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Titan Petrochemicals Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1192)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Titan Petrochemicals Group Limited (the “**Company**”) will be held at The Collab, 24/F, OfficePlus@Wanchai, 303 Hennessy Road, Wanchai, Hong Kong on 9 March 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement dated 31 December 2020 and executed on 4 January 2021 (the “**Sale and Purchase Agreement**”) entered into between 舟山甬泰船務有限公司 (Zhoushan Yongtai Shipping Co., Ltd.*) a subsidiary of the Company, as the vendor (the “**Vendor**”) and 福建金鉗投資有限公司 (Fujian Jinqian Investments Co., Ltd.*) as purchaser (the “**Purchaser**”) in relation to, among other things, the sale and purchase of 100% registered capital (the “**Equity Interests**”) of 泰山石化(福建)有限公司 (Titan Petrochemicals (Fujian) Ltd.*) (the “**Target Company**”) for a consideration of RMB1 and the transactions contemplated thereunder be and are ratified, confirmed and approved and any directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder); and

- (b) any Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and the transactions contemplated thereunder as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the Sale and Purchase Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the Board
Titan Petrochemicals Group Limited
Zhang Qiangdong
Executive Director

Hong Kong, 22 February 2021

Registered office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong

Room 802, 8/F.
OfficePlus@Wanchai
No. 303 Hennessy Road
Wanchai
Hong Kong

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint one, or if such member is a holder of more than one Share, more proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy need not be a member of the Company.
2. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. In order to be valid, the form of proxy must be duly lodged at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for the SGM or any adjourned meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
5. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting, the vote of the such holder so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.

6. Shareholders of the Company who are entitled to attend and vote at the SGM are those whose names appear as shareholders of the Company on the register of members of the Company as at the close of business on Monday, 8 March 2021. In order to be eligible to attend and vote at the SGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 8 March 2021.
 7. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
- * *The English translation of Chinese names or words in this notice, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names and words.*

As at the date of this notice, the executive Director is Mr. Zhang Qiandong; the non-executive Directors are Mr. Lai Wing Lun (Chairman) and Mr. Osman Mohammed Arab; and the independent non-executive Directors are Mr. Lau Fai Lawrence, Mr. Sun Feng and Mr. Cheung Hok Fung Alexander.