 2019.

- (2) To consider and approve the Comprehensive Services Framework Agreement (2020- 2022), the continuing connected transactions contemplated thereunder and the annual caps on the relevant continuing connected transactions for each of the three years ending 31 December, 2020 31 December 2021 and 31 December 2022. To approve and confirm generally and unconditionally that all directors of the Company are authorised to do things and acts necessary or desirable to implement and give effect to any of the matters relating to, or incidental to, the Comprehensive Services Framework Agreement (2020-2022), and to make changes thereto which may in his or her opinion be necessary or desirable.

For details of the aforesaid continuing connected transactions, please refer to the Company’s HKSE Announcement published on the website of the Hong Kong Exchanges and Clearing Limited on 23 October 2019, the SSE Announcement published on the website of the Shanghai Stock Exchange on 23 October 2019 and in the “China Securities Journal”, the “Shanghai Securities News” and “Securities Times” on 24 October 2019, or relevant content of the Circular to be despatched to its H shareholders on or around 13 November 2019.

Details of the resolutions proposed at the EGM are available on the websites of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>), and are also published in the circular of the Company to be despatched to the holders of the Company’s H shares.

By order of the Board
Sinopec Shanghai Petrochemical Company Limited
Guo Xiaojun
Joint Company Secretary

Shanghai, the PRC, 25 October 2019

As at the date of this announcement, the Executive Directors of the Company are Wu Haijun, Shi Wei, Jin Qiang, Guo Xiaojun, Zhou Meiyun and Jin Wenmin; the Non-executive Directors of the Company are Lei Dianwu and Mo Zhenglin, and the Independent Non-executive Directors of the Company are Zhang Yimin, Liu Yunhong, Du Weifeng and Li Yuanqin.

Notes:

I. Attendee of the EGM

1. Eligibility for attending the EGM

Holders of A shares whose names appear on the domestic shares register maintained by China Securities Depository & Clearing Corporation Limited Shanghai Branch and holders of H shares whose names appear on the register of members maintained by Hong Kong Registrars Limited at the close of business on Thursday, 7 November 2019 are eligible to attend the EGM. Unregistered holders of H shares who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, 7 November 2019.

2. Proxy

- a. A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- b. A proxy should be appointed by a written instrument signed by the shareholder or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document(s) must be notarised.
- c. To be valid, the power of attorney or other authorisation document(s) which has/have been notarised together with the completed form of proxy must be delivered to the statutory address of the Company not less than 24 hours before the designated time for holding the EGM or any adjournment thereof (as the case may be). Holders of A shares shall deliver the relevant document(s) to the Company (the address is No. 48 Jinyi Road, Jinshan District Shanghai, the PRC, Postal code: 200540). Holder of H shares shall deliver the relevant document(s) to the H shares share registrar of the Company, Hong Kong Registrars Limited (the address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). If the Company does not receive the original copy of the relevant document(s) before the aforesaid period, the shareholder will be deemed as having not attended the EGM and the relevant proxy form will be deemed void.

3. The directors, the supervisors and the senior management of the Company

4. The lawyers of the Company

5. Others

II. Registration procedures for attending the EGM

1. A shareholder of the Company or his/her proxy shall produce proof of identity (identity card or passport) when attending the EGM. 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/her capacity as the 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, the written authorization duly issued by the legal representative of the corporate shareholder, or a notarially certified copy of the resolution on authorization duly passed by the board of directors or other decision-making bodies of the corporate shareholder and information which enables the Company to confirm the identity of the corporate shareholder concerned.
2. Shareholders who intend to attend the EGM should complete and return the notice of attendance for EGM to the Company before Wednesday, 20 November 2019. For details, please refer to the notice of attendance for the First Extraordinary General Meeting of the Company for 2019.

III. Miscellaneous

1. Each shareholder or his/her proxy shall exercise his/her voting rights by way of poll.
2. The EGM is expected to last for less than a working day. Shareholders or their proxies who will attend the EGM shall be responsible for their own transportation and accommodation expenses.
3. Notes to the holders of the Company's H shares

Date of closure of register of shareholders in relation to the qualification of attending the EGM

The Company will close the register of members of the Company's H shares from Friday, 8 November 2019 to Tuesday, 10 December 2019 (both days inclusive), during which period no transfer of shares will be effected, in order to confirm its shareholders' entitlement to attend the EGM. Holders of the Company's H shares who wish to attend and vote at the EGM should lodge transfer documents and the relevant share certificates with the Company's H shares share registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 7 November 2019.

4. In accordance with the Shanghai Listing Rules and the Hong Kong Listing Rules, China Petroleum & Chemical Corporation and its associates and any shareholders who have interest in the continuing connected transactions (if any) shall abstain from voting at the EGM for approval of Resolution 1 and/or Resolution 2.
5. The Secretariat for the EGM is: The Secretariat of the Board of Sinopec Shanghai Petrochemical Company Limited, the contact details are as follows:

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Shanghai, the PRC Postal code: 200540
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Fax: (86) 21 5794 0050