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**三江化工**

SANJIANG CHEMICAL

**CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED**

**中國三江精細化工有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2198)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of China Sanjiang Fine Chemicals Company Limited (“**Company**”) will be held at Worldwide Executive Centre, Level 10, World-wide House, 19 Des Voeux Road Central, Hong Kong at 10:00 a.m. on 28 June 2012 for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT**

- (a) the acquisition agreement dated 31 May 2012 and entered into between 三江化工有限公司(Sanjiang Chemical Co., Ltd.\*) (the “**Purchaser**”) and 杭州浩明投資有限公司(Hangzhou Haoming Investment Co., Ltd.\*) (the “**Vendor**”) (the “**Acquisition Agreement**”) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) pursuant to which the Purchaser has conditionally agreed to purchase and the Vendor has conditionally agreed to sell 75% of the equity interest in 浙江興興新能源科技有限公司(Zhejiang Xingxing New Energy Technology Co., Ltd.\*) and all the transactions contemplated thereby be and are hereby approved; and
- (b) any one director of the Company be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering the Acquisition Agreement, and all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated in the Acquisition Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Acquisition Agreement, as he/she may in his/her absolute discretion consider to be desirable and in

the interests of the Company and all of such director's acts as aforesaid be hereby approved, ratified and confirmed."

On Behalf of the Board of  
**China Sanjiang Fine Chemicals Company Limited**  
**Guan Jianzhong**  
*Chairman*

Hong Kong, 11 June 2012

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

*Principal office in Hong Kong:*  
Room 601-602, Infinitus Plaza  
199 Des Voeux Road Central  
Sheung Wan  
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*Notes:*

- 1 The register of members of the Company will be closed from Friday, 22 June 2012 to Thursday, 28 June 2012 (both days inclusive). For the purpose of ascertaining the members' entitlement to the attendance of the Meeting, all share transfer documents accompanied by relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4.30 p.m. on Thursday, 21 June 2012.
- 2 Any member entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a member of the Company.
- 3 To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or at any adjournment thereof).
- 4 Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5 In the case of joint holders of a share, 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; but if more than one of such joint holders are present at the above 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.
- 6 As at the date hereof, the Board comprised Mr. Guan Jianzhong, Ms. Han Jianhong, Mr. Niu Yingshan, Mr. Han Jianping as executive Directors and Mr. Wang Wanxu, Mr. Shen Kaijun and Mr. Mui Ho Cheung, Gary as independent non-executive Directors.

\* *For identification purpose only*