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三江化工
SANJIANG CHEMICAL

CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED

中國三江精細化工有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2198)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of China Sanjiang Fine Chemicals Company Limited (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 20 December 2022 at 24/F, OfficePlus@WanChai, 303 Hennessy Road, Wan Chai, Hong Kong for the purpose of considering and, if thought fit, approving the following resolutions as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 30 November 2022.

The following resolutions will be considered and, if thought fit, approved by the Shareholders, with or without amendments, at the EGM:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the supplemental steam supply agreement (the “**Supplemental Sanjiang New Material Steam Supply Agreement**”) dated 23 September 2022 entered into between 浙江三江化工新材料有限公司 (Zhejiang Sanjiang New Material Co., Ltd*) (“**Sanjiang New Material**”) and 浙江嘉化能源化工股份有限公司 (Zhejiang Jiahua Energy Chemical Co. Ltd.*) (“**Jiahua Energy Chemical Co.**”), for amending the existing annual caps under the steam supply agreement dated 12 November 2020 entered into between Sanjiang New Material and Jiahua Energy Chemical Co., and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the amended annual caps for the two years ending 31 December 2023 in relation to the transactions contemplated under the Supplemental Sanjiang New Material Steam Supply Agreement be and are hereby approved, confirmed and ratified; and
- (c) the directors of the Company be and are hereby authorised to take such actions and execute such documents as they may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the Supplemental Sanjiang New Material Steam Supply Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the supplemental steam supply agreement (the “**Supplemental Xing Xing Steam Supply Agreement**”) dated 23 September 2022 entered into between 浙江興興新能源科技有限公司 (Zhejiang Xingxing New Energy Technology Co., Ltd.*) (“**Xing Xing**”) and Jiahua Energy Chemical Co., for amending the existing annual caps under the steam supply agreement dated 12 November 2020 entered into between Xing Xing and Jiahua Energy Chemical Co., and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the amended annual caps for the two years ending 31 December 2023 in relation to the transactions contemplated under the Supplemental Xing Xing Steam Supply Agreement be and are hereby approved, confirmed and ratified; and
- (c) the directors of the Company be and are hereby authorised to take such actions and execute such documents as they may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the Supplemental Xing Xing Steam Supply Agreement and the transactions contemplated thereunder.”

3. “**THAT:**

- (a) the supplemental steam supply agreement (the “**Supplemental Sanjiang Chemical Steam Supply Agreement**”) dated 23 September 2022 entered into between 三江化工有限公司 (Sanjiang Chemical Co. Ltd.*) (“**Sanjiang Chemical**”) and Jiahua Energy Chemical Co., for amending the existing annual cap under the steam supply agreement dated 12 November 2020 entered into between Sanjiang Chemical and Jiahua Energy Chemical Co., and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the amended annual cap for the year ending 31 December 2023 in relation to the transactions contemplated under the Supplemental Sanjiang Chemical Steam Supply Agreement be and is hereby approved, confirmed and ratified; and

- (c) the directors of the Company be and are hereby authorised to take such actions and execute such documents as they may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the Supplemental Sanjiang Chemical Steam Supply Agreement and the transactions contemplated thereunder.”

4. “**THAT:**

- (a) the sale and purchase agreement dated 23 September 2022 (“**Sale and Purchase Agreement**”) entered into between Sanjiang Chemical and 浙江美福石油化工有限公司 (Zhejiang Mei Fu Petrochemical Co., Ltd*) (“**Mei Fu Petrochemical**”), pursuant to which Mei Fu Petrochemical has conditionally agreed to sell and Sanjiang Chemical has conditionally agreed to purchase the Assets (as defined under the Sale and Purchase Agreement) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified; and
- (b) the taking of all steps and doing of all things and execution of all documents by the Company and its subsidiaries to implement, give effect to or complete the Sale and Purchase Agreement and the transactions contemplated thereby, and the making and giving of and agreeing to such variations, amendments, modifications, waivers or extensions of the terms of the Sale and Purchase Agreement and the transactions contemplated thereby, as any one of the directors of the Company may consider to be necessary, desirable, appropriate or expedient, be and are hereby approved, confirmed and ratified.”

By Order of the Board
China Sanjiang Fine Chemicals Company Limited
Han Jianhong
Chairlady and executive Director

Hong Kong, 30 November 2022

Head Office and Principal place of business in Hong Kong:
Room 2202, 22/F.,
OfficePlus@WanChai,
303 Hennessy Road,
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto or if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For the purpose of determining entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 15 December 2022 to Tuesday, 20 December 2022, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM. In order to qualify for the right to attend and vote at the forthcoming EGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 14 December 2022.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at (www.chinasanjiangfinechemicals.com) and on the HKExnews website of the Stock Exchange at (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. At the EGM (or at any adjournment thereof), the chairman of the meeting put the above resolution to the vote by way of poll pursuant to the Listing Rules. The poll results will be published on the website of the Company and the website of the Stock Exchange in accordance with the Listing Rules.
8. In case of inconsistency between the English and Chinese version of this notice of EGM, the English version shall prevail.

As at the date of this notice, the Board comprises four executive Directors: Ms. HAN Jianhong, Mr. RAO Huotao, Ms. CHEN Xian and Ms. GUAN Siyi and three independent non-executive Directors: Mr. SHEN Kaijun, Ms. PEI Yu and Mr. KONG Liang.