

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 truthfulness, accuracy and completeness of the information contained in this report.

Mr. Lei Dianwu, director, was unable to attend the 18th meeting of the fifth session of the Board and appointed Mr. Rong Guangdao, chairman of the Company, as his irrevocable voting proxy. The 2006 annual report has been considered and approved by the Board.

The Company prepared the financial statements for the year ended 31 December 2006 (the “Reporting Period”) in accordance with the People's Republic of China (“PRC”) Accounting Rules and Regulations as well as the International Financial Reporting Standards (“IFRS”). They have been audited by KPMG Huazhen and KPMG respectively, and both firms have issued unqualified opinions on the financial statements in its auditors' report.

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 overseeing the accounting operations hereby warrant the truthfulness and completeness of the financial report contained in this report.

