

SINOPEC SHANGHAI PETROCHEMICAL CO LTD

Form 6-K

November 06, 2014

[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 November 2014**

**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)**

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

**Table of Contents**

SINOPEC SHANGHAI PETROCHEMICAL COMPANY LIMITED

Form 6-K

TABLE OF CONTENTS

	Page
<u>Signature Page</u>	3
<u>Form of Proxy for the First H Shareholders Class Meeting for 2014</u>	4

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: November 6, 2014

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

3

**Table of Contents**

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

**(Stock Code: 00338)**

**Form of Proxy for the First H Shareholders Class Meeting for 2014**

Number of H shares to which this proxy form relates

I/We \_\_\_\_\_ of address/identity card number and shareholder number \_\_\_\_\_ being shareholder/shareholders of Sinopec Shanghai Petrochemical Company Limited (the **Company**) holding \_\_\_\_\_ H shares of the Company hereby appoint the Chairman of the first H shareholders class meeting for 2014 (the **H Shareholders Class Meeting**)/

as my/our proxy to attend the H Shareholders Class Meeting on my/our behalf to be held in Jinshan District, Shanghai, the PRC, at 3:00 p.m. on Tuesday, 23 December 2014, or immediately as soon as the conclusion of the A Shareholders Class Meeting, to vote on the following resolutions as indicated. If no instruction as to how to vote is given, my/our proxy will be entitled to exercise his/her discretion as to how to vote.

<b>Special Resolutions</b>		<b>For</b>	<b>Against</b>
1	<b>THAT</b> the Share Option Scheme (the terms of which have been set out in a document marked A, submitted to the H Shareholders Class Meeting and signed by the chairman of the H Shareholders Class Meeting for identification purposes, and a summary of terms of which, set out according to the structure and terms specified below, is contained in Appendix I to the circular of the Company dated 6 November 2014), be and is hereby approved and adopted:		
1.1	the basis for determining the Participants and the scope of the Participants;		
1.2	the source and number of the Underlying Shares;		
1.3	the Validity Period, the Grant Date, the vesting period, the exercise arrangements and the lock-up provisions under the Scheme;		
1.4	the Exercise Price of the Share Options and the basis of determination;		
1.5	the conditions of the Grant and the exercise of the Share Options;		
1.6	the methods and procedures for adjusting the number and the Exercise Price of the Share Options;		
1.7	the accounting policies of the Share Options;		
1.8	the procedures of the Grant and the exercise of the Share Options;		
1.9	the respective rights and obligations of the Company and the Participants;		
1.10	the solutions for special circumstances; and		
1.11	the amendments and termination of the Share Option Scheme.		
2	<b>THAT</b> the Board be and is hereby authorised to deal with all matters in relation to the Share Option Scheme of the Company. The Board is hereby		

authorized to conduct, among others, the following:

- (i) to grant the Share Options to the Participants upon fulfilment of the Conditions of Grant by the Company and the Participants, and to handle all matters necessary in relation to the grant of the Share Options;
- (ii) to examine and confirm the fulfilment of the effective conditions by the Company and the Participants, and to handle all matters necessary in relation to the exercise of the Share Options by the Participants, including but not limited to determining the exercise prices for each batch of the Share Options in accordance with the Share Option Scheme;

**Table of Contents**

	<b>Special Resolutions</b>	<b>For</b>	<b>Against</b>
(iii)	to approve the proposal on share options to be granted in the future, and to handle the corresponding approval processes in accordance with the then prevailing laws, regulations and rules of competent authorities;		
(iv)	to adjust the number of the Share Options, the number of the underlying Shares, the exercise price and etc. in accordance with the provisions of the Share Option Scheme, in the event of any capitalisation issue, bonus issue, sub-division or consolidation of Shares or rights issue as specified in the Share Option Scheme;		
(v)	to handle the Share Options (effective or not effective, exercised or outstanding) granted to the Participants in accordance with the provisions of the Share Option Scheme, in the event of such special events as resignation, retirement or death in relation to the Company or the Participants as specified in the Share Option Scheme;		
(vi)	to determine whether to reclaim the benefits obtained from the exercise of the Share Options by the Participants in accordance with the provisions of the Share Option Scheme;		
(vii)	to otherwise manage the Share Option Scheme where necessary;		
(viii)	to carry out any other matters (exclusive of those matters expressly stipulated in relevant documents to be determined or approved by the general meeting) necessary for the Share Option Scheme, including amending the Administrative Measures for Appraisal under the A Share Option Incentive Scheme of the Company;		
(ix)	to handle such processes as approval, registration, filing, verification or consent in relation to the Share Option Scheme with relevant governmental departments or institutions; to execute, perform, amend or complete the documents submitted to the relevant governmental departments, institutions, organizations or individuals; and to conduct all acts, things and matters it deems as necessary, appropriate or advisable in relation to the Share Option Scheme; and		
(x)	the abovementioned authorization to the Board shall be valid as long as the Share Option Scheme is effective.		

\* Please refer to the notice of the H Shareholders' Class Meeting set out in the circular of the Company dated 6 November 2014 for the full text of the aforesaid resolutions. You should read the circular before appointing any proxies.

\*\* Please note that Mr. Jin Mingda, an independent non-executive director of the Company, has sent out a proxy form for the solicitation of voting rights for the H Shareholders' Class Meeting (the **Independent Director's Proxy Form**) in accordance with relevant PRC regulations to solicit votes from the shareholders in respect of the

resolutions relating to the Share Option Scheme at the H Shareholders Class Meeting. Should you wish to appoint Mr. Jin Mingda as your proxy to vote for you and on your behalf at the H Shareholders Class Meeting on the resolutions relating to the Share Option Scheme, please complete and return the Independent Director's Proxy Form to Hong Kong Registrars Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by hand or by post, not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting or any adjournment thereof (as the case may be). For the avoidance of doubt, if you wish to appoint persons other than Mr. Jin Mingda as your proxy to vote on your behalf on resolutions relating to the Share Option Scheme at the H Shareholders Class Meeting, you may complete and return this proxy form only and disregard the Independent Director's Proxy Form. **If you complete and return both this proxy form and the Independent Director's Proxy Form and your voting indications in relation to the relevant resolutions as set out in this proxy form and the Independent Director's Proxy Form are inconsistent, your voting indications set out in the Independent Director's Proxy Form will be counted as your vote(s) for or against the relevant resolutions on the Share Option Scheme.**

Date: 2014

Signature:

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**Table of Contents**

*Notes:*

1. Please fill in the number of H shares registered in your name(s) to which this form of proxy relates. Failure to fill in the number of shares will cause this form of proxy to be deemed to relate to all the H shares registered in the Company in your name(s).
2. H shareholders of the Company, please fill in your full name(s) and address(es) in **BLOCK LETTERS**.
3. Please fill in the number of shares registered in your name(s).
4. Any shareholder entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint more than one proxy to attend the H Shareholders Class Meeting and vote on his/her behalf. A proxy need not be a shareholder of the Company. If any proxy other than the Chairman of the H Shareholders Class Meeting is preferred, please strike out the Chairman of the first H shareholders class meeting for 2014 and insert the name, address and identity card number of the proxy desired in the space provided. A shareholder is entitled to appoint any person of his/her own choice to be his/her proxy. The proxy does not need to be a shareholder of the Company but he/she must attend the H Shareholders Class Meeting in person.
5. **Note: If you intend to vote for any resolution, please mark ü in the for column. If you intend to vote against the resolution, please mark X in the against column. If no instruction is given, the appointed proxy shall have the discretion to vote.**
6. This form of proxy must be signed by you or your proxy duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of the legal representative (person-in-charge) or attorney duly authorised. If this form of proxy is signed by your proxy, it must be notarised.
7. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarised certified copy thereof, must be returned to the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, **not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting or any adjournment thereof (as the case may be).**
8. Any alternation made to this form of proxy must be initialed by the person(s) who sign(s) it.
9. In representing a shareholder to attend the H Shareholders Class Meeting, the proxy so appointed shall produce his/her proof of identity and the power of attorney duly signed by the person appointing the proxy or his or her legal representative. The power of attorney shall state the date of issuance.