THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **China Sanjiang Fine Chemicals Company Limited**, you should at once forward this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the AGM to be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 22 May 2026 at 11:00 a.m. is set out on pages 15–20 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

21 April 2026

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be convened and held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 22 May 2026 at 11:00 a.m., the notice of which is set out on pages 15–20 of this circular, and any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"associates"	has the same meaning as defined under the Listing Rules
"Board"	the board of Directors
"Companies Act"	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	China Sanjiang Fine Chemicals Company Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2198)
"Director(s)"	director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Share Buy Back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the AGM
"Group"	the Company and its subsidiaries
"Hangzhou Haoming"	杭州浩明投資有限公司 (Hangzhou Haoming Investment Co., Ltd.*) (formerly known as 杭州蕭山三江精細化工有限公司 (Hangzhou Xiaoshan Sanjiang Fine Chemicals Co., Ltd.*), and 蕭山市三江精細化工有限公司 (Xiaoshan City Sanjiang Fine Chemicals Co., Ltd.*)), a company established in the PRC with limited liability on 26 March 1998, and owned as to 75% by Mr. Guan, 20% by Ms. Han and 5% by Mr. Han Jianping, the brother of Ms. Han

"HK$"	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.*), a company established in the PRC with limited liability on 3 April 1998 and a non-wholly owned subsidiaries of Jiahua and currently listed on the Shanghai Stock Exchange (stock code: 600273)
"Latest Practicable Date"	14 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Guan"	Mr. Guan Jianzhong, the controlling Shareholder of the Company and the spouse of Ms. Han
"Ms. Guan"	Ms. Guan Siyi, an 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
"PRC"	the People's Republic of China, and for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of PRC
"Sanjiang Chemical"	三江化工有限公司 (Sanjiang Chemical Co., Ltd.*), a company established in the PRC with limited liability on 9 December 2003, and an indirect wholly-owned subsidiary of the Company
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

"Share Buy Back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the number of issued Shares in issue as at the date of passing the relevant resolution at the AGM
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers
"%"	per cent.

If there is any inconsistency between the Chinese names of 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.*

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)

Executive Directors:
Ms. Han Jianhong
Mr. Rao Huotao
Ms. Chen Xian
Ms. Guan Siyi

Independent Non-executive Directors:
Mr. Shen Kaijun
Ms. Pei Yu
Mr. Kong Liang

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head Office and Principal place of business in Hong Kong:
5/F., United Centre,
95 Queensway, Admiralty,
Hong Kong

21 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND PROPOSED RE-ELECTION OF DIRECTORS

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include, *inter alia*: (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Share Buy Back Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the Directors.

GRANT OF GENERAL MANDATE, SHARE BUY BACK MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders on 30 May 2025, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; and (c) the power to extend the general mandate mentioned in (a) above by the number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

(a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the number of issued Shares on the date of passing of such resolution. On the assumption that 1,190,000,000 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the AGM, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 238,000,000;

(b) to grant the Share Buy Back Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing of such resolution; and

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Share Buy Back Mandate.

Each of the General Mandate, the Share Buy Back Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Share Buy Back Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlement to attend and vote in the AGM, the register of members of the Company will be closed from 18 May 2026 to 22 May 2026, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. The record date will be 22 May 2026. In order to qualify for the right to attend and vote at the forthcoming AGM, 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 15 May 2026.

In addition, the register of members of the Company will be closed from 1 June 2026 to 2 June 2026, both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. The record date will be 2 June 2026. In order to qualify for the proposed final dividend, 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 29 May 2026.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 105 of the Articles of Association, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company and every Director shall be subject to retirement by rotation at least once every three years. Ms. Han Jianhong, Mr. Rao Huotao and Ms. Pei Yu shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election as Directors at the AGM.

Biographical information of each of the Directors who are proposed to be re-elected at the AGM is set out in Appendix II to this circular.

ACTIONS TO BE TAKEN

Set out on pages 15–20 of this circular is a notice convening the AGM at which ordinary resolutions will be proposed to approve, among other matters, the following:

(a) the proposed grant of the General Mandate, Share Buy Back Mandate and Extension Mandate; and

(b) the proposed re-election of Directors.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING AT THE AGM

All resolutions at the AGM shall be conducted by way of poll, and the results of the AGM will be announced by the Company in compliance with the Listing Rules.

RECOMMENDATIONS

The Board considers that the ordinary resolutions in respect of the proposed grant of the General Mandate, Share Buy Back Mandate and Extension Mandate and the proposed re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Share Buy Back Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,190,000,000 Shares in issue.

The Share Buy Back Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing the relevant ordinary resolution in the AGM. Subject to the passing of the proposed resolution granting the Share Buy Back Mandate and assuming that no Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Share Buy Back Mandate to repurchase a maximum of 119,000,000 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Share Buy Back Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Share Buy Back Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value

of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Share Buy Back Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
February	1.92	1.77
March	1.97	1.76
April	1.84	1.45
May	1.81	1.75
June	1.82	1.72
July	1.88	1.69
August	2.00	1.69
September	2.94	1.72
October	3.10	2.34
November	2.97	2.37
December	3.20	2.75
2026		
January	3.79	3.09
February	5.03	4.14
March	5.12	4.20
April (up to the Latest Practicable Date)	5.74	4.93

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Share Buy Back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Share Buy Back Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has any such connected person undertaken not to do so, in the event that the grant of Share Buy Back Mandate to the Directors is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Share Buy Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Sure Capital Holdings Limited ("**Sure Capital**") beneficially owned 536,936,000 Shares. Sure Capital is owned as to 84.71% and 15.29% by Mr. Guan and Ms. Han respectively. Accordingly, each of Mr. Guan and Ms. Han are deemed to be interested in the 536,936,000 Shares under the SFO, representing approximately 45.12% of the existing issued Shares. In addition, as at the Latest Practicable Date, Mr. Guan also directly owned 20,738,000 Shares, representing approximately 1.74% of the existing issued Shares. Accordingly, Ms. Han and Ms. Guan are also deemed to be interested in the 20,738,000 Shares.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Buy Back Mandate, the shareholding of Sure Capital together with the shareholding of Mr. Guan, himself as beneficial owner, in the Company would be increased to approximately 52.07% of the issued Shares and such increase would result in Sure Capital together with Mr. Guan becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Share Buy Back Mandate to such an extent that would result in Sure Capital together with Mr. Guan becoming obliged to make such a mandatory offer or the number of Shares which are in the hands of public falling below 25% of the total number of shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules). Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Buy Back Mandate.

10. SHARE REPURCHASE MADE BY THE COMPANY

During the year ended 31 December 2025, the Company repurchased a total of 3,000,000 of its ordinary shares of HK$0.10 each on The Stock Exchange of Hong Kong Limited at prices ranging from approximately HK$1.72 to HK$2.58 per share, for an aggregate consideration of approximately HK$6,807,000. All repurchased shares will be subsequently cancelled. Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2025.

Save as disclosed above, the Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following sets out the biographical information of the Directors eligible for re-election at the AGM:

EXECUTIVE DIRECTOR

HAN Jianhong (韓建紅), aged 51, is an executive Director. Ms. Han is one of the founders of the Group. She is primarily responsible for the business planning, business structuring and restructuring, overseeing legal matters and investor relations of the Group. Ms. Han has over 25 years of experience in the chemical industry. Ms. Han was appointed as executive Director on 22 March 2010. Ms. Han has been serving as the chairlady of the board of directors of both Zhejiang Jiahua Group Co., Ltd.* (浙江嘉化集團股份有限公司) and Zhejiang Jiahua Energy Chemical Co., Ltd. ("**Jiahua Energy**") since 2020. Ms. Han has entered into a service agreement with the Company for a term of three years commencing from 1 September 2010, renewable upon expiry, and until terminated by not less than three months' notice in writing served by either party on the other. Please refer to the annual report of the Company for the year ended 31 December 2025 for details of salary packages. The emolument of Ms. Han has been determined by the Board with reference to her duties, responsibilities and contribution to the Group. In addition, Ms. Han is entitled to a discretionary management bonus in such amount to be determined by the Board and on the condition that the aggregate amount of bonuses payable to all the executive Directors for any financial year of the Company shall not exceed 5% of the audited consolidated or combined net profit attributable to the Shareholders (after taxation and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Sure Capital Holdings Limited ("**Sure Capital**") beneficially owned 536,936,000 Shares. The 536,936,000 Shares were held by Sure Capital Holdings Limited ("**Sure Capital**"), the entire issued ordinary shares of which ere owned as to 84.71% by Mr. Guan Jianzhong ("**Mr. Guan**") and 15.29% by Ms. Han, the spouse of Mr. Guan. By virtue of the SFO, Mr. Guan was deemed to be interested in the Shares held by Sure Capital, and Ms. Han was deemed to be interested in the Shares in which Mr. Guan was interested for the purposes of Divisions 2 and 3 of Part XV of the SFO. In addition, as at the Latest Practicable Date, Mr. Guan also directly owned 20,738,000 Shares, representing approximately 1.74% of the existing issued Shares. Accordingly, Ms. Han and Ms. Guan are also deemed to be interested in the 20,738,000 Shares. Save as disclosed herein, as at the Latest Practicable Date, Ms. Han was not related to any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company and she did not have any other interests in the Shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

RAO Huotao (饒火濤), aged 52, is an executive Director. He is primarily responsible for the project management of the Group. Mr. Rao graduated from 武漢化工學院 (Wuhan Chemistry Institute*) (currently known as 武漢工程大學 (Wuhan Institute of Technology)) with a bachelor's degree in chemical process in June 1996. He was accredited as a senior engineer in chemical process in December 2007. He further obtained a master's degree in chemical engineering from Zhejiang University in December 2008. He joined the Group in 2010 as an assistant to the chief general manager of 三江化工有限公司 (Sanjiang Chemical Company Limited*), a wholly-owned subsidiary of the Company, being responsible for, among others, a project regarding the production of surfactant, a project regarding the production of epoxyethane and ethane and a project regarding the production of polypropylene. Since 2017, Mr. Rao became the chief vice general manager of Sanjiang Chemical Company Limited, being responsible for, among others, a project regarding the production of polypropylene. As at the date hereof, Mr. Rao was also a director of Jiahua Energy Chemical Co. Mr. Rao has entered into a service agreement with the Company for a term of three years commencing from 1 September 2010, renewable upon expiry, and until terminated by not less than three months' notice in writing served by either party on the other. Please refer to the annual report of the Company for the year ended 31 December 2025 for details of salary packages. The emolument of Mr. Rao has been determined by the Board with reference to his duties, responsibilities and contribution to the Group. Mr. Rao owns 659,000 shares of the Company. Save as disclosed herein, as at the Latest Practicable Date, Mr. Rao does not hold any shares of the Company or any of its subsidiaries and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company and does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Mr. Rao has not been a director of any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

INDEPENDENT NON-EXECUTIVE DIRECTORS

PEI Yu (裴愚), aged 54, graduated from the Beijing Normal University with a bachelor degree in arts in June 1992 and obtained a double degree in laws from China University of Political Science and Law in June 1997. Ms. Pei has more than 20 years of experience in the legal field in China. Between July 1997 and August 2001, she worked in 北京市第二中級人民法院 (the Secondary Intermediate People's Court of Beijing*) and became a practising lawyer in September 2001. In December 2004, she established 北京市廣川律師事務所 (Beijing Guang Chuan Law Firm*) and has been its partner since then. Ms. Pei is also a member of 北京市豐台區律師協會律師權利保障委員會 (Protection of Lawyers' Rights Committee of the Law Association of Fengtai District, Beijing*) and an arbitrator of 唐山仲裁委員會 (Tongshan Arbitration Committee*). The appointment of Ms. Pei is for a term of two years and subject to retirement by rotation in accordance with the articles of association of the Company. Ms. Pei is entitled to an annual emolument of HK$120,000 which has been determined by the Board with reference to her duties and experience. Ms. Pei does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company, and did not have any directorships in other listed public companies in the last three years nor has held any other position with the Company

and any of its subsidiaries. As at the date of this circular, Ms. Pei does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Ms. Pei has confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of Ms. Han Jianhong, Mr. Rao Huotao and Ms. Pei Yu and there is no information which is discloseable nor is/was Ms. Han Jianhong, Mr. Rao Huotao and Ms. Pei Yu involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Sanjiang Fine Chemicals Company Limited ("**Company**") will be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 22 May 2026 at 11:00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("**Directors**") and the auditors of the Company for the year ended 31 December 2025.

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Ms. Han Jianhong as Director;

   (b) to re-elect Mr. Rao Huotao as Director;

   (c) to re-elect Ms. Pei Yu as Director; and

   (d) to authorise the board of Directors to fix the Directors' remuneration.

3. To re-appoint Ernst & Young as the auditors of the Company and authorise the Board to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. "**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate number of issued shares of the Company on the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of such shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued shares of the Company on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) ("**Companies Act**") of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

"**Rights Issue**" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares in the Company whose names appear on the Company's register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."

6. "**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above."

7. To declare a final dividend of HK5.0 cents per share of HK$0.1 each in the Company for the year ended 31 December 2025.

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

Hong Kong, 21 April 2026

Head Office and Principal place of business in Hong Kong:
5/F, United Centre,
95 Queensway, Admiralty,
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 18 May 2026 to 22 May 2026, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. The record date will be 22 May 2026. In order to qualify for the right to attend and vote at the forthcoming AGM, 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 15 May 2026.

6. For the purpose of determining the entitlements to the proposed final dividend, the register of members of the Company will be closed from 1 June 2026 to 2 June 2026, both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. The record date will be 2 June 2026. In order to qualify for the proposed final dividend, 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 29 May 2026.

7. In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"). The Directors have no immediate plans to issue any new shares other than shares which may fall to be issued under the share option scheme of the Company.

8. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in a circular to the shareholders.

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.