

SINOPEC SHANGHAI PETROCHEMICAL CO LTD

Form 6-K

March 17, 2016

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2016

Commission File Number: 1-12158

Sinopec Shanghai Petrochemical Company Limited

(Translation of registrant's name into English)

No. 48 Jinyi Road, Jinshan District, Shanghai, 200540

The People's Republic of China

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Table of Contents

EXHIBITS

Exhibit Number		
99.1	<u>Resolutions of the 11th Meeting of the Eighth Session of the Board of Directors</u>	4
99.2	<u>Appointment of Joint Company Secretaries and Authorised Representative</u>	11
99.3	<u>List of Directors and their Role and Function</u>	13
99.4	<u>Rules of Procedure of the Audit Committee of the Board</u>	15
99.5	<u>2015 Annual Results Announcement</u>	20

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SINOPEC SHANGHAI PETROCHEMICAL COMPANY
LIMITED

Date: March 17, 2016

By: /s/ Wang Zhiqing
Name: Wang Zhiqing
Title: President

3

Table of Contents

Exhibit 99.1

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

**Resolutions of the 11th Meeting of the Eighth Session
of the Board of Directors**

The Company and all members of the Board of Directors warrant that the information contained in this announcement is truthful, accurate and complete, and jointly accept full responsibility for any false representations or misleading statements contained in, or material omissions from, this announcement.

The notice to convene the 11th meeting (the Meeting) of the eighth session of the Board of Directors (the Board) of Sinopec Shanghai Petrochemical Company Limited (the Company) was sent to all directors of the Company (the Directors) on 2 March 2016 by facsimile transmission and mail. The Meeting was held by way of on-site voting at conference room no. 8 of the Company's main building on 16 March 2016. Of the 12 Directors entitled to attend the Meeting, 7 Directors attended the Meeting in person. Directors Mr. Wu Haijun, Mr. Ye Guohua, Mr. Lei Dianwu and Mr. Mo Zhenglin and Independent Director Mr. Liu Yunhong were absent due to business engagements. Directors Mr. Wu Haijun and Mr. Ye Guohua had appointed Mr. Gao Jinping, Vice Chairman, as their irrevocable voting proxies. Directors Mr. Lei Dianwu, Mr. Mo Zhenglin had appointed Mr. Wang Zhiqing, Chairman, as their irrevocable voting proxies. Independent Director Mr. Liu Yunhong had appointed Mr. Cai Tingji, Independent Director as his irrevocable voting proxy. Members of the supervisory committee and senior management of the Company attended the Meeting. The convening of the Meeting complied with the Company Law of the People's Republic of China and the Articles of Association of Sinopec Shanghai Petrochemical Company Limited (the Articles of Association). Mr. Wang Zhiqing, Chairman of the Company, presided over the Meeting. The Board considered and approved the following resolutions:

Resolution 1 The appointment of Mr. Zhang Jianbo as the Secretary to the Board, was considered and approved with 12 votes in favor, 0 votes against and 0 abstentions, with the term of office the same as the term of this session of the Board of Directors, or until the Board of Directors appoint a successor.

Resolution 2 The appointment of Mr. Zhang Jianbo and Ms. Ng Sin Yee, Clare as Joint Company Secretaries of the Company, was considered and approved with 12 votes in favor, 0 votes against and 0 abstentions, with the term of office the same as the term of this session of the Board of Directors, or until the board of directors appoint their successors.

Resolution 3 The appointment of Mr. Zhang Jianbo as the Company authorized representative to the Stock Exchange of Hong Kong Limited, was considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions.

Table of Contents

Resolution 4 The 2015 President's work report was considered and approved with 12 votes in favor, 0 votes against and 0 abstentions.

Resolution 5 The Board's work report of 2015 was considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions. The resolution will be submitted to the annual general meeting of the Company for consideration.

Resolution 6 The 2015 audited financial report was considered and approved with 12 votes in favor, 0 votes against and 0 abstentions. The resolution will be submitted to the annual general meeting of the Company for consideration.

Resolution 7 The 2015 profit distribution proposal was considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions.

In 2015, the net profit attributable to equity shareholders of the Company amounted to RMB3,245,849,000 under People's Republic of China's Accounting Standards (net profit of RMB 3,274,308,000 under International Financial Reporting Standards). The Board proposed to distribute a dividend of RMB1.00 per 10 shares (including tax) with a total dividend of RMB1,080,000,000 based on the issued share capital of 10.8 billion shares as of 31 December 2015. The resolution will be submitted to the annual general meeting of the Company for consideration.

Resolution 8 The 2015 annual report (both the full report and its summary) was considered and approved with 12 votes in favor, 0 votes against and 0 abstentions.

Resolution 9 The 2016 financial budget report was considered and approved with 12 votes in favor, 0 votes against and 0 abstentions. The resolution will be submitted to the annual general meeting of the Company for consideration.

Resolution 10 The re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company's domestic auditor for 2016 and PricewaterhouseCoopers as the Company's international auditor for 2016, were considered and approved with 12 votes in favor, 0 votes against and 0 abstentions. It was proposed that the annual general meeting of the Company authorizes the Board to determine the remuneration of the domestic and international auditors. The resolution will be submitted to the annual general meeting of the Company for consideration.

Resolution 11 The Company's Self-Assessment Report of the Board on the Internal Controls of 2015 was considered and approved with 12 votes in favor, 0 votes against and 0 abstentions.

Resolution 12 The Amendments to Articles of Association and its Appendices were considered and approved with 12 votes in favor, 0 votes against and 0 abstentions. For the relevant amendments, please refer to the appendix of this announcement. The resolution will be submitted to the annual general meeting of the Company for consideration.

Resolution 13 The Amendments to the Rules of Procedures for the Audit Committee of the Board were considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions.

Resolution 14 The change of the benchmark enterprise for A Share Option Incentive Scheme was considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions.

Table of Contents

The Board of Directors approved the resolution to change the benchmark enterprise for A Share Option Incentive Scheme to Shenma Industrial Co., Ltd (stock code: 600810), as the previous benchmark enterprise for the A Share Option Incentive Scheme Yizheng Chemical Fibre (stock code: 600871) was deemed unsuitable since it changed its major business.

Resolution 15 The election of the Independent Director Zhang Yimin as the director of the Nomination Committee of the eighth session of the Board, was considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions.

Resolution 16 The Company's Internal Control Manual (2016 Edition) was considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions. The internal control task force of the Company was authorized to release or adapt within a year the Manual in accordance with the national laws and regulations, and to timely revise and improve the Manual in accordance with the company's actual business management needs, so as to meet internal and external regulatory requirements. Related amendments shall be promptly reported to the Board.

Resolution 17 The Company's Corporate Social Responsibility Report for 2015 was considered and adopted with 12 votes in favor, 0 votes against and 0 abstentions.

Independent Director Mr. Cai Tingji, Mr. Zhang Yimin, Mr. Liu Yunhong, and Mr. Du Weifeng expressed their own opinions on the 2015 profit distribution proposal, the appointment of the Secretary to the Board and the Joint Company Secretaries and the adjustment to the profit distribution policy, etc.

Sinopec Shanghai Petrochemical Company Limited

Shanghai, PRC, 16 March 2016

As of the date of this announcement, the Executive Directors of the Company are Wang Zhiqing, Wu Haijun, Gao Jinping, Ye Guohua, Jin Qiang and Guo Xiaojun; the Non-executive Directors of the Company are Lei Dianwu and Mo Zhenglin, and the Independent Non-executive Directors of the Company are Cai Tingji, Zhang Yimin, Liu Yunhong and Du Weifeng.

Table of Contents

Appendix: Sinopec Shanghai Petrochemical Company Limited

Amendments to Articles of Association and its Appendices

I. Amendments to Articles of Association

Current Articles in Articles of Association

Article 42

The Company's share certificates shall be signed by the chairman of the board of directors. If the stock exchange where the shares are listed requires other senior officer's signature, such signature shall be included. The share certificates shall be effective with affixure of the Company's seal or a facsimile seal. Authorization from the board of directors is required for affixing the Company seal to share certificates. Signature of the chairman or other senior officer may be made by facsimile signatures.

Article 44

The Company shall maintain a copy of the register of holders of overseas listed foreign shares at the legal address of the Company. The overseas agency so appointed shall ensure from time to time the consistency between the original and the copy of the register of holders of overseas listed foreign shares.

Article 54

2. to inspect and copy for reasonable charges:

- i. all parts of the shareholders register;
- ii. particulars of the directors, supervisors and senior officers of the Company including:
 - a) present and past names and aliases;
 - b) principal residential address;
 - c) nationality;
 - d) primary and all other business occupations;
 - e) identity document and its number.

Article 113

The Company shall have a board of directors which shall consist of eleven to fifteen (11-15) members, of which more than one-third shall be independent (non-executive) directors (that is, directors who are independent from the shareholders of the Company and do not hold any office in the Company, hereinafter referred to as independent directors), and at least one independent director shall be an accounting professional (that is, a person holding a senior position or a certified accountant).

Each specialist committee shall have the following basic responsibilities:

- (i) to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;

Proposed Amendments to the Articles

Article 42

The Company's share certificates shall be signed by the chairman of the board of directors. If the stock exchange where the shares are listed requires other senior officer's signature, such signature shall be included. The share certificates shall be effective with affixure of the Company's seal (or a securities seal) or a facsimile seal (or a securities seal). Authorization from the board of directors is required for affixing the Company seal to share certificates. Signature of the chairman or other senior officer may be made by facsimile signatures.

The issuance and trading of uncertificated shares are subject to the requirements otherwise prescribed by the securities regulatory bodies located at the places where the shares of the Company are listed.

Article 44

The overseas agency so appointed shall ensure from time to time the consistency between the original and the copy of the register of holders of overseas listed foreign shares.

Article 54

2. to inspect and copy for reasonable charges:

- i. all parts of the shareholders register;
- ii. particulars of the directors, supervisors and senior officers of the Company including:
 - a) present and past names and aliases;
 - b) nationality;
 - c) primary and all other business occupations;
 - d) identity document and its number.

Article 113

The Company shall have a board of directors which shall consist of eleven to fifteen (11-15) members, of which more than one-third shall be independent (non-executive) directors (that is, directors who are independent from the

shareholders of the Company and do not hold any office in the Company, hereinafter referred to as independent directors), and at least one independent director shall be an accounting professional (that is, a person holding a senior position or a certified accountant).

Each specialist committee shall have the following basic responsibilities:

- (i) to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;

Table of Contents

Current Articles in Articles of Association

- (ii) to oversee the Company's internal audit policy and the implementation thereof;
- (iii) to be in charge of the communications between the Company's internal and external auditors;
- (iv) to review the Company's financial reports and the disclosure thereof;
- (v) to review the Company's internal control system and submit to the board an annual self-assessment report on the Company's internal control;
- (vi) to review the major connected transactions;
- (vii) to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action; and
- (viii) to perform other duties and powers as assigned by the board.

Article 205

(3) The Company shall distribute cash dividends when (i) the Company's realized net profit from the parent for that year was positive; (ii) the aggregate undistributed profit for that year was positive; and (iii) the Company has adequate cash flows for that year over the cash flow requirements for normal operations and sustainable growth. In addition, the accumulative cash dividends of the last three years should not be less than thirty percent of the average distributable profit realized in the last three years.

Article 213

Unless otherwise resolved by shareholders in general meeting, the board of directors to declare half-yearly dividends. Unless otherwise provided by law, the amount of half-yearly dividend shall not exceed fifty per cent. (50%) of the distributable profits as set out in the interim profit statements.

Proposed Amendments to the Articles

- (ii) to oversee the Company's internal audit policy and the implementation thereof;
- (iii) to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness;
- (iv) to be in charge of the communications between the Company's internal and external auditors;
- (v) to review the Company's financial reports and the disclosure thereof;
- (vi) to review the Company's risk management and internal control systems, and submit to the board an annual self-assessment report on the Company's risk management and internal control;
- (vii) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, financial reporting and internal audit functions;
- (viii) to review the major connected transactions;
- (ix) to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, risk management, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action;

- (x) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and

- (xi) to perform other duties and powers as assigned by the board.

Article 205

(3) The Company shall distribute cash dividends when the Company's net profit and retained earnings, in separate financial statement, are positive and the Company has adequate cash inflows over the requirements of cash outflows of operation and sustainable development. The cash dividends per annum should not be less than thirty (30) percent of the net profit of the Company in the current year.

Article 213

Unless otherwise resolved by shareholders in general meeting, the board of directors to declare half-yearly dividends. Unless otherwise provided by law, the amount of half-yearly dividend shall not exceed fifty per cent. (50%) of the net profits for such period as set out in the interim profit statements.

Table of Contents

II. Amendments to Rules of Procedure for Board of Directors Meeting

Current Articles in the Rules of Procedure

Article 3

The Board shall establish audit, nomination, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board's reference when the Board makes decisions.

Any of these special committees shall comprise directors only and the majority of their members shall be independent directors. The members of the audit committee shall be selected from non-executive directors and the majority of them shall be independent directors, at least one of which shall be an accounting professional.

Each specialist committee shall have the following basic responsibilities:

(1) Major responsibilities of the audit committee are:

- (i) to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;
- (ii) to oversee the Company's internal audit policy and the implementation thereof;
- (iii) to be in charge of the communications between the Company's internal and external auditors;
- (iv) to review the Company's financial reports and the disclosure thereof;
- (v) to review the Company's internal control system and submit to the board an annual self-assessment report on the Company's internal control;
- (vi) to review the major connected transactions;
- (vii) to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action; and
- (viii) to perform other duties and powers as assigned by the board.

Articles Recommended

Article 3

The Board shall establish audit, nomination, remuneration and appraisal, and other special committees. These special committees shall consider specific matters and give their opinions and proposals for the Board's reference when the Board makes decisions.

Any of these special committees shall comprise directors only and the majority of their members shall be independent directors. The members of the audit committee shall be selected from non-executive directors and the majority of them shall be independent directors, at least one of which shall be an accounting professional.

Each specialist committee shall have the following basic responsibilities:

(1) Major responsibilities of the audit committee are:

- (i) to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;
- (ii) to oversee the Company's internal audit policy and the implementation thereof;
- (iii) to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness;
- (iv) to be in charge of the communications between the Company's internal and external auditors;
- (v) to review the Company's financial reports and the disclosure thereof;
- (vi) to review the Company's risk management and internal control system and submit to the board an annual self-assessment report on the Company's risk management and internal control;
- (vii) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, financial reporting and internal audit functions;
- (viii) to review the major connected transactions;
- (ix) to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, risk management, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action;

Table of Contents

Current Articles in the Rules of Procedure

Article 35

The board of directors' meeting should normally resolve on all the matters examined at the meeting.

A resolution on the Company's connected transactions shall not be valid until it has the consent of all independent directors.

The independent directors' opinions shall be set out in the resolutions of the board of directors' meetings.

Articles Recommended

(x) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and

(xi) to perform other duties and powers as assigned by the board.

Article 35

The board of directors' meeting should normally resolve on all the matters examined at the meeting.

A resolution on the Company's connected transactions shall be accompanied by the independent opinions of the independent non-executive directors.

The independent directors' opinions shall be set out in the resolutions of the board of directors' meetings.

Table of Contents

Exhibit 99.2

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

Appointment of Joint Company Secretaries and Authorised Representative

Reference is made to the announcement of Sinopec Shanghai Petrochemical Company Limited (the Company) dated 23 October 2015 in relation to the resignation of Mr. Tang Weizhong as the company secretary and authorised representative of the Company.

The board of directors (the Board) is pleased to announce that with effect from 16 March 2016:

1. Mr. Zhang Jianbo (Mr. Zhang) and Ms. Ng Sin Yee, Clare (Ms. Ng) have been appointed as joint company secretaries of the Company (the Joint Company Secretaries), and each a Joint Company Secretary; and
 2. Mr. Zhang has been appointed as authorised representative of the Company under Rule 3.05 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules).
- The respective biographic details of Mr. Zhang and Ms. Ng are set out as follows:

Mr. Zhang, aged 53, is a Deputy Secretary of the Communist Party Committee, and Chairman of the Labor Union of the Company. Mr. Zhang started his career in 1985. He has served as Deputy Director of Enterprise Leadership Management Office of the Human Resources Department of China Petrochemical Corporation (the Sinopec Group), was appointed Deputy Director of the Appraisal and Appointment Office of the Human Resources Department of China Petroleum & Chemical Corporation, and was appointed Director of Personnel Supervision Office of the Human Resources Department of Sinopec Group. Mr. Zhang was appointed Deputy Secretary of the Communist Party Committee of the Company in August 2013, and was appointed Chairman of the Labor Union of the Company in November 2013. Mr. Zhang served as the Secretary of the Communist Party Discipline Supervisory Committee of the Company and Chairman of the Supervisory Committee of the Company from August 2013 and November 2013, respectively, until March 2015. Mr. Zhang was the General Legal Counsel of the Company from April 2014 to February 2016. Mr. Zhang graduated from Jiangnan Petroleum University (now known as Yangtze University) with a Bachelor of Engineering in 1985. He has senior professional technical qualifications.

Table of Contents

Ms. Ng, aged 55, is currently a director of the Corporate Services Department of Tricor Services Limited. Ms. Ng is a fellow of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. She is also a holder of the Practitioner's Endorsement from the Hong Kong Institute of Chartered Secretaries. Before joining the Tricor Group, Ms. Ng worked in the Company Secretarial Department of Secretaries Limited, a professional service company wholly owned by Deloitte Touche Tohmatsu. Ms. Ng has more than 25 years of experience in the company secretarial field and has been providing corporate services to both multi-national companies and listed companies in Hong Kong.

WAIVER REGARDING THE QUALIFICATION AND EXPERIENCE OF JOINT COMPANY SECRETARY

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of The Stock Exchange of Hong Kong Limited (the Stock Exchange), is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Zhang currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Zhang as a Joint Company Secretary of the Company for a period of three years from the date of his appointment as a Joint Company Secretary (the Waiver Period). The waiver is granted on the condition that (i) Mr. Zhang will be assisted by Ms. Ng during the Waiver Period and the waiver will be revoked immediately if and when Ms. Ng ceases to provide assistance to Mr. Zhang; and (ii) the Company must notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to revisit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Zhang can satisfy the requirements under Rules 3.28 and 8.17 of the Listing Rules after having the benefit of Ms. Ng's assistance such that a further waiver will not be necessary; and (iii) the Company announces the details of the waiver, including its reasons and conditions.

The Board would like to welcome Mr. Zhang and Ms. Ng for their new appointments.

By Order of the Board
Sinopec Shanghai Petrochemical Company Limited
Wang Zhiqing
Chairman

Shanghai, the PRC, 16 March 2016

As at the date of this announcement, the Executive Directors of the Company are Wang Zhiqing, Wu Haijun, Gao Jinping, Ye Guohua, Jin Qiang and Guo Xiaojun; the Non-executive Directors of the Company are Lei Dianwu and Mo Zhenglin, and the Independent Non-executive Directors of the Company are Cai Tingji, Zhang Yimin, Liu Yunhong and Du Weifeng.

Table of Contents

Exhibit 99.3

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

List of Directors and their Role and Function

The members of the board of Directors (the Board) of Sinopec Shanghai Petrochemical Company Limited (the Company) are set out below.

Executive Director, Chairman, President

Wang Zhiqing

Executive Director, Vice Chairman

Wu Haijun

Executive Director, Vice Chairman,

Vice President

Gao Jinping

Executive Director, Chief Financial Officer

Non-executive Directors

Lei Dianwu

Mo Zhenglin

Independent Non-executive Directors

Cai Tingji

Zhang Yimin

Liu Yunhong

Du Weifeng

Ye Guohua

Executive Director, Vice Presidents

Jin Qiang

Guo Xiaojun

There are 3 Board committees. The table below provides membership information of these committees on which each Board member serves.

Board Committee

Director		Remuneration and Appraisal Committee	Nomination Committee
Board Committee	Audit Committee		
Wang Zhiqing			M
Wu Haijun			
Gao Jinping			
Ye Guohua		M	
Jin Qiang			
Guo Xiaojun			
Lei Dianwu			
Mo Zhenglin			
Cai Tingji	C		
Zhang Yimin		C	C
Liu Yunhong	M		
Du Weifeng	M	M	M

Table of Contents

Notes:

C Chairman of the relevant Board committees

M Member of the relevant Board committees

Shanghai, PRC, 16 March 2016

Table of Contents

Exhibit 99.4

Sinopec Shanghai Petrochemical Company Limited

Rules of Procedure of the Audit Committee of the Board

Considered and approved at the Sixth Meeting of the Fifth Session of the Board on 7 December 2005

First Amendment at the Sixth Meeting of the Sixth Session of the Board on 27 March 2009

Second Amendment at the Fifth Meeting of the Seventh Session of the Board on 29 March 2012

Third Amendment at the Eleventh Meeting of the Eighth Session of the Board on 16 March 2016

Chapter 1: General Provisions

Article 1: In order to enhance the decision-making function of the board of directors (the Board) of Sinopec Shanghai Petrochemical Company Limited (the Company), to ensure the Board's effective supervision over the management and to improve its corporate governance structure, the Company has established the audit committee (the Audit 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, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Articles of Association of Sinopec Shanghai Petrochemical Company Limited (the Articles of Association)* and other relevant regulations.

Article 2: The Audit Committee shall be a special committee under the Board. It is primarily responsible for proposing the appointment or replacement of an external audit firm and facilitating the communications between the internal and external auditors of the Company; overseeing the Company's internal audit policy and the implementation thereof; auditing the Company's financial information and the disclosure thereof; and reviewing the Company's risk management and internal control system.

Chapter 2: Composition

Article 3: The Audit Committee shall be composed of three non-executive directors, at least two of whom shall be independent non-executive directors. At least one independent non-executive director shall be an accounting professional.

Article 4: The members of the Audit Committee shall be elected by the Board.

Article 5: The Audit Committee shall have a chairperson who shall be a member of the Audit Committee and an independent non-executive director, and in charge of the work of the Audit Committee. The chairperson shall be nominated among the members by the chairman of the Board and elected by the Board.

Article 6: The term of office of the members of the Audit 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.

Table of Contents

Article 7: The Audit Committee shall have a secretary appointed by the chairperson of the Audit Committee. The secretary shall be responsible for the day-to-day liaison work, the arrangement of meetings, etc..

Article 8: No members of the Audit Committee may receive, directly or indirectly, any counseling fees, consultant fees or other rewards other than the remuneration from the Company.

Chapter 3: Duties and Powers

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

- (1) to propose the appointment or replacement of an external audit firm and to oversee the work of the external audit firm;
- (2) to oversee the Company's internal audit policy and the implementation thereof;
- (3) to ensure that the internal audit function is adequately resourced and has the appropriate standing within the Company, and to review and monitor its effectiveness;
- (4) to be in charge of the communications between the Company's internal and external auditors;
- (5) to review the Company's financial reports and the disclosure thereof;
- (6) to review the Company's risk management and internal control system and submit to the Board an annual self-assessment report on the Company's risk management and internal control;
- (7) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, financial reporting and internal audit functions;
- (8) to review the major connected transactions;
- (9) to review the arrangements made by the Company for the concerns raised by employees in confidence about improprieties in financial reporting, risk management, internal control or other matters, and to ensure that the Company will conduct a fair and independent investigation of these matters and take appropriate follow-up action;

(10) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and

(11) to perform other duties and powers as assigned by the Board.

Article 10: The Audit Committee shall be accountable to the Board. The resolutions made by the Audit Committee may be implemented only after the same are submitted to the Board for consideration and approval.

Table of Contents

Chapter 4: Decision-making Procedures

Article 11: According to its duties and powers, the Audit Committee shall have the power to request for any information from various functions under the Company as well as the subsidiaries and holding companies, including but not limited to:

- (1) relevant financial reports of the Company;
- (2) work reports by the internal audit function;
- (3) external audit contracts and relevant work reports;
- (4) information disclosure to the public by the Company;
- (5) audit reports on the Company's major connected transactions; and
- (6) other relevant information as deemed necessary by the Audit Committee.

Article 12: The Audit Committee shall appraise the matters listed above through discussion and refer the relevant written resolution materials to the Board for discussion, which shall include (but is not limited to):

- (1) an evaluation of the performance of the external audit firm as well as the appointment and replacement of the external audit firm;
- (2) whether or not the Company's risk management and internal control system is adequate and sound and has been implemented effectively and whether or not there are any major defects in the system;
- (3) whether or not the financial reports and other information disclosed to the public by the Company are comprehensive, objective and true; and whether or not the major connected transactions of the Company are in compliance with the relevant laws and regulations; and
- (4) other relevant matters.

Chapter 5: Work Rules for Annual Reports

Article 13: The Audit Committee shall, after the end of each financial year, discuss with the accounting firm responsible for the auditing of the Company's annual reports (i.e. the external audit firm, the same below) on the timetable for the auditing of the financial reports for that year; it shall urge the accounting firm to submit an audit

report within an agreed time limit and form a record, in the form of a written opinion, of the method, frequency and result of each urging, signed by a relevant responsible person as confirmation. The Audit Committee should have at least two meetings with the external audit firm each year.

Table of Contents

Article 14: The Audit Committee shall, prior to the on-site annual audit by the accounting firm, review the financial and accounting statements prepared by the Company and form a written review opinion, shall, during the on-site annual audit by the accounting firm, strengthen the communications with the accounting firm and shall, after a preliminary audit opinion is presented by the accounting firm, review the Company's financial and accounting statements and form a written review opinion again.

Article 15: The Audit Committee shall vote on the annual financial and accounting statements and submit the same to the Board for consideration after forming a resolution thereon.

Article 16: During the reappointment of an accounting firm for the annual audit for the following year, the Audit Committee shall conduct a comprehensive and objective evaluation of the audit for that year completed by and the quality of the auditing practices of the accounting firm, form an affirmative opinion and submit the same to the Board for consideration and approval and to a general meeting of shareholders for consideration. If a negative opinion is formed, it shall appoint another accounting firm.

In the event of the appointment of another accounting firm for the annual audit for the following year, the Audit Committee shall, by way of interviews and communications, acquire a comprehensive understanding and conduct a proper evaluation of the previously appointed accounting firm and the proposed appointed accounting firm, form a resolution and submit the same to the Board for consideration and approval and to a general meeting of shareholders for consideration. It shall also notify the previously appointed accounting firm to attend the general meeting and express its views thereat. The Company shall make a full disclosure of the resolution made at the general meeting and the views expressed by the previously appointed accounting firm thereat.

The abovementioned communications, evaluations, opinions and resolution by the Audit Committee shall be included in a written record which shall be signed by the relevant parties and shall, within three working days after the disclosure of the resolution made at the general meeting, be reported to the securities regulatory bureau in the place where the Company is incorporated.

Chapter 6: Rules of Procedure

Article 17: The Audit Committee shall convene no less than two meetings a year by giving notice to all its members ten days in advance. Meetings shall be chaired by the chairperson of the Audit Committee. If the chairperson is unable to attend a meeting, he may appoint another member (an independent non-executive director) to chair the meeting.

The Audit Committee shall convene a meeting upon proposal by a majority of members. The external auditors may call for a meeting when necessary.

Table of Contents

Article 18: The Audit 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 19: Voting shall be made by a show of hands or by ballot at a meeting of the Audit Committee. The Audit Committee may accept a written motion in lieu of convening a meeting. A written motion that is passed by a majority of all members shall form an effective resolution.

Article 20: The Audit Committee may invite the Company's internal auditing officers to attend a meeting as non-voting attendees and may, if necessary, invite the directors, supervisors, other officers and the appointed external audit firm of the Company to attend a meeting as non-voting attendees.

Article 21: The Audit Committee may consider professional advice from the external legal advisor or other independent parties. If necessary, the Audit Committee may engage an intermediary to provide professional advice on its decision-making at the expense of the Company.

Article 22: The procedures for convening a meeting of the Audit Committee, the method of voting thereat and the resolutions passed thereat shall be in compliance with the relevant laws, regulations, Articles of Association and these Rules of Procedure.

Article 23: Meetings of the Audit Committee shall have their minutes on which the members present at such meetings shall sign their names. Meeting minutes and resolutions shall be maintained by the Office of the Secretary to the Board.

Article 24: Resolutions passed at a meeting of the Audit Committee and the voting results thereat shall be reported in writing to the Board.

Article 25: 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 may disclose the relevant information without authorization.

Chapter 7: Supplementary Provisions

Article 26: These Rules of Procedure shall be effective from the date of adoption by the Board.

Article 27: Matters not covered hereunder shall be dealt with pursuant to the provisions of the relevant laws, regulations and the Articles of Association. In case of any conflict between these Rules of Procedure and the relevant laws or regulations to be promulgated in future or the Articles of Association to be amended by legal procedures, the relevant laws, regulations and the Articles of Association shall prevail, amendments shall be made immediately to these Rules of Procedure and submitted to the Board for consideration and approval.

Article 28: The right to construe these Rules of Procedure shall reside in the Board.

Table of Contents

Exhibit 99.5

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00338)

Sinopec Shanghai Petrochemical Company Limited

2015 Annual Results Announcement

1 IMPORTANT MESSAGE

- 1.1 The Board of Directors (the Board) and the Supervisory Committee of Sinopec Shanghai Petrochemical Company Limited (the Company or SPC) as well as its Directors, Supervisors and Senior Management warrant the truthfulness, accuracy and completeness of the information contained in this annual report, and warrant that there are no false representations or misleading statements contained in, or material omissions from, the 2015 annual report of the Company, and severally and jointly accept responsibility.
- 1.2 This annual report summary is extracted from the full text of the 2015 annual report. The Chinese version of the full report is published on www.sse.com.cn. For detailed content, investors are advised to read the full text of the 2015 annual report.
- 1.3 If any director fails to attend the Board meeting for approving the 2015 annual report of the Company, his name shall be set out separately:

Position	Name of Director not Attending	Reasons for Absence	Name of Proxy
Director	Wu Haijun	Business engagement	Gao Jinping
Director	Ye Gu		