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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 on 15 May 2023 at 10:30 a.m. (or, if later, immediately following the conclusion of the annual general meeting of the Company convened pursuant to the notice of annual general meeting of the Company dated 11 April 2023 and to be held at 10:00 a.m. at the same location and on the same date as the EGM) at 5/F, United Centre, 95 Queensway, Admiralty, 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 28 April 2023.

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 propylene sale and purchase agreement (the “**Propylene Sale and Purchase Agreement**”) dated 4 April 2023 entered into between 浙江美福石油化工有限公司 (Zhejiang Mei Fu Petrochemical Co., Ltd*) (“**Mei Fu Petrochemical**”) and 三江浩嘉高分子材料科技有限公司 (Sanjiang Haojia High Polymer Material Technology Co., Ltd*) (“**Sanjiang Haojia**”) for the sale and purchase of propylene and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the proposed annual caps for the three years ending 31 December 2025 in relation to the transactions contemplated under the Propylene Sale and Purchase 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 Propylene Sale and Purchase Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the propane sale and purchase agreement (the **“Propane Sale and Purchase Agreement”**) dated 4 April 2023 entered into between 三江化工有限公司 (Sanjiang Chemical Co. Ltd.*) (**“Sanjiang Chemical”**) and Mei Fu Petrochemical for the sale and purchase of propane and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the three years ending 31 December 2025 in relation to the transactions contemplated under the Propane Sale and Purchase 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 Propane Sale and Purchase Agreement and the transactions contemplated thereunder.”

3. **“THAT:**

- (a) the naphtha sale and purchase agreement (the **“Naphtha Sale and Purchase Agreement”**) dated 4 April 2023 entered into between Mei Fu Petrochemical and Sanjiang Chemical for the sale and purchase of naphtha and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the three years ending 31 December 2025 in relation to the transactions contemplated under the Naphtha Sale and Purchase 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 Naphtha Sale and Purchase Agreement and the transactions contemplated thereunder.”

4. “**THAT:**

- (a) the commissioned processing and rental agreement dated 4 April 2023 (“**Commissioned Processing and Rental Agreement**”) entered into between Mei Fu Petrochemical and Sanjiang Chemical, pursuant to which Sanjiang Chemical has agreed to commission Mei Fu Petrochemical to process mixed aromatics and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the proposed annual caps for the three years ending 31 December 2025 in relation to the transactions contemplated under the Commissioned Processing and Rental 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 Commissioned Processing and Rental Agreement and the transactions contemplated thereunder.”

5. “**THAT:**

- (a) the liquefied petroleum gas sale and purchase agreement (the “**Liquefied Petroleum Gas Sale and Purchase Agreement**”) dated 4 April 2023 entered into between Mei Fu Petrochemical and Sanjiang Chemical for the sale and purchase of liquefied petroleum gas and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the three years ending 31 December 2025 in relation to the transactions contemplated under the Liquefied Petroleum Gas Sale and Purchase 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 Liquefied Petroleum Gas Sale and Purchase Agreement and the transactions contemplated thereunder.”

6. “**THAT:**

- (a) the mixed C4 supply agreement (the “**Mixed C4 Supply Agreement**”) dated 4 April 2023 entered into between entered into between Sanjiang Chemical and Mei Fu Petrochemical for the supply of mixed C4 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the proposed annual caps for the three years ending 31 December 2025 in relation to the transactions contemplated under the Mixed C4 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 Mixed C4 Supply Agreement and the transactions contemplated thereunder.”

7. “**THAT:**

- (a) the industrial cracking C9 supply agreement (the “**Industrial Cracking C9 Supply Agreement**”) dated 4 April 2023 entered into between entered into between Sanjiang Chemical and Mei Fu Petrochemical for the supply of industrial cracking C9 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the three years ending 31 December 2025 in relation to the transactions contemplated under the Industrial Cracking C9 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 Industrial Cracking C9 Supply Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 28 April 2023

Head Office and Principal place of business in Hong Kong:
Room 2202, 22/F.,
OfficePlus @Wan Chai,
No.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 meeting, the register of members of the Company will be closed from Wednesday, 10 May 2023 to Monday, 15 May 2023, 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 Tuesday, 9 May 2023.
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 (<http://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.