

SINOPEC SHANGHAI PETROCHEMICAL CO LTD

Form 6-K

April 30, 2015

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# **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 April 2015**

**Commission File Number: 1-12158**

## **Sinopec Shanghai Petrochemical Company Limited**

**(Translation of registrant's name into English)**

**Jinshanwei, Shanghai**

**The People's Republic of China**

**(Address of principal executive offices)**

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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): ☐

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If ☒ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- Not Applicable

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**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: April 30, 2015

By: /s/ Wang Zhiqing

Name: Wang Zhiqing

Title: President

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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sinopec Shanghai Petrochemical Company Limited, you should at once hand this circular, together with the enclosed form of proxy and notice of attendance, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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

**(Stock Code: 00338)**

**NOTICE OF 2014 ANNUAL GENERAL MEETING**

**2014 Work Report of Board of Directors**

**2014 Work Report of Supervisory Committee**

**2014 Audited Financial Statements**

**2014 Profit Distribution Plan**

**2015 Financial Budget Report**

**Re-appointment of Domestic and International Auditors**

**The Election of Independent Supervisor of the Eighth Session of the Supervisory Committee**

**The Election of Independent Non-executive Directors of the Eighth Session of the Board of the Company**

A notice on convening the 2014 annual general meeting of Sinopec Shanghai Petrochemical Company Limited to be held at Jinshan Roller-Skating Stadium, No. 5, Xincheng Road, Jinshan District, Shanghai, the PRC ( ) on Thursday 18 June 2015 at 2:00 p.m. is set out on

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pages 1 to 7 of this circular. Whether or not you are able to attend the 2014 annual general meeting in person, please complete the form of proxy of the Company in accordance with the instructions printed thereon and return it to Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time for holding the 2014 annual general meeting or any adjournment thereof (as the case may be).

Completion and return of the form of proxy of the Company will not preclude you from attending and voting in person at the 2014 annual general meeting or any adjournment thereof (as the case may be) as you wish.

A shareholder or its representative shall produce necessary proof of identity and provide information which enables the Company to confirm his/her/its identity as a shareholder. For details, please refer to Part II of the Notes of this Notice of 2014 Annual General Meeting, Registration procedures for attending the Annual General Meeting .

29 April 2015

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**NOTICE OF ANNUAL GENERAL MEETING**

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

**(Stock Code: 00338)**

**NOTICE OF 2014 ANNUAL GENERAL MEETING**

Sinopec Shanghai Petrochemical Company Limited (the Company) and all the members of its board of directors (the Board) warrant the truthfulness, accuracy and completeness of the information contained in this notice and jointly accept full responsibility for any false representation or misleading statements contained in, or material omissions from, this notice.

The Company resolved to convene the 2014 annual general meeting of the Company (the AGM) at Jinshan Roller-skating Stadium, No.5, Xincheng Road, Jinshan District, Shanghai on 18 June 2015 at 2:00 p.m (Thursday).

Items to be considered at the AGM

1. To consider and pass the following ordinary resolutions by way of non-cumulative voting:
  - (1) 2014 Work Report of the Board of the Company;
  - (2) 2014 Work Report of the Supervisory Committee of the Company;
  - (3) 2014 Audited Financial Statements of the Company;
  - (4) 2014 Profit Distribution Plan of the Company;
  - (5) 2015 Financial Budget Report of the Company;
  - (6) The re-appointment of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) and PricewaterhouseCoopers as the domestic and international auditors, respectively, of the Company for the year 2015 and authorization of the Board to determine their remuneration based on the terms of work;
  - (7) The election of Mr. Pan Fei as an independent supervisor of the eighth session of the Supervisory Committee of the Company.





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**NOTICE OF ANNUAL GENERAL MEETING**

2. To consider and pass the following ordinary resolutions by way of cumulative voting:

(8) The resolution relating to the election of independent non-executive Directors of the eighth session of the Board.

8.1 Liu Yunhong; and

8.2 Du Weifeng.

Details of the resolutions proposed at the AGM are available on the websites of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and The Stock Exchange of Hong Kong Limited (<http://www.hkex.com.hk>), and will also be published in the circular of the Company to the H shareholders.

By order of the Board

**Sinopec Shanghai Petrochemical Company Limited**

**Tang Weizhong**

*Company Secretary*

Shanghai, the PRC, 29 April 2015

*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 Shen Liqiang, Jin Mingda, Cai Tingji and Zhang Yimin.*

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**NOTICE OF ANNUAL GENERAL MEETING**

**Notes:**

**I. Attendee of the AGM**

**1. Eligibility for attending the Annual General Meeting**

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 Monday, 18 May 2015 are eligible to attend the Annual General Meeting. Holders of H Shares who wish to attend the Annual General Meeting shall lodge their share certificates accompanied by the transfer documents with Hong Kong Registrars Limited (the address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before 4:30 p.m. on Monday, 18 May 2015.

**2. Proxy**

- (1) A member eligible to attend and vote at Annual General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) A proxy should be appointed by a written instrument signed by the appointer or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorising that attorney to sign or other authorisation document(s) must be notarised.
- (3) To be valid, the power of attorney or other authorisation document(s) which 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 Annual General Meeting. 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 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 this proxy form during the required period, the shareholder will be deemed as having not attended the AGM and the relevant proxy form will be deemed as void.

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

**4. The lawyers of the Company**

**5. Others**



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**NOTICE OF ANNUAL GENERAL MEETING**

**II. Registration procedures for attending the Annual General Meeting**

1. A shareholder of the Company or his/her proxy shall produce proof of identity (identity card or passport) when attending the AGM. 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 adopted 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 intending to attend the Annual General Meeting should complete and return the notice of attendance to the Company before Friday, 29 May 2015. For details, please refer to the notice of attendance.

**III. Miscellaneous**

1. Each shareholder (or his or her proxy) shall exercise his or her voting rights by way of poll.
2. The AGM is expected to last for half a day. Shareholders or their proxies attending the AGM shall be responsible for their own transportation and accommodation expenses.
3. The Company will not affect any transfer on the H share registrar of the Company from Tuesday, 19 May 2015 to Thursday, 18 June 2015 (both days inclusive).
4. The Secretariat for the AGM is: The Secretariat of the Board of Sinopec Shanghai Petrochemical Company Limited with the address of: No. 48 Jinyi Road, Jinshan District

Shanghai, the PRC

Postal code: 200540

Telephone: (8621) 57943143

Fax: (8621) 57940050

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**APPENDIX 1**

**BIOGRAPHIES OF CANDIDATES FOR THE EIGHTH  
SESSION OF THE SUPERVISORY COMMITTEE**

**Mr. Pan Fei**, aged 59, holds a PhD in Accounting and is a PhD supervisor. Mr. Pan is the Deputy Dean of the School of Accountancy and a Professor of Accounting at Shanghai University of Finance and Economics. Mr. Pan worked as a Lecturer, Associate Professor, and Professor of Accounting and Deputy Dean of School of Accountancy at Shanghai University of Finance and Economics in 1983-1995, 1995- 2000, and from 2000 onwards, respectively. Mr. Pan is also an Independent Director of Bright Dairy & Food Co., Ltd, Universal Scientific Industrial (Shanghai) Co., Ltd, Shanghai M&G Stationery Inc, and Shanghai Wanye Enterprises Co., Ltd.

Mr. Pan graduated from the Shanghai University of Finance and Economics with a bachelor's degree in accounting in January 1983. He also obtained a master's degree in accounting with a major in cost management accounting in January 1991, and obtained a PhD in accounting with a major in accounting theory in June 1998 at the Shanghai University of Finance and Economics in June 1998.

Save as disclosed above, Mr. Pan does not and did not hold any directorships at other public companies in the three years immediately preceding the date of this circular. Mr. Pan has no other connected relationships with the Company, Directors, Supervisors, Senior Management, controlling shareholders, substantial shareholders or de facto controllers of the Company, and does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Pan has never faced any disciplinary action by the China Securities Regulatory Commission or other relevant commissions, nor has he been sanctioned by any stock exchange.

The relevant resolution in respect of election of the independent supervisor of the eighth session of the Supervisory Committee will be tabled at the Company's 2014 annual general meeting. If the resolution is approved at the 2014 annual general meeting, the newly appointed independent supervisor of the eighth session of the Supervisory Committee will enter into supervisor's service contract with the Company on or around the date of 2014 annual general meeting. His term of office will begin on the date of approving the resolution at the 2014 annual general meeting and expire in June 2017. The remuneration of the newly appointed independent supervisor will be determined in accordance with the

Remuneration Payment Method for Directors, Supervisors and Senior Management approved at the Company's 2002 annual general meeting. The Company will disclose the detailed sums of the remuneration he has received for the year in the relevant annual reports. The supervisor's remuneration is not covered in the supervisor's service contract.

Save as disclosed above, the Company was not aware of any information that needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor was the Company aware of any matters that need to be disclosed to the shareholders save as disclosed above.

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**APPENDIX 2**

**BIOGRAPHIES OF CANDIDATES FOR  
THE EIGHTH SESSION OF THE BOARD OF DIRECTORS**

**Mr. Liu Yunhong**, aged 38, is a doctor of law and a post-doctoral fellow in economics and law. Mr. Liu is the General Manager of the Investment Banking Department of Hwabao Securities co. Ltd. He is also Deputy Head of the Institute of International M&A and Investment, Renmin University of China and a supervisor of post-graduate studies at East China University of Political Science and Law. From June 2008 to August 2010, Mr. Liu was the Head of Legal and Compliance Division of Guotai Asset Management Co., Ltd. From September 2010 to August 2012, he conducted post-doctoral research at the Shanghai Stock Exchange. From September 2012 to October 2013, Mr. Liu was the General Manager of the Investment Banking Department of Aerospace Securities Co., Ltd. From October 2013 onwards, Mr. Liu has been the General Manager of the Institutional Business Department (later renamed as the Investment Banking Department) of Hwabao Securities co. Ltd. Mr. Liu is also an Independent Director of Shanghai Aerospace Automobile Electromechanical Co.,Ltd. and Guangdong Hec Technology Holding Co., Ltd.

Mr. Liu obtained a doctorate degree in Law majoring in civil and commercial law in July 2008. From October 2008 to August 2010, Mr. Liu was a researcher conducting post-doctoral research in economics at Guanghua School of Management, Peking University.

Save as disclosed above, Mr. Liu does not and did not hold any directorships at other public companies in the three years immediately preceding the date of this circular. Mr. Liu has no other connected relationships with the Company, Directors, Supervisors, Senior Management, controlling shareholders, substantial shareholders or de facto controllers of the Company, and does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Liu has never faced any disciplinary action by the China Securities Regulatory Commission or other relevant commissions, nor has he been sanctioned by any stock exchange.

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**APPENDIX 2**

**BIOGRAPHIES OF CANDIDATES FOR  
THE EIGHTH SESSION OF THE BOARD OF DIRECTORS**

**Mr. Du Weifeng**, aged 38, holds a master's degree in law and a master's degree in business administration and is a lawyer. Mr. Du is a partner of the Shanghai branch of Beijing JunZeJun Law Offices. He was a lawyer at Watson & Band Law Offices in Shanghai between June 2004 and December 2006, and a lawyer at Wintell & Co Law Firm in Shanghai between January 2007 and February 2009. He has been a partner of the Shanghai branch of Beijing JunZeJun Law Offices since February 2009. Mr. Du has extensive experience in the disposal of non-performing financial assets, and is very familiar with the processes and methods of disposal of non-performing financial assets.

Mr. Du obtained a bachelor's degree in commercial law from Shanghai University in July 1998, and a master's degree in commercial law from Bristol University in September 2005. He also obtained a master's degree in business administration from China Europe International Business School in October 2013.

Save as disclosed above, Mr. Du does not and did not hold any directorships at other public companies in the three years immediately preceding the date of this circular. Mr. Du has no other connected relationships with the Company, Directors, Supervisors, Senior Management, controlling shareholders, substantial shareholders or de facto controllers of the Company, and does not hold any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Du has never faced any disciplinary action by the China Securities Regulatory Commission or other relevant commissions, nor has he been sanctioned by any stock exchange.

The relevant resolution in respect of election of the independent non-executive directors of the eighth session of the Board will be tabled at the Company's 2014 annual general meeting. If the resolution is approved at the 2014 annual general meeting, the newly appointed independent non-executive directors of the eighth session of the board of directors will enter into directors' service contracts with the Company on or around the date of 2014 annual general meeting. Their term of office will begin on the date of approving the resolution at the 2014 annual general meeting and expire in June 2017. The remuneration of the newly appointed directors will be determined in accordance with the Remuneration Payment Method for Directors, Supervisors and Senior Management approved at the Company's 2002 annual general meeting, while the allowances for the newly appointed independent directors will be implemented in accordance with the Remuneration Payment Method for Independent Directors amended at the Company's 2007 annual general meeting. The Company will disclose the detailed sums of the remuneration they have received for the year in the relevant annual reports. The directors' remuneration is not covered in the directors' service contract.

Save as disclosed above, regarding the appointment of the two candidates for directors, the Company was not aware of any information that needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor was the Company aware of any matters that need to be disclosed to the shareholders save as disclosed above.

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

**(Stock Code: 00338)**

**Overseas Regulatory Announcement**

**Announcement on Abnormal Fluctuation of A-Share Stock Trading**

This announcement is made pursuant to the disclosure obligations under Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

We hereby set forth the Announcement on Abnormal Fluctuation of A-Share Stock Trading published by us on the website of Shanghai Stock Exchange and newspapers in the People's Republic of China.

**Sinopec Shanghai Petrochemical Company Limited**

Shanghai, the PRC, April 29, 2015

*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 Shen Liqiang, Jin Mingda, Cai Tingji and Zhang Yimin.*

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Stock Code: 600688

Stock Abbreviation: Shanghai Sinopec

Announcement No.: Lin

2015-14

**Sinopec Shanghai Petrochemical Company Limited**

**Announcement on Abnormal Fluctuation of A-Share Stock Trading**

The Company's board of directors and all members thereof warrant that this announcement contains no misrepresentations, misleading statements or material omissions, and they are jointly and severally responsible for the truth, accuracy and completeness of the information contained in this announcement.

**IMPORTANT:**

The aggregate deviation value of the closing prices of the Company's stocks in two consecutive trading days of April 28 and 29, 2015 exceeded 20%;

According to the Company's inquiry of its controlling shareholder China Petroleum & Chemical Corporation and its actual controller China Petrochemical Corporation by letter, as of now, none of the Company, its controlling shareholder and its actual controller has failed to disclose any material information that should be disclosed, including, without limitation, any major assets restructuring, share issue, acquisition of a listed company, debt restructuring, business restructuring, divestment, assets injection and other major matters; and they undertake not to plan any of the above major matters at least within the next three months.

**I. Details of Abnormal Fluctuation of Stock Trading**

The aggregate deviation value of the closing prices of the stocks of Sinopec Shanghai Petrochemical Company Limited in two consecutive trading days of April 28 and 29, 2015 exceeded 20%, representing an abnormal fluctuation of stock trading in accordance with the relevant provisions of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange.

**II. Statement of Concern about and Verification of Relevant Matters**

With regard to the abnormal fluctuation of the trading price of the Company's stocks, the Company hereby makes the following statement after checking the relevant matters and inquiring of its largest shareholder and actual controller:

1. The Company needs not to amend or supplement its previously disclosed information; there is no major event that should be but has not been disclosed by the Company; and the Company has not noticed any media report or market rumor that may materially affect the trading price of the Company's stocks.
2. According to the internal inspection by the Company's board of directors, the Company is in normal production and operation, and there is no major matter that may cause the abnormal fluctuation of the trading price of the Company's stocks, including, without limitation, any major assets restructuring, share issue, acquisition of a listed company, debt restructuring, business restructuring, divestment, assets injection and other major matters; and the Company undertakes not to plan any of the above major matters at least within the next three months.
3. According to the inquiry with the Company's largest shareholder and actual controller, except the information that has been disclosed, to date and in the foreseeable next three months, the Company has not failed and will not fail to disclose any material information that should be disclosed, including but not limited to information about material asset restructuring, share offering, listed company

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acquisition, debt restructuring, business restructuring, asset stripping, asset injection and other major matters, and undertakes not to plan any of the above major matters within at least the next three months.

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**III. Statement on No Material Information That Should Be but Has Not Been Disclosed**

The Company's board of directors confirms that there is no matter that the Company should disclose in accordance with the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other relevant regulations but has not disclosed, nor is there any plan, negotiation, intention or agreement relating to such matter, and the board of director is not aware of any information that the Company should disclose in accordance with the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other relevant regulations but has not disclosed and that may greatly affect the trading prices of the Company's stocks and their derivatives.

**IV. Risk Alert That Is Necessary at the Company's Discretion**

The Company's board of directors reminds investors that: *China Securities Journal*, *Shanghai Securities News*, the *Securities Times* and the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) are the designated newspapers and website for the Company to disclose information. Investors should refer to such designated newspapers and website for information concerning the Company. Please beware of investment risks.

Board of Directors

Sinopec Shanghai Petrochemical Company Limited

April 29, 2015