



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)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held

at 10:30 a.m., Monday, 21 December 2020

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____
shares (“Shares”) of HK\$0.10 each in the capital of China Sanjiang Fine Chemicals Company Limited (“Company”) hereby appoint
the chairman of the extraordinary general meeting (“EGM”) of the Company or _____
of _____
to act as my/our proxy ^(note c) at the EGM to 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, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed
below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast. ^(note d)

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Xing Xing Steam Supply Agreement; and</p> <p>(c) To authorize the directors of the Company 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.</p>		
2.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Chemical Steam Supply Agreement; and</p> <p>(c) To authorize the directors of the Company 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.</p>		

ORDINARY RESOLUTIONS		FOR	AGAINST
3.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang New Material Steam Supply Agreement; and</p> <p>(c) To authorize the directors of the Company 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.</p>		
4.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Haojia Steam Supply Agreement; and</p> <p>(c) To authorize the directors of the Company 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.</p>		
5.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify the annual caps for the three years ending 31 December 2023 in relation to the transactions contemplated under the Sanjiang Chemical Ethylene Sales Agreement; and</p> <p>(c) To authorize the directors of the Company 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.</p>		
6.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify 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; and</p> <p>(c) To authorize the directors of the Company 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.</p>		

ORDINARY RESOLUTIONS		FOR	AGAINST
7.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify 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; and</p> <p>(c) To authorize the directors of the Company 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.</p>		
8.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify 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; and</p> <p>(c) To authorize the directors of the Company 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.</p>		
9.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify 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; and</p> <p>(c) To authorize the directors of the Company 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.</p>		
10.	<p>(a) To approve, confirm and ratify 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;</p> <p>(b) To approve, confirm and ratify 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; and</p> <p>(c) To authorize the directors of the Company 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.</p>		

	ORDINARY RESOLUTIONS	FOR	AGAINST
11.	<p>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 will be set out in the document marked “A” which will be produced to the EGM and signed by the chairman of the meeting for the purpose of identification:</p> <p>(a) To approve and adopt the rules of the Share Option Scheme;</p> <p>(b) To authorize the directors of the Company to:</p> <p>(i) approve further amendments to the rules of the Share Option Scheme as may be acceptable or not objected by the Stock Exchange;</p> <p>(ii) grant options and to allot, issue and deal with any Shares pursuant to the exercise of any options granted thereunder; and</p> <p>(iii) and to take all such steps as they may consider necessary or expedient to give effect to the Share Option Scheme; and</p> <p>(c) To resolve that 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 such resolution.</p>		

Shareholder's signature: _____ (note e to i)

Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words “the chairman of the annual general meeting (“EGM”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided. A member of the Company entitled to attend and vote at the EGM is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
- In the case of joint registered holders of any Share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the EGM, whether in person or by proxy, then one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered Share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this 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 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 of the EGM or any adjournment thereof.
- Completion and return of this proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.