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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 10:30 a.m. on Monday, 21 December 2020 at 24/F, Office Plus @ Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong for the purpose of considering and, if thought fit, approving the following resolutions as ordinary resolutions 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 3 December 2020.

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

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the renewed steam supply agreement dated 12 November 2020 entered into between 浙江興興新能源科技有限公司 (Zhejiang Xingxing New Energy Technology Co., Ltd.\*) (“**Xing Xing**”) and 浙江嘉化能源化工股份有限公司 (Zhejiang Jiahua Energy Chemical Co. Ltd.\*) (“**Jiahua Energy Chemical Co.**”), for the supply of high pressure steam (the “**Xing Xing Steam Supply Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Xing Xing Steam Supply 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 Xing Xing Steam Supply Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the renewed steam supply agreement dated 12 November 2020 entered into between 三江化工有限公司 (Sanjiang Chemical Co. Ltd.\*) (“**Sanjiang Chemical**”) and Jiahua Energy Chemical Co., for the supply of low, medium and high pressure steam (the “**Sanjiang Chemical Steam Supply Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Chemical Steam Supply 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 Sanjiang Chemical Steam Supply Agreement and the transactions contemplated thereunder.”

3. “**THAT:**

- (a) the renewed steam supply agreement dated 12 November 2020 entered into between 浙江三江化工新材料有限公司 (Zhejiang Sanjiang New Material Co., Ltd\*) (“**Sanjiang New Material**”) and Jiahua Energy Chemical Co., for the supply of low and medium pressure steam (the “**Sanjiang New Material Steam Supply Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang New Material Steam Supply 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 Sanjiang New Material Steam Supply Agreement and the transactions contemplated thereunder.”

4. “**THAT:**

- (a) the renewed steam supply agreement dated 12 November 2020 entered into between 三江浩嘉高分子材料科技有限公司 (Sanjiang Haojia High Polymer Material Technology Co., Ltd\*) (“**Sanjiang Haojia**”) and Jiahua Energy Chemical Co., for the supply of low pressure steam (the “**Sanjiang Haojia Steam Supply Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Haojia Steam Supply 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 Sanjiang Haojia Steam Supply Agreement and the transactions contemplated thereunder.”

5. “**THAT:**

- (a) the ethylene sales agreement dated 12 November 2020 entered into between Sanjiang Chemical and Jiahua Energy Chemical Co., for the supply of ethylene (the “**Sanjiang Chemical Ethylene Sales Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Chemical Ethylene Sales 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 Sanjiang Chemical Ethylene Sales Agreement and the transactions contemplated thereunder.”

6. “**THAT:**

- (a) the renewed port and storage services agreement dated 12 November 2020 entered into between Xing Xing and 浙江乍浦美福碼頭倉儲有限公司 (Zhejiang Zhapu Mei Fu Port & Storage Co. Ltd\*) (“**Mei Fu Port**”), for the provision of port and storage services (the “**Xing Xing Port and Storage Services Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Xing Xing Port and Storage Services 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 Xing Xing Port and Storage Services Agreement and the transactions contemplated thereunder.”

7. “**THAT:**

- (a) the renewed port and storage services agreement dated 12 November 2020 entered into between Sanjiang Chemical and Mei Fu Port, for the provision of port and storage services (the “**Sanjiang Chemical Port and Storage Services Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Chemical Port and Storage Services 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 Sanjiang Chemical Port and Storage Services Agreement and the transactions contemplated thereunder.”

8. “**THAT:**

- (a) the renewed port and storage services agreement dated 12 November 2020 entered into between Sanjiang New Material and Mei Fu Port, for the provision of port and storage services (the “**Sanjiang New Material Port and Storage Services Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang New Material Port and Storage Services 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 Sanjiang New Material Port and Storage Services Agreement and the transactions contemplated thereunder.”

9. “**THAT:**

- (a) the renewed port and storage services agreement dated 12 November 2020 entered into between Sanjiang Haojia and Mei Fu Port, for the provision of port and storage services (the “**Sanjiang Haojia Port and Storage Services Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Haojia Port and Storage Services 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 Sanjiang Haojia Port and Storage Services Agreement and the transactions contemplated thereunder.”

10. “**THAT:**

- (a) the port and storage services agreement dated 12 November 2020 entered into between Sanjiang Chemical and Jiahua Energy Chemical Co., for the provision of port and storage services (the “**Sanjiang Chemical and Jiahua Energy Storage Services Agreement**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Chemical and Jiahua Energy Storage Services 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 Sanjiang Chemical and Jiahua Energy Storage Services Agreement and the transactions contemplated thereunder.”

11. “**THAT:**

- (a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares (the “**Shares**”) of HK\$0.1 each in the capital of the Company falling to be allotted and issued pursuant to the exercise of any options granted pursuant to the share option scheme of the Company (the “**Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to approve further amendments to the rules of the Share Option Scheme as may be acceptable or not objected by the Stock Exchange and to grant options and to allot, issue and deal with any Shares pursuant to the exercise of any options granted thereunder and to take all such steps as they may consider necessary or expedient to give effect to the Share Option Scheme; and
- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to resolution numbered 11(a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution.”

For and on behalf of the Board of  
**China Sanjiang Fine Chemicals Company Limited**  
**HAN Jianhong**  
*Chairlady and executive Director*

Hong Kong, 3 December 2020

*Notes:*

1. 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.
2. 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.

3. The register of members of the Company will not be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the EGM to be held on Monday, 21 December 2020. However, in order to qualify for attending and voting at the EGM, all transfers documents accompanied by the relevant share certificates must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 15 December 2020.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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 three executive Directors: 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.*