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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)

SUPPLEMENTAL ANNOUNCEMENT CONTINUING CONNECTED TRANSACTIONS WITH MEI FU PETROCHEMICAL AND BLUE WHALE BIOENERGY

References are made to (i) the announcement of the Company dated 21 November 2025 (the "**Announcement**") and (ii) the circular of the Company dated 18 December 2025 (the "**Circular**"). Unless otherwise defined, the capitalized terms used herein shall have the same meanings as defined in the Circular.

BACKGROUND

On 21 November 2025, (i) the Company entered into the Naphtha Sales and Purchase Agreement with Mei Fu Petrochemical, (ii) Sanjiang Chemical, a wholly-owned subsidiary of the Company, entered into the Steam Purchase Agreement, the Liquefied Petroleum Gas Purchase Agreement and the Fuel Gas Agreement with Blue Whale Bioenergy.

As disclosed in the Announcement and the Circular, the transactions contemplated under each of the Naphtha Sales and Purchase Agreement, the Steam Purchase Agreement, the Liquified Petroleum Gas Purchase Agreement and the Fuel Gas Purchase Agreement, are subject to reporting, announcement, annual review and the independent shareholders approval requirements under Chapter 14A of the Listing Rules. Each of the Naphtha Sales and Purchase Agreement, the Steam Purchase Agreement, the Liquified Petroleum Gas Purchase Agreement and the Fuel Gas Purchase Agreement shall only become effective upon obtaining independent shareholders' approval at the EGM, which is proposed to be held on 15 January 2026.

To ensure that the production of the Group remains undisrupted during the period from 1 January 2026 to 15 January 2026 (being the date of the EGM) (the "**Relevant Period**"), (i) the Company entered into a supplemental agreement with Mei Fu Petrochemical on 22 December 2025 (the "**MF Supplemental Agreement**") and (ii) Sanjiang Chemical entered into a supplemental agreement with Blue Whale Bioenergy (the "**BW Supplemental Agreement**") on 22 December 2025, to the cover the transactions contemplated under each of the Naphtha Sales and Purchase Agreement, the Steam Purchase Agreement, the Liquified Petroleum Gas Purchase Agreement and the Fuel Gas Purchase Agreement during the Relevant Period.

MF SUPPLEMENTAL AGREEMENT

On 22 December 2025, the Company and Mei Fu Petrochemical entered into the MF Supplemental Agreement pursuant to which the Company has agreed to purchase naphtha from Mei Fu Petrochemical during the Relevant Period. The MF Supplemental Agreement shall take effect on 1 January 2026.

All the terms and conditions of the Naphtha Sales and Purchase Agreement shall be equally applicable to the purchase of naphtha during the Relevant Period under this MF Supplemental Agreement. The actual transaction amount incurred under this MF Supplemental Agreement during the Relevant Period shall be counted toward the Annual Cap as proposed in the Circular. Please refer to pages 7 to 11 of the Circular setting out the consideration, pricing policy, historical transaction figures and the basis of Annual Cap in connection with the purchase of naphtha under the Naphtha Sales and Purchase Agreement.

This MF Supplemental Agreement shall be automatically terminated on 15 January 2026.

BW SUPPLEMENTAL AGREEMENT

On 22 December 2025, the Sanjiang Chemical and Blue Whale Bioenergy entered into the BW Supplemental Agreement pursuant to which Sanjiang Chemical has agreed to purchase steam, liquified petroleum gas and fuel gas from Blue Whale Bioenergy during the Relevant Period. The BW Supplemental Agreement shall take effect on 1 January 2026.

The terms and conditions of each of the Steam Purchase Agreement, Liquefied Petroleum Gas Purchase Agreement and the Fuel Gas Purchase Agreement shall be equally applicable to the purchase of steam, liquified petroleum gas and fuel gas during the Relevant Period under this MF Supplemental Agreement. The actual transaction amount incurred under this BW Supplemental Agreement during this Relevant Period shall be counted toward each of the respective Annual Caps as proposed in the Circular. Please refer to pages 11 to 23 of the Circular setting out the consideration, pricing policy, historical transaction figures and the basis of each of the Annual Caps in connection with the purchase of steam, liquified petroleum gas and fuel gas.

This BW Supplemental Agreement shall be automatically terminated on 15 January 2026.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The details of the reasons for and benefits of each of the Naphtha Sales and Purchase Agreement, the Steam Purchase Agreement, the Liquified Petroleum Gas Purchase Agreement and the Fuel Gas Purchase Agreement are set out in pages 24 to 25 of the Circular.

Given each of the Naphtha Sales and Purchase Agreement, the Steam Purchase Agreement, the Liquified Petroleum Gas Purchase Agreement and the Fuel Gas Purchase Agreement will only take effect after the Company having obtained the independent shareholders approval at the EGM on 15 January 2026, to ensure there would not be any disruption to the production of the Group during the Relevant Period, as a temporary arrangement, (i) the Company entered into the MF Supplemental Agreement with Mei Fu Petrochemical to ensure consistent supply of naphtha and (ii) Sanjiang Chemical entered into the BW Supplemental Agreement with Blue Whale Bioenergy to ensure consistent supply of the relevant gases during the Relevant Period.

The Directors (including the independent non-executive Directors) are of the view that the terms and conditions of the MF Supplemental Agreement and the BW Supplemental Agreement, are fair and reasonable and are on normal commercial terms, in the ordinary and usual course of business of the Group and is in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

(A) MF Supplemental Agreement

As at the date of this announcement, Mei Fu Petrochemical is owned as to approximately 80% by Mr. Guan indirectly through a number of investment-holding companies controlled by Mr. Guan and his family. As Ms. Han is an executive Director and the spouse of Mr. Guan and Mr. Guan is a director and a controlling shareholder of Mei Fu Petrochemical and a controlling Shareholder of the Company, Mei Fu Petrochemical is therefore an associate of Mr. Guan and Ms. Han and is thus a connected person of the Company. As such, the transactions contemplated under the MF Supplemental Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

In respect of the MF Supplemental Agreement, as one or more of the applicable ratios of the expected transaction amount for the purchase of naphtha during the Relevant Period under the MF Supplemental Agreement is more than 0.1% but less than 5%, the transactions contemplated under the MF Supplemental Agreement is therefore subject to reporting, announcement and annual review requirements but exempt from the independent shareholders approval requirements under Chapter 14A of the Listing Rules.

(B) BW Supplemental Agreement

Blue Whale Bioenergy is owned as to 44% by 物產中大化工集團有限公司 (Wuchan Zhongda Chemical Group Co., Ltd.*), 41% by 浙江忠鑫企業管理有限公司 (Zhejiang Zhongxin Enterprise Management Co., Ltd.*), 10% by 南京康鑫成生物科技有限公司 (Nanjing Kangxin Cheng Biotechnology Co., Ltd.*) and 5% by 寧波梅山保税港區宏旗企業管理合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongqi Enterprise Management Partnership (Limited Partnership)*) and 浙江忠鑫企業管理有限公司 (Zhejiang Zhongxin Enterprise Management Co., Ltd.*) is owned as to 60% by Ms. Guan and 40% by Ms. Han.

As Ms. Guan is the daughter of Mr. Guan and Ms. Han and an executive Director and Ms. Han is Mr. Guan's wife and an executive Director and Mr. Guan is a controlling Shareholder of the Company, Blue Whale Bioenergy is therefore an associate of Ms. Guan, Ms. Han and Mr. Guan and is thus a connected person of the Company and the transactions contemplated under the MF Supplemental Agreement constitutes continuing connected transaction(s) of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, the expected transaction amount for the purchase of steam, liquefied petroleum gas and fuel gas during the Relevant Period under the BW Supplemental Agreement are aggregated as (i) they were entered into between the Sanjiang Chemical and Blue Whale Bioenergy, a connected person; and (ii) they are of a similar nature relating to the purchase of gases for the ordinary business of the Group.

As one or more of the applicable ratios in respect of the aggregated expected transaction amount for the purchase of steam, liquefied petroleum gas and fuel gas during the Relevant Period under the BW Supplemental Agreement are more than 0.1% but less than 5%, the transactions contemplated under BW Supplemental Agreement are therefore subject to the reporting, announcement, annual review and the independent shareholders approval requirements under Chapter 14A of the Listing Rules.

INFORMATION OF THE COMPANY AND THE GROUP

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.

INFORMATION OF MEI FU PETROCHEMICAL

Mei Fu Petrochemical is a limited company established in the PRC and is principally engaged in the production and sale of propylene chemical light fuel, clean light fuel, liquefied petroleum gas, heavy fuel, oil and dry gas, propane, MTBE, sulfur, asphalt and lubricants.

Mei Fu Petrochemical is owned as to approximately 80% by Mr. Guan indirectly through a number of investment-holding companies controlled by Mr. Guan and his family. As Ms. Han is an executive Director and the spouse of Mr. Guan and Mr. Guan is a director and a controlling shareholder of Mei Fu Petrochemical and a controlling Shareholder of the Company, Mei Fu Petrochemical is therefore an associate of Mr. Guan and Ms. Han and is thus a connected person of the Company. As such, the transactions contemplated under the Naphtha Sales and Purchase Agreement constitute a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

INFORMATION OF BLUE WHALE BIOENERGY

Blue Whale Bioenergy is a limited company established in the PRC on 1 November 2023 and is principally engaged in the business of biomass fuel processing, renewable resources processing and sales, non-metal waste and scrap treatment, production and R&D of biomass liquid fuel, manufacturing and sales of bio-based materials, R&D of bio-based and biochemical technologies, petroleum product sales and manufacturing (excluding hazardous chemicals), manufacturing and sales of specialty chemical products (excluding hazardous chemicals), general cargo warehousing services (excluding hazardous chemicals and other regulated items), renewable resource recycling (excluding productive scrap metals), as well as import and export of goods and technologies.

As at the date of this announcement, it is owned as to 44% by 物產中大化工集團有限公司 (Wuchan Zhongda Chemical Group Co., Ltd.*), 41% by 浙江忠鑫企業管理有限公司 (Zhejiang Zhongxin Enterprise Management Co., Ltd.*), 10% by 南京康鑫成生物科技有限公司 (Nanjing Kangxin Cheng Biotechnology Co., Ltd.*), and 5% by 寧波梅山保稅港區宏旗企業管理合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongqi Enterprise Management Partnership (Limited Partnership)*).

物產中大化工集團有限公司 (Wuchan Zhongda Chemical Group Co., Ltd.*), is a company established in the PRC with limited liability, and a company which is owned as to 80% by 物產中大集團股份有限公司 (Wuchan Zhongda Group Co., Ltd.*) (6000704.SH) and 20% by 寧波梅山保税港區宏新創投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinchuang Investment Partnership (Limited Partnership)*).

物產中大集團股份有限公司 (Wuchan Zhongda Group Co., Ltd.*), is a company established in the PRC with limited liability, and a company which is listed on the Shanghai Stock Exchange with stock code: 6000704.SH and is owned as to approximately 25.5168% by 浙江省國有資本運營有限公司 (Zhejiang State-owned Capital Operation Co., Ltd.*), approximately 17.2461% by 浙江省交通投資集回有限公司 (Zhejiang Provincial Transportation Investment Group Co., Ltd.*), approximately 2.8138% by 浙江省財務開發公司 (Zhejiang Provincial Transportation Investment Group Co., Ltd.*) and approximately 2.5169% by 香港中央結算有限公司 (Hong Kong Securities Clearing Company Limited).

寧波梅山保税港區宏新創投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinchuang Investment Partnership (Limited Partnership)*), is a partnership established in the PRC with limited liability, and an entity which is owned as to approximately 17.904% by 寧波梅山保税港區宏新美投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinmei Investment Partnership (Limited Partnership)*), approximately 15.1758% by 張飚 (Zhang Biao), approximately 10.8334% by 寧波梅山保税港區宏新善投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinshan Investment Partnership (Limited Partnership)*), approximately 8.4706% by 陳海濱 (Chen Haibin), approximately 6.2989% by 寧波梅山保税港區宏新業投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinye Investment Partnership (Limited Partnership)*), approximately 5.1964% by 唐宇清 (Tang Yuqing), approximately 5.1964% by 時貞侖 (Shi Zhenlun) and approximately 5.1964% by 郭健 (Guo Jian).

寧波梅山保税港區宏新美投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinmei Investment Partnership (Limited Partnership)*), is a partnership established in the PRC with limited liability, and an entity which is owned as to 8.4588% by 陳寅帥 (Chen Yinshuai), 7.6774% by 王婷 (Wang Ting), 7.6774% by 閻滔滔 (Yan Taotao), 4.8451% by 呂旭玲 (Lu̇ Xuling), 4.8451% by 金怡 (Jin Yi), 4.8451% by 方俊 (Fang Jun), 4.8169% by 單奇顏 (Shan Qiyan), 4.5890% by 熊飛 (Xiong Fei), 4.3796% by 葉進 (Ye Jin), 3.8387% by 夏新國 (Xia Xinguo), 3.7208% by 郭波 (Guo Bo), 3.5191% by 張剛晟 (Zhang Gangsheng), 3.4548% by 洪盼 (Hong Pan), 3.2269% by 王辛 (Wang Xin), 3.1398% by 王艷斌 (Wang Yanbin), 2.7399% by 姚順佳 (Yao Shunjia), 2.3032% by 金黎(Jin Li), 2.0781% by 谷偉 (Gu Wei), 1.8965% by 馬志江 (Ma Zhijiang), 1.5760% by 樂亞芳 (Le Yafang), 1.4534% by 金輝 (Jin Hui), 1.4183% by 王穎 (Wang Ying), 1.3840% by 蔣善會 (Jiang Shanhui), 1.2796% by 張明杰 (Zhang Mingjie), 1.2796% by 王煬 (Wang Yang), 1.2796% by 張世鵬 (Zhang Shipeng), 1.2796% by 張超 (Zhang Chao), 1.1516% by 李嶢 (Li Yao), 1.1516% by 周文科 (Zhou Wenke), 1.0161% by 沈平鋒 (Shen Pingfeng), 0.9597% by 劉翔 (Liu Xiang), 0.9597% by 李孟亭 (Li Mengting), 0.7677% by 朱艷 (Zhu Yan), 0.6398% by 陳曄偉 (Chen Yewei), and 0.3199% by 桂波 (Gui Bo).

寧波梅山保税港區宏新善投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinshan Investment Partnership (Limited Partnership)*), is a partnership established in the PRC with limited liability, and an entity which is owned as to 8.0150% by 朱健 (Zhu Jian), 6.7908% by 李沖 (Li Chong), 6.5158% by 夏偉玉 (Xia Weiyu), 5.0577% by 嚴晨辰 (Yan Chenchen), 5.0577% by 徐超靖 (Xu Chaojing), 4.3439% by 陳景瓏 (Chen Jinglong), 4.3439% by 朱碧星 (Zhu Bixing), 4.3439% by 高清 (Gao Qing), 4.3439% by 李知錦 (Li Zhijin), 4.3439% by 姚曉旻 (Yao Xiaomin), 4.3439% by 高泉都 (Gao Quandu), 2.6648% by 王芝祥 (Wang Zhixiang), 2.6648% by 徐丹云 (Xu Danyun), 2.6648% by 周小霞 (Zhou Xiaoxia), 2.3594% by 沈國華 (Shen Guohua), 2.3254% by 董金鐘 (Dong Jinzhong), 2.1719% by 黃冰心 (Huang Bingxin), 2.1719% by 顧葉飛 (Gu Yefei), 2.1719% by 夏金丹 (Xia Jindan), 1.3706% by 管征 (Guan Zheng), 1.3706% by 陳勇達 (Chen Yongda), 1.3706% by 曹軍杰 (Cao Junjie), 1.3706% by 張玉良 (Zhang Yuliang), 1.3706% by 梅明華 (Mei Minghua), 1.3706% by 毛劍 (Mao Jian), 1.3706% by 湯晴 (Tang Qing), 1.3706% by 張立峰 (Zhang Lifeng), 1.3706% by 倪春英 (Ni Chunying), 1.3376% by 王科 (Wang Ke), 1.3376% by 佘月秋 (She Yueqiu), 1.3376% by 張志行 (Zhang Zhixing), 1.0860% by 張天悦 (Zhang Tianyue), 1.0860% by 張濤 (Zhang Tao), 1.0860% by 鄭巧靜 (Zheng Qiaojing), 0.9774% by 壽程耀 (Shou Chengyao), 0.7547% by 葉雨露 (Ye Yulu), 0.5562% by 王剛 (Wang Gang), 0.5430% by 蔡慧飛 (Cai Huifei), 0.4116% by 王凱明 (Wang Kaiming), and 0.4015% by 劉蒙亮 (Liu Mengliang).

寧波梅山保税港區宏新業投資合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongxinye Investment Partnership (Limited Partnership)*), is a partnership established in the PRC with limited liability, and an entity which is owned as to 32.7975% by 周錦 (Zhou Jin), 10.9325% by 郭一薄 (Guo Yibo), 4.3730% by 劉俊豪 (Liu Junhao), 3.6442% by 秦雪麗 (Qin Xueli), 3.6442% by 衛詩華 (Wei Shihua), 2.4746% by 吳奎 (Wu Kui), 2.1865% by 張麗暉 (Zhang Lihui), 1.9397% by 俞志勇 (Yu Zhiyong), 1.8221% by 夏秋子 (Xia Qiuzi), 1.8221% by 王濤 (Wang Tao), 1.8221% by 竹菁 (Zhu Jing), 1.8221% by 李駿 (Li Jun), 1.8221% by 陳漢傑 (Chen Hanjie), 1.8221% by 黃罡 (Huang Gang), 1.8221% by 何海釗 (He Haizhao), 1.8221% by 沈娟 (Shen Juan), 1.8221% by 徐泉民 (Xu Quanmin), 1.2755% by 蔡慧慧 (Cai Huihui), 1.2373% by 劉晨 (Liu Chen), 1.1178% by 丁彥博 (Ding Yanbo), 1.1178% by 周劍峰 (Zhou Jianfeng), 1.1178% by 黃晨淼 (Huang Chenmiao), 1.0021% by 曾濤 (Zeng Tao), 0.9110% by 曹昱 (Cao Yu), 0.9110% by 李俏偉 (Li Qiaowei), 0.9110% by 張健恩 (Zhang Jian'en), 0.9110% by 陳威宇 (Chen Weiyu), 0.9110% by 盛喆烽 (Sheng Zhefeng), 0.9110% by 李嘉楨 (Li Jiazhen), 0.9110% by 龐奕波 (Pang Yibo), 0.9110% by 鄭侃 (Zheng Kan), 0.9110% by 張宇馳 (Zhang Yuchi), 0.8442% by 歐陽帆 (Ouyang Fan), 0.5982% by 葉長洲 (Ye Changzhou), 0.5982% by 王加闖 (Wang Jiachuang), 0.5982% by 方可 (Fang Ke), 0.5466% by 陳杰 (Chen Jie), 0.5466% by 陳丹紅 (Chen Danhong), and 0.2733% by 單晨 (Shan Chen).

浙江忠鑫企業管理有限公司 (Zhejiang Zhongxin Enterprise Management Co., Ltd.*), is a company established in the PRC with limited liability, and a company which is owned as to 60% by Ms. Guan and 40% by Ms. Han.

南京康鑫成生物科技有限公司 (Nanjing Kangxin Cheng Biotechnology Co., Ltd.*), is a company established in the PRC with limited liability, and a company which is owned as to approximately 85.9788% by 南京珺皓企業管理諮詢有限公司 (Nanjing Junhao Enterprise Management Consulting Co., Ltd.*) and approximately 14.0212% by 南京睦誠企業管理合夥企業(有限合夥) (Nanjing Mucheng Enterprise Management Partnership (Limited Partnership)*).

南京珺皓企業管理諮詢有限公司 (Nanjing Junhao Enterprise Management Consulting Co., Ltd.*), is a company established in the PRC with limited liability, and a company which is owned as to 95% by 應秀花 (Ying Xiuhua) and 5% by 黃寧 (Huang Ning).

南京睦誠企業管理合夥企業(有限合夥)(Nanjing Mucheng Enterprise Management Partnership (Limited Partnership)*), is a partnership established in the PRC with limited liability, and an entity which is owned as to 99% by 黃寧 (Huang Ning) and 1% by 南京珺皓企業管理諮詢有限公司 (Nanjing Junhao Enterprise Management Consulting Co., Ltd.*).

寧波梅山保税港區宏旗企業管理合夥企業(有限合夥)(Ningbo Meishan Bonded Port Area Hongqi Enterprise Management Partnership (Limited Partnership)*), is a partnership established in the PRC with limited liability, and an entity which is owned as to approximately 29.9701% by 沈秋云 (Shen Qiuyun), approximately 19.9801% by 王芝祥 (Wang Zhixiang), approximately 19.9801% by 金麗燕 (Jin Liyan), approximately 13.9861% by 夏金丹 (Xia Jindan), approximately 7.992% by周宇飛 (Zhou Yufei) and approximately 7.992% by 周昊 (Zhou Hao).

Except for those companies that are specifically defined as connected companies, all the above companies are independent third parties. The Company has disclosed all the shareholding structures that are available to the Company and have a shareholding of more than or equalling to 5.00% in any companies and the Company considers disclosing shareholding of less than 5.00% is too tedious and meaningless for the shareholders and public information. The Company is not able to obtain the shareholding structures of certain stated owned companies or government-related bodies as 浙江忠鑫企業管理有限公司 (Zhejiang Zhongxin Enterprise Management Co., Ltd.*), a company controlled by Ms. Guan and Ms. Han, is not the controlling shareholder of Blue Whale Bioenergy.

GENERAL

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

The Company will seek approval of each of the Naphtha Sales and Purchase Agreement, the Steam Purchase Agreement, the Liquified Petroleum Gas Purchase Agreement and the Fuel Gas Purchase Agreement by independent shareholders at the EGM on 15 January 2026.

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

The PRC, 22 December 2025

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 or 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.*