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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)**

**CONTINUING CONNECTED TRANSACTIONS**

**(1) SANJIANG CHEMICAL ETHYLENE STORAGE AND  
TRANSPORTATION SERVICES AGREEMENT**

**(2) CONDENSATE WATER AND  
MISCELLANEOUS MATERIALS PURCHASE AGREEMENTS**

**(3) DESALINATED WATER AND  
MISCELLANEOUS MATERIALS SUPPLY AGREEMENTS**

**CONTINUING CONNECTED TRANSACTION**

**(1) Sanjiang Chemical Ethylene Storage and Transportation Services Agreement**

On 29 December 2023, the Company (including its subsidiaries) entered into the Sanjiang Chemical Ethylene Storage and Transportation Services Agreement with Jiahua Energy Chemical Co. (including its subsidiaries), pursuant to which the Company (including its subsidiaries) has agreed to provide ethylene storage and transportation services to Jiahua Energy Chemical Co. (including its subsidiaries) for the period from 1 January 2024 to 31 December 2024.

## **(2) Condensate Water and Miscellaneous Materials Purchase Agreements**

On 29 December 2023, the Company (including its subsidiaries) entered into a Condensate Water and Miscellaneous Materials Purchase Agreement with Jiahua Energy Chemical Co. (including its subsidiaries) to regulate the supplier and customer relationships. Pursuant to the Condensate Water and Miscellaneous Materials Purchase Agreements, the Company (including its subsidiaries) have each agreed to supply condensate water and Miscellaneous Materials to Jiahua Energy Chemical Co. (including its subsidiaries) for the period from 1 January 2024 to 31 December 2024.

## **(3) Desalinated Water and Miscellaneous Materials Supply Agreements**

On 29 December 2023, the Company (including its subsidiaries) entered into the Desalinated Water and Miscellaneous Materials Supply Agreements with Jiahua Energy Chemical Co. (including its subsidiaries) for the period from 1 January 2024 to 31 December 2024 to regulate the supplier and customer relationships of the transactions under the Desalinated Water and Miscellaneous Materials Supply Agreements.

### **LISTING RULES IMPLICATION**

Jiahua Energy Chemical Co. is owned as to approximately 36.77% by Jiahua, which is ultimately controlled by Mr. Guan and Ms. Han. As Ms. Han is an executive Director and Mr. Guan is a controlling Shareholder of the Company, Jiahua Energy Chemical Co. is therefore an associate of Mr. Guan and Ms. Han and is thus a connected person of the Company and the transactions contemplated under each of the Energy Management Agreement I and Energy Management Agreement II constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. In addition, as the Energy Management Agreements were of a similar nature, the transactions ought to be aggregated under Rule 14A.81 of the Listing Rules.

As the relevant applicable ratio in respect of the annual caps of the Energy Management Agreement I and Energy Management Agreement II is less than 5%, the Energy Management Agreement I and Energy Management Agreement II and the transactions contemplated thereunder are therefore subject to reporting, announcement and annual review requirements but are exempt from the circular (including independent financial advice) and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **(1) SANJIANG CHEMICAL ETHYLENE STORAGE AND TRANSPORTATION SERVICES AGREEMENT**

### **Date**

29 December 2023

### **Parties**

- (1) the Company (including its subsidiaries); and
- (2) Jiahua Energy Chemical Co. (including its subsidiaries), a connected person of the Company.

### **Subject matter**

Pursuant to the Sanjiang Chemical Ethylene Storage and Transportation Services Agreement, the Company (including its subsidiaries) has agreed to provide ethylene storage and transportation services to Jiahua Energy Chemical Co. for the period from 1 January 2024 to 31 December 2024.

### **Term**

The Sanjiang Chemical Ethylene Storage and Transportation Services Agreement shall become effective for the period from 1 January 2024 to 31 December 2024 which may be renewable upon further agreement by the parties (subject to compliance with the Listing Rules).

### **Consideration**

The consideration for the provision of ethylene storage and transportation services by the Company (including its subsidiaries) shall be calculated by: 1) multiplying the tonnage of goods to be stored and handled at a range between RMB200 per tonne and RMB300 per tonne; and 2) multiplying the tonnage of goods to be transported via the pipelines of the Company (including its subsidiaries) and handled at a rate of RMB20 per tonne, which are in turn determined by taking into account the weighted average of unit storage and transportation fee offered by the Company (including its subsidiaries) to its independent customers for the relevant service of comparable quality during the same month of supply and after arm's length negotiation among the parties concerned based on the prevailing market rate. The relevant purchase price shall be tallied on the end of each calendar month, and shall be payable on or before the end of the following months.

In order to ensure that the storage and transportation services fee per tonne is no less favourable than those offered by the Company (including its subsidiaries) to its independent customers, the Group would compare quotations given to the other independent ethylene storage service customers and analyse market information, and

the price for the provision of ethylene storage and transportation services by the Group will be agreed after arm's length negotiation with Jiahua Energy Chemical Co. (including its subsidiaries). Accordingly, the Board considers that such methods and procedures can ensure that the provision of ethylene storage and transportation services by the Group will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its Shareholders as a whole.

The Company will comply with the relevant Listing Rules requirements when the term of the Sanjiang Chemical Ethylene Storage and Transportation Services Agreement is renewed.

### Historical transactions figures and proposed annual caps

	For the year ended 31 December		For the period from 1 January 2023 to 30 November 2023 (i.e. the latest available of management accounts)
	2021	2022	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Actual transaction amount	<u>24,542</u>	<u>43,892</u>	<u>28,070</u>
	<b>For the year ended 31 December</b>		
	<b>2021</b>	<b>2022</b>	<b>2023</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Historical annual caps	<u>28,900</u>	<u>49,000</u>	<u>49,000</u>

Based on:

- (1) the expected unit of services to be required by Jiahua Energy Chemical Co. (including its subsidiaries) from the Company (including its subsidiaries) for ethylene storage and transportation services for the period from 1 January 2024 to 31 December 2024;
- (2) the expected unit fees to be paid by Jiahua Energy Chemical Co. to the Company (including its subsidiaries) for the period from 1 January 2024 to 31 December 2024;
- (3) the expected market conditions and increase in demand for ethylene storage and transportation services from Jiahua Energy Chemical Co. (including its subsidiaries),

it is expected that the estimated annual caps for the year ending 31 December 2024 will be as follows:

	<b>For the year ending 31 December 2024 RMB'000</b>
Annual caps	34,500

Such projection is assumed solely for determining the annual caps and shall not be regarded as any indication directly or indirectly as to the respective revenue, profitability or trading prospects of the Group.

The independent non-executive Directors and the auditor of the Company will on a regular basis be provided with the (i) Sanjiang Chemical Ethylene Storage and Transportation Services Agreement; (ii) agreements entered into between the Group and independent third parties for the provision of ethylene storage and transportation services; and (iii) fee quotations provided by independent third parties for the provision of ethylene storage and transportation services for review and comparison purposes. The independent non-executive Directors will also review and compare the relevant payment terms, payment method and price payable under these agreements to ensure that the transactions contemplated under the Sanjiang Chemical Ethylene Storage and Transportation Services Agreement are conducted on normal commercial terms. The auditor of the Company will review and confirm the transactions contemplated under the Sanjiang Chemical Ethylene Storage and Transportation Services Agreement are conducted in accordance with the terms of the Sanjiang Chemical Ethylene Storage Services and Transportation Agreement.

## **(2) CONDENSATE WATER AND MISCELLANEOUS MATERIALS PURCHASE AGREEMENTS**

### **Date**

29 December 2023

### **Parties**

- (1) the Company (including its subsidiaries); and
- (2) Jiahua Energy Chemical Co. (including its subsidiaries), a connected person of the Company

**Subject matter**

Pursuant to the Condensate Water and Miscellaneous Materials Purchase Agreement, the Company (including its subsidiaries) has agreed to supply condensate water and Miscellaneous Materials to Jiahua Energy Chemical Co. (including its subsidiaries) for the period from 1 January 2024 to 31 December 2024.

**Term**

The Condensate Water and Miscellaneous Materials Purchase Agreements shall become effective for the period from 1 January 2024 to 31 December 2024 which may be renewable upon further agreement by the parties (subject to compliance with the Listing Rules).

**Consideration**

Pursuant to the Condensate Water and Miscellaneous Materials Purchase Agreements, the purchase price for condensate water and Miscellaneous Materials shall be at a price which is the weighted average of those obtained by Jiahua Energy Chemical Co. (including its subsidiaries) from its independent suppliers for the relevant product of comparable quality during the same month of supply. The relevant purchase price shall be tallied on the end of each calendar month, and shall be payable on or before the end of the following months.

In order to ensure that the purchase price per tonne is no less favourable than those offered by other independent condensate water and Miscellaneous Materials purchasers, the Group would compare quotations given to other independent condensate water and Miscellaneous Materials purchasers after taking into account the additional transportation costs that may be incurred and analyse such market information, and the unit purchase price for condensate water and Miscellaneous Materials will be agreed after arm's length negotiation with Jiahua Energy Chemical Co. (including its subsidiaries). Accordingly, the Board considers that such methods and procedures can ensure that the supply of condensate water and Miscellaneous Materials will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its Shareholders as a whole.

The Company will comply with the relevant Listing Rules requirements when the respective terms of the Condensate Water and Miscellaneous Materials Purchase Agreements are renewed.

## Historical transactions figures and proposed annual caps

	For the year ended 31 December		For the period from 1 January 2023 to 30 November 2023 (i.e. the latest available of management accounts)
	2021 <i>RMB'000</i>	2022 <i>RMB'000</i>	<i>RMB'000</i>
Actual transaction amount	<u>6,034</u>	<u>9,511</u>	<u>2,507</u>
	For the year ended 31 December		
	2021 <i>RMB'000</i>	2022 <i>RMB'000</i>	2023 <i>RMB'000</i>
Historical annual caps	<u>11,000</u>	<u>14,300</u>	<u>14,300</u>

Based on:

- (1) the expected amount of purchases to be made by Jiahua Energy Chemical Co. (including its subsidiaries) from the Company (including its subsidiaries) for condensate water and Miscellaneous Materials for the period from 1 January 2024 to 31 December 2024; and
- (2) the estimated market price of condensate water and Miscellaneous Materials for the period from 1 January 2024 to 31 December 2024,

it is expected that the estimated annual caps for the period from 1 January 2024 to 31 December 2024 will be as follows:

	For the year ending 31 December 2024 <i>RMB'000</i>
Annual caps	5,500

Such projection is assumed solely for determining the annual caps and shall not be regarded as any indication directly or indirectly as to the respective revenue, profitability or trading prospects of the Group.

The independent non-executive Directors and the auditor of the Company will on a regular basis be provided with the (i) Condensate Water and Miscellaneous Materials Purchase Agreements; (ii) agreements entered into between Jiahua Energy Chemical Co. (including its subsidiaries) and independent third parties purchasers for the purchase of condensate water and Miscellaneous Materials; and (iii) fee quotations provided by independent third parties purchasers for the purchase of condensate water for review and comparison purposes. The independent non-executive Directors will also review and compare the relevant payment terms, payment method and price payable under these agreements to ensure that the transactions contemplated under the Condensate Water and Miscellaneous Materials Purchase Agreements are conducted on normal commercial terms. The auditor of the Company will review and confirm the transactions contemplated under the Condensate Water and Miscellaneous Materials Purchase Agreements are conducted in accordance with the terms of the Condensate Water and Miscellaneous Materials Purchase Agreements.

### **(3) DESALINATED WATER AND MISCELLANEOUS MATERIALS SUPPLY AGREEMENTS**

#### **Date**

29 December 2023

#### **Parties**

- (1) the Company (including its subsidiaries); and
- (2) Jiahua Energy Chemical Co. (including its subsidiaries), a connected person of the Company

#### **Subject matter**

Pursuant to Desalinated Water and Miscellaneous Materials Supply Agreements, Jiahua Energy Chemical Co. (including its subsidiaries) has agreed to supply desalinated water and miscellaneous materials to the Company (including its subsidiaries) at a price which is the weighted average of those offered by Jiahua Energy Chemical Co. (including its subsidiaries) to its independent purchasers for desalinated water and miscellaneous materials of comparable quality during the same month of supply.

#### **Term**

The Desalinated Water and Miscellaneous Materials Supply Agreements shall become effective for the period from 1 January 2024 to 31 December 2024 which may be renewable upon further agreement by the parties (subject to compliance with the Listing Rules).



## **Consideration**

Pursuant to the Desalinated Water and Miscellaneous Materials Supply Agreements, Jiahua Energy Chemical Co. has agreed to supply desalinated water and miscellaneous materials to the Company (including its subsidiaries) at a price which is the weighted average of those offered by Jiahua Energy Chemical Co. (including its subsidiaries) to its independent purchasers for desalinated water and miscellaneous materials of comparable quality during the same month of supply. The relevant purchase price shall be tallied on the end of each calendar month, and shall be payable on or before the end of the following months.

The Group would employ the following measures to ensure the price of desalinated water and miscellaneous materials offered by Jiahua Energy Chemical Co. (including its subsidiaries) to the Company (including its subsidiaries) is no less favourable than the price of supplying desalinated water and such miscellaneous materials of comparable quality to other independent third party(ies) by Jiahua Energy Chemical Co. (including its subsidiaries). The following measures, which would be employed by the Group and Jiahua Energy Chemical Co. (including its subsidiaries), are determined after arm's length negotiations between the Group and Jiahua Energy Chemical Co.:

- (1) the finance department of the Group will obtain (i) all monthly invoices issued by Jiahua Energy Chemical Co. (including its subsidiaries) to its independent purchaser(s) that require desalinated water and miscellaneous materials of comparable quality; and (ii) all supply contracts for desalinated water and miscellaneous materials of comparable quality entered into between Jiahua Energy Chemical Co. (including its subsidiaries) and its independent purchaser(s) on a quarterly basis, to ascertain the completeness of the calculation (to be provided by Jiahua Energy Chemical Co. (including its subsidiaries)) for the weighted average purchase price of desalinated water and miscellaneous materials since the purchase price of desalinated water and miscellaneous materials payable by the Group is agreed to be the weighted average price of the relevant product of comparable quality offered by Jiahua Energy Chemical Co. (including its subsidiaries) to its independent purchaser(s) during the same month of supply; and
- (2) in the event that the prices of desalinated water and miscellaneous materials prices that Jiahua Energy Chemical Co. (including its subsidiaries) charges the Company (including its subsidiaries) are higher than the weighted average purchase prices offered by Jiahua Energy Chemical Co. (including its subsidiaries) to its independent purchaser(s) for the relevant products of comparable quality during the same month of supply, the Company (including its subsidiaries) will negotiate with Jiahua Energy Chemical Co. (including its subsidiaries) to adjust the proposed purchase prices to prices that are equal to or lower than the weighted average purchase prices it offers to those independent

purchaser(s). If the prices of desalinated water and miscellaneous materials which Jiahua Energy Chemical Co. (including its subsidiaries) offers to the Company (including its subsidiaries) are no less favourable than the weighted average purchase prices Jiahua Energy Chemical Co. (including its subsidiaries) offers to independent purchaser(s), the finance department of the Group will arrange for the approval of the prices offered by Jiahua Energy Chemical Co. (including its subsidiaries) by each of the head of the finance department of the Group and general manager of the Group.

### Historical transactions figures and proposed annual caps

	For the year ended 31 December		For the period from 1 January 2023 to 30 November 2023 (i.e. the latest available of management accounts)
	2021 <i>RMB'000</i>	2022 <i>RMB'000</i>	<i>RMB'000</i>
Actual transaction amount	<u>20,204</u>	<u>18,772</u>	<u>23,840</u>
	For the year ended 31 December		
	2021 <i>RMB'000</i>	2022 <i>RMB'000</i>	2023 <i>RMB'000</i>
Historical annual caps	<u>44,300</u>	<u>62,800</u>	<u>85,900</u>

Based on:

- (1) the production capacities of ethylene oxide (“EO”), ethylene glycol (“EG”) and polypropylene (“PP”) of the Group for the period from 1 January 2024 to 31 December 2024;
- (2) the expected amount of purchases to be made by the Company (including its subsidiaries) for desalinated water and miscellaneous materials for the period from 1 January 2024 to 31 December 2024; and
- (3) the estimated market price of desalinated water and miscellaneous materials for the period from 1 January 2024 to 31 December 2024,

it is expected that the estimated aggregated annual cap for the period from 1 January 2024 to 31 December 2024 will be as follows:

**For the  
year ending  
31 December  
2024**  
*RMB'000*

Annual caps	49,200
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Such projection is assumed solely for determining the annual caps and shall not be regarded as any indication directly or indirectly as to the respective revenue, profitability or trading prospects of the Group.

The independent non-executive Directors and the auditor of the Company will on a regular basis be provided with the (i) Desalinated Water and Miscellaneous Materials Supply Agreements; (ii) agreements entered into between Jiahua Energy Chemical Co. (including its subsidiaries) and independent third parties purchasers for the purchase of desalinated water and miscellaneous materials. The independent non-executive Directors will also review and compare the relevant payment terms, payment method and price payable under these agreements to ensure that the transactions contemplated under the Desalinated Water and Miscellaneous Materials Supply Agreements are conducted on normal commercial terms. The auditor of the Company will review and confirm the transactions contemplated under the Desalinated Water and Miscellaneous Materials Supply Agreements are conducted in accordance with the terms of the Desalinated Water and Miscellaneous Materials Supply Agreements.

## **REASONS FOR THE TRANSACTIONS**

The principal activities of the Group are the manufacture and supply of ethylene oxide, ethylene glycol, polypropylene, methyl tert-butyl ether and surfactants in the PRC. The Group was also engaged in the provision of processing services for polypropylene, methyl tert-butyl ether and surfactants to its customers and the production and supply of other chemical products such as C4, pentene and industrial gases, namely oxygen, nitrogen and argon in the PRC.

Jiahua Energy Chemical Co. is a limited liability company established in the PRC and is principally engaged in the business of production and trading of desalinated water, steam, chlorine gas and sulfuric acid. Jiahua Energy Chemical Co. is currently listed on the Shanghai Stock Exchange (stock code: 600273). Other than Jiahua, there are no other shareholders who individually hold more than 10% or above interests in Jiahua Energy Chemical Co..

**(1) Reasons for entering into the Sanjiang Chemical Ethylene Storage and Transportation Services Agreement**

As the production base of the Group is situated close to that of Jiahua Energy Chemical Co., the transportation costs of ethylene to Jiahua Energy Chemical Co. from the Group can be reduced. It is also uneconomical for Jiahua Energy Chemical Co. (including its subsidiaries) to look for other ethylene storage service providers given the geographic proximity of the Group and Jiahua Energy Chemical Co.. The Sanjiang Chemical Ethylene Storage and Transportation Services Agreement is non-exclusive and non-compulsory in nature, which allows the Group to maximize the usage of ethylene storage capacity at the time of having spare capacity. In view of the foregoing reasons, the Group entered into the Sanjiang Chemical Ethylene Storage and Transportation Services Agreement with Jiahua Energy Chemical Co. (including its subsidiaries).

**(2) Reasons for entering into the Condensate Water and Miscellaneous Materials Purchase Agreement**

Condensate water is a by-product and is generated during the process of using steam adding heat to the reactors. Given Jiahua Energy Chemical Co. (including its subsidiaries) is the only company that provides steam in the Zhapu area of Jiaying City, the PRC, which is the same economic development zone where the Company (including its subsidiaries) is located, it is not economical for the Company (including its subsidiaries) to sell condensate water to other steam suppliers outside the Zhapu area. As the production base of the Group is situated close to that of Jiahua Energy Chemical Co. (including its subsidiaries), the transportation costs of condensate water to Jiahua Energy Chemical Co. (including its subsidiaries) from the Group can be reduced. Further, as the Group has an existing transmission network for condensate water in place for transmission of condensate water to Jiahua Energy Chemical Co. (including its subsidiaries), the Group can supply condensate water to Jiahua Energy Chemical Co. (including its subsidiaries) without incurring additional fixed cost. In view of foregoing reasons, the Group entered into the Condensate Water and Miscellaneous Materials Purchase Agreements with Jiahua Energy Chemical Co. (including its subsidiaries).

### **(3) Reasons for entering into the Desalinated water and Miscellaneous Materials Supply Agreements**

Desalinated water and miscellaneous materials are used during the process of the absorption of ethylene and propylene in the production process. Given Jiahua Energy Chemical Co. (including its subsidiaries) is the only company that provides desalinated water and miscellaneous materials in the Zhapu area of Jiaying City, the PRC, which is the same economic development zone where the Company (including its subsidiaries) is located, it is not economical for the Company (including its subsidiaries) to source desalinated water and miscellaneous materials from other suppliers. As the production base of the Company (including its subsidiaries) is situated close to that of Jiahua Energy Chemical Co. (including its subsidiaries), transportation costs of desalinated water and miscellaneous materials from Jiahua Energy Chemical Co. (including its subsidiaries) to the Company (including its subsidiaries) can be reduced. Moreover, Jiahua Energy Chemical Co. (including its subsidiaries) has been supplying desalinated water and miscellaneous materials to the Group since the year ended 31 December 2007 and the quality of goods and services provided by them have been considered by the Group to be satisfactory. Further, as the Company (including its subsidiaries) have an existing transmission network for desalinated water and miscellaneous materials in place for transmission of desalinated water and miscellaneous materials from Jiahua Energy Chemical Co. (including its subsidiaries), the Company (including its subsidiaries) can accordingly procure the supply of desalinated water and miscellaneous materials from Jiahua Energy Chemical Co. (including its subsidiaries) without incurring additional fixed costs. In view of the foregoing reasons, the Company (including its subsidiaries) entered into the Desalinated Water and Miscellaneous Materials Supply Agreements with Jiahua Energy Chemical Co. (including its subsidiaries).

The Directors (including the independent non-executive Directors) are of the view that the terms and conditions of each of the (1) Sanjiang Chemical Ethylene Storage and Transportation Services Agreement, (2) Condensate Water and Miscellaneous Materials Purchase Agreements and (3) Desalinated water and Miscellaneous Materials Supply Agreements are fair and reasonable and on normal commercial terms and in the ordinary and usual course of business of the Group and that the entering into each of the (1) Sanjiang Chemical Ethylene Storage and Transportation Services Agreement, (2) Condensate Water and Miscellaneous Materials Purchase Agreements and (3) Desalinated water and Miscellaneous Materials Supply Agreements is in the interests of the Company as a whole.

## LISTING RULES IMPLICATION

Jiahua Energy Chemical Co. is owned as to approximately 36.77% by Jiahua, which is ultimately controlled by Mr. Guan and Ms. Han. As Ms. Han is an executive Director and Mr. Guan is a controlling Shareholder of the Company, Jiahua Energy Chemical Co. is therefore associates of Mr. Guan and Ms. Han and is thus connected person of the Company and the transactions contemplated under each of the aforesaid agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the relevant applicable ratio in respect of the annual caps of the aforesaid agreements is less than 5%, the aforesaid agreements and the transactions contemplated thereunder are therefore subject to reporting and announcement and annual review requirements but are exempt from the circular (including independent financial advice) and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Ms. Guan is an executive Director and the daughter of Mr. Guan and Ms. Han.

Ms. Han and Ms. Guan were interested in each of the aforesaid agreements and they therefore abstained from voting on the board resolutions of the Company approving each of the aforesaid agreements and the transactions contemplated thereunder. Save as disclosed, none of the Directors had any material interest in each of the aforesaid agreements and none of them were required to abstain from voting on the board resolutions of the Company in respect thereof.

Jiahua Energy Chemical Co. is owned as to approximately 36.77% by Jiahua, which is ultimately controlled by Mr. Guan and Ms. Han. As Ms. Han is an executive Director and Mr. Guan is a controlling Shareholder of the Company, Jiahua Energy Chemical Co. is therefore an associate of Mr. Guan and Ms. Han and is thus a connected person of the Company and the transactions contemplated under each of the Energy Management Agreement I and Energy Management Agreement II constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. In addition, as the Energy Management Agreements were of a similar nature, the transactions ought to be aggregated under Rule 14A.81 of the Listing Rules.

As the relevant applicable ratio in respect of the annual caps of the Energy Management Agreement I and Energy Management Agreement II is less than 5%, the Energy Management Agreement I and Energy Management Agreement II and the transactions contemplated thereunder are therefore subject to reporting, announcement and annual review requirements but are exempt from the circular (including independent financial advice) and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	board of Directors of the Company;
“Company”	China Sanjiang Fine Chemicals Company Limited (中國三江精細化工有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Condensate Water and Miscellaneous Materials Purchase Agreement”	the condensate water and miscellaneous materials purchase agreement entered into between the Company (including its subsidiaries) and Jiahua Energy Chemical Co. (including its subsidiaries) dated 29 December 2023;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Desalinated Water and Miscellaneous Materials Supply Agreement”	the desalinated water and miscellaneous materials supply agreement entered into between the Company (including its subsidiaries) and Jiahua Energy Chemical Co. (including its subsidiaries) dated 29 December 2023;
“Director(s)”	the director(s) of the Company;
“EG”	ethylene glycol;
“EO”	ethylene oxide;
“Group”	the Company and its subsidiaries, from time to time;
“HKD”	Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Jiahua”	浙江嘉化集團股份有限公司 (Zhejiang Jiahua Group Co., Ltd.*), a joint stock company established in the PRC with limited liability on 15 March 2000 and a company which is ultimately controlled by Mr. Guan and Ms. Han;

“Jiahua Energy Chemical Co.”	浙江嘉化能源化工股份有限公司 (Zhejiang Jiahua Energy Chemical Co. Ltd.*) (formerly known as 浙江嘉化工業園投資發展有限公司 (Zhejiang Jiahua Industrial Park Investment and Development Co., Ltd.*)), a company established in the PRC with limited liability on 20 January 2001 and a non-wholly owned subsidiaries of Jiahua and currently listed on the Shanghai Stock Exchange (stock code: 600273);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Macau”	the Macau Special Administrative Region of the PRC;
“Mr. Guan”	Mr. Guan Jianzhong, a controlling Shareholder of the Company, and the spouse of Ms. Han and the father of Ms. Guan;
“Ms. Guan”	Ms. Guan Siyi and executive Director and the daughter of Mr. Guan and Ms. Han;
“Ms. Han”	Ms. Han Jianhong, an executive Director, and the spouse of Mr. Guan;
“MT”	metric tonne(s);
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Sanjiang Chemical Ethylene Storage and Transportation Services Agreement”	the ethylene storage and transportation services agreement entered into between the Company (including its subsidiaries) and Jiahua Energy Chemical Co. (including its subsidiaries) dated 29 December 2023;
“Shareholder(s)”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

By order of the Board  
**China Sanjiang Fine Chemicals Company Limited**  
**HAN Jianhong**  
*Chairlady and executive Director*

The PRC, 29 December 2023



*As at the date of this announcement, 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.*

*In this announcement, if there is any inconsistency between the Chinese names of individuals and the entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of names or any descriptions in Chinese which are marked with “\*” is for identification purpose only.*