

IMPORTANT:

The Board of Directors (the "Board") and Supervisory Committee of Sinopec Shanghai Petrochemical Company Limited (the "Company" or "SPC") as well as its directors, supervisors, senior management warrant that there are no material omissions from, or misrepresentation or misleading statement contained in this report, and severally and jointly accept full responsibility for the authenticity, accuracy and completeness of the information contained in this report.

Directors Mr. Wu Haijun, Mr. Gao Jinping, Mr. Lei Dianwu and Mr. Jiang Zhiquan were absent from the 10th meeting of the fifth session of the Board due to business engagement. Mr. Wu Haijun and Mr. Gao Jinping had appointed and authorized Mr. Rong Guandao, chairman of the Company, as their irrevocable voting proxies. Director, Mr. Lei Dianwu, had appointed Mr. Xiang Hanyin, director, as his irrevocable voting proxy. Independent director, Mr. Jiang Zhiquan, had appointed Mr. Chen Xinyuan, independent director, as his irrevocable voting proxy. The 2005 Annual Report has been considered and approved by the Board.

The Company prepared the financial statements for the year ended 31 December 2005 in accordance with the People's Republic of China ("PRC") Accounting Rules and Regulations as well as with International Financial Reporting Standards ("IFRS"), and they have been audited by KPMG Huazhen and KPMG respectively and both firms have issued unqualified opinions on the financial statements.

Mr. Rong Guandao, Chairman and President of the Company, Mr. Du Chongjun, Vice Chairman and Vice President and Mr. Han Zhihao, Director and Chief Financial Officer hereby warrant the authenticity and completeness of the financial report contained in this report.

