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**三江化工**

SANJIANG CHEMICAL

**CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED**

**中國三江精細化工有限公司**

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

**(Stock Code: 2198)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of **CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED** (the “Company”) will be held at 10:00 a.m. on 18 November 2019 at 20/F., OfficePlus@Sheung Wan, 93–103 Wing Lok Street, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, approving the following resolution as an ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 30 October 2019.

The following resolution will be considered and, if thought fit, approved by the Shareholders, with or without amendments, at the EGM:

### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the 2nd Supplemental LG Agreement dated 12 September 2019 entered into between the Company and 浙江美福石油化工有限公司 (Zhejiang Mei Fu Petrochemical Co., Ltd\*), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified be hereby approved, ratified and confirmed;

- (b) the cap for the Financial Assistance (as defined in the circular of the Company dated 12 September 2019) for the three years following the 2nd Supplemental LG Agreement taking effect for the provision of Financial Assistance contemplated under the 2nd Supplemental LG Agreement be and is hereby approved, confirmed and ratified; and
- (c) the directors of the Company be and are hereby authorised to take such actions and execute such documents as they may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the 2nd Supplemental LG Agreement and the provision of Financial Assistance contemplated thereunder.”

For and on behalf of the Board of  
**China Sanjiang Fine Chemicals Company Limited**  
**GUAN Jianzhong**  
*Chairman and executive Director*

Hong Kong, 30 October 2019

*Notes:*

1. In order to qualify for the attendance of the EGM, all transfers of shares 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on 13 November 2019.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
4. The register of members of the Company will be closed from 14 November 2019 to 18 November 2019, both days inclusive, during which period no transfer of shares will be registered, in order to determine the entitlement to attend and vote at the EGM. In order to qualify for the right to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on 13 November 2019.
5. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM convened and in such event, the form of proxy shall be deemed to be revoked.

6. In the case of joint registered holders of any share, any one of such joint registered holders may vote at the EGM, 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 registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, 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.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at ([www.chinasanjiang.com](http://www.chinasanjiang.com)) and on the HKExnews website of the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and venue of the rescheduled meeting.
8. At the EGM (or at any adjournment thereof), the chairman of the meeting put the above resolution to the vote by way of poll pursuant to the Listing Rules. The poll results will be published on the website of the Company and the website of the Stock Exchange in accordance with the Listing Rules.
9. In case of inconsistency between the English and Chinese version of this notice of EGM, the English version shall prevail.

*As at the date of this notice, the Board comprises four executive Directors: Mr. GUAN Jianzhong, Ms. HAN Jianhong, Mr. HAN Jianping and Mr. RAO Huotao and three independent non-executive Directors: Mr. SHEN Kaijun, Ms. PEI Yu and Mr. KONG Liang.*