



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)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at 10:30 a.m. on Tuesday, 20 December 2022

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ shares ("Shares") of HK\$0.10 each in the capital of China Sanjiang Fine Chemicals Company Limited ("Company") hereby appoint the chairman of the extraordinary general meeting ("EGM") of the Company or _____ of _____ to act as my/our proxy (note c) at the EGM to be held at 10:30 a.m. on Tuesday, 20 December 2022 at 24/F, OfficePlus@WanChai, 303 Hennessy Road, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below. Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast. (note d)

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	(a) To approve, confirm and ratify 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;		
	(b) To approve, confirm and ratify 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; and		
	(c) To authorize the directors of the Company 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.	(a) To approve, confirm and ratify 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;		
	(b) To approve, confirm and ratify 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; and		
	(c) To authorize the directors of the Company 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.		

ORDINARY RESOLUTIONS		FOR	AGAINST
3.	(a) To approve, confirm and ratify 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;		
	(b) To approve, confirm and ratify 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; and		
	(c) To authorize the directors of the Company 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.	(a) To approve, confirm and ratify the sale and purchase agreement dated 23 September 2022 (“ Sale and Purchase Agreement ”) entered into between the Company and Mei Fu Petrochemical pursuant to which Mei Fu Petrochemical has conditionally agreed to sell and the Company has conditionally agreed to purchase the Assets (as defined under the Sale and Purchase Agreement) and the transactions contemplated thereby; and		
	(b) To approve, confirm and ratify 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.		

Shareholder’s signature: _____ (note e to i) Date: _____

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- b. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words “the chairman of the annual general meeting (“**EGM**”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided. A member of the Company entitled to attend and vote at the EGM is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- d. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
- e. In the case of joint registered holders of any Share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the EGM, whether in person or by proxy, then one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered Share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- f. 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 seal or under the hand of an officer or attorney duly authorised.
- g. To be valid, this 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 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 less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof.
- h. Completion and return of this proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- i. Any alteration made to this form should be initialled by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.