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If you have sold or transferred all your shares in SANVO Fine Chemicals Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



SANVO 三和

SANVO Fine Chemicals Group Limited

三和精化集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 301)

**PROPOSALS FOR FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this page and the cover inside page shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the Company's annual general meeting to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Thursday, 17 June 2021 at 3:00 p.m. is set out on pages 20 to 26 of this circular.

A form of proxy for use in connection with the 2021 AGM is enclosed with this circular. If you do not intend to attend the 2021 AGM but wish to exercise your right as a Shareholder, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the 2021 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the 2021 AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to have been revoked.

26 April 2021

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail.

DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 17 June 2021 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	SANVO Fine Chemicals Group Limited (三和精化集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 301)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Group”	the Company and our subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Computershare Hong Kong Investor Services Limited
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2021 AGM to exercise the power of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	15 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	16 January 2020, being the date on which the Shares were listed and traded on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Mandatory General Offer”	mandatory offer in accordance with Rule 26 of the Takeovers Code
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China

DEFINITIONS

“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2021 AGM to exercise the power of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and administered by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



SANVO Fine Chemicals Group Limited

三和精化集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 301)

Executive Directors:

Mr. Chen Bingqiang

Mr. Chen Bingyao

Mr. Ng Cheuk Lun

Independent non-executive Directors:

Ir. Daniel Lai

Mr. Xu Kai

Mr. Yeung Chun Yue David

Registered office:

PO Box 1350

Clifton House, 75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and principal
place of business in the
PRC:*

Dacen Industrial Park

Huangpu Town, Zhongshan

Guangdong Province, the

PRC

*Principal place of business in
Hong Kong:*

5/F., 349 Hennessy Road

Wanchai, Hong Kong

26 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR FINAL DIVIDEND;
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the 2021 AGM for, among other matters, the final dividend, the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the Directors.

LETTER FROM THE BOARD

The purpose of this circular is to give you the information regarding the resolutions to be proposed at the 2021 AGM relating to the above matters and the notice of the 2021 AGM.

PROPOSED FINAL DIVIDEND

Reference is made to the audited annual results announcement (the “**Preliminary Announcement**”) for the year ended 31 December 2020 of the Company dated 23 March 2021. The Board has recommended a final dividend of HK3.0 cents per Share for the year ended 31 December 2020 payable to the Shareholders, which is subject to the approval of the Shareholders at the 2021 AGM and compliance with the Articles of Association and the Companies Law of the Cayman Islands.

For determining the entitlement of the shareholders of the Company to the proposed final dividend, the register of members of the Company will be closed from Monday, 28 June 2021 to Wednesday, 30 June 2021 (both dates inclusive), during which period no transfer of shares of the Company will be registered.

In order to be eligible to be entitled to the proposed final dividend, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 25 June 2021.

Subject to the shareholders' approval at the 2021 AGM, the proposed final dividend is expected to be paid on or about Friday, 9 July 2021.

An ordinary resolution will be proposed at the 2021 AGM to approve the declaration of the final dividend.

ISSUE MANDATE

At the 2021 AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to exercise the power of the Company to issue new Shares in the event it becomes desirable for the Company to do so. Based on 427,500,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up

LETTER FROM THE BOARD

to the date of the 2021 AGM, the Directors will be able to allot, issue and deal with up to a total of 85,500,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2021 AGM. The Issue Mandate, if granted, will remain in effect until 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at general meeting of the Company.

REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the 2021 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on the 427,500,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2021 AGM, the Company would be allowed to repurchase a maximum of 42,750,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will be effective until 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF THE ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2021 AGM to add to the Issue Mandate those Shares to be repurchased by the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the date of this circular, there were three executive Directors, namely Mr. Chen Bingqiang, Mr. Chen Bingyao and Mr. Ng Cheuk Lun, and three independent non-executive Directors, namely Ir. Daniel Lai, Mr. Xu Kai and Mr. Yeung Chun Yue David.

Article 108(a) of the Articles of Association provides that one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election. Mr. Ng Cheuk Lun and Mr. Yeung Chun Yue David will retire from office and, being eligible, have offered themselves for re-election at the 2021 AGM.

The biographical details of each of the retiring Directors to be re-elected at the 2021 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of Ir. Daniel Lai, Mr. Xu Kai and Mr. Yeung Chun Yue David and confirmed that the independent non-executive Directors are independent. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the retiring Directors, namely, Mr. Ng Cheuk Lun and Mr. Yeung Chun Yue David stand for re-election as Directors at the 2021 AGM. For good corporate governance, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

2021 AGM

The notice convening the 2021 AGM is set out on pages 20 to 26 of this circular. At the 2021 AGM, resolutions will be proposed to approve, among others, the final dividend, the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors.

LETTER FROM THE BOARD

For determining the Shareholders' entitlement to attend and vote at the 2021 AGM, the register of members of the Company will be closed from Friday, 11 June 2021 to Thursday, 17 June 2021 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2021 AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 10 June 2021.

FORM OF PROXY

A form of proxy for use in connection with the 2021 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.savno.com). If you do not intend to attend the 2021 AGM but wish to exercise your right as a Shareholder, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the 2021 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2021 AGM or any adjournment thereof should he/she/it so wishes and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the 2021 AGM will be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all such votes in the same way.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2021 AGM.

PRECAUTIONARY MEASURES FOR THE 2021 AGM

In view of the recent development of novel coronavirus ("**COVID-19**") and the guidelines from the Hong Kong government on the prevention of it, the Company will implement the following preventive measures at the 2021 AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the 2021 AGM venue. Any person with a body temperature of over 37.8 degrees Celsius will not be admitted to the venue;
- (ii) all attendees are required to wear surgical facial mask throughout the 2021 AGM. Any person who refuses to follow the aforesaid will not be admitted to the venue;
- (iii) attendee may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the 2021 AGM ("**recent travel history**"); and (ii) he/she is subject to any prescribed quarantine requirement by the Hong Kong government. Any person who responds positively to any of these questions will not be admitted to the venue; and
- (iv) no food or beverages will be served at the 2021 AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company strongly recommends Shareholders intending to attend the 2021 AGM to vote by submitting proxy forms with voting instructions inserted, Shareholders

LETTER FROM THE BOARD

may also appoint the chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM instead of attending the meeting in person.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the proposals for the final dividend, the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the Directors as set out in the notice convening the 2021 AGM are in the interests of the Company and the Shareholders as a whole. Therefore, they recommend that the Shareholders vote in favour of all the resolutions to be proposed at the 2021 AGM as set out in the notice convening the 2021 AGM on pages 20 to 26 of this circular.

Yours faithfully,

For and on behalf of the Board

SANVO Fine Chemicals Group Limited

CHEN Bingqiang

*Chief Executive Officer, Executive Director
and Chairman of the Board*

The particulars of the Directors retiring as required by the Articles of Association and the Listing Rules and proposed to be re-elected at the 2021 AGM are set out as follows.

Executive Director

Mr. Ng Cheuk Lun

Mr. Ng Cheuk Lun ("**Mr. Ng**"), aged 44, is an executive Director and the company secretary of the Company.

Mr. Ng is primarily responsible for management of investor relationship, strategic planning, business development and company secretarial matters of the Group. He has been appointed as the company secretary since 7 August 2018 and an executive Director of the Company since 15 April 2019. Mr. Ng has been a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants since July 2011 as well as a Certified Practising Accountant of CPA Australia since August 2004.

Mr. Ng has been a director of MN CPA Limited, Certified Public Accountants since May 2012, a director of MN Corporate Services Limited since July 2011, a company engaged in providing business consultancy services and an executive director of Credit Intelligence Limited since 29 December 2020, an ASX listed company engaged in debt-restructuring, personal insolvency, money lending and buy now pay later business in Australia, Hong Kong and Singapore. Mr. Ng is primarily responsible for strategic planning and merger and acquisition matters.

From August 2007 to January 2011, Mr. Ng worked in Grant Thornton, an auditing firm where his last position was Senior Manager in the Assurance Division. Due to a merger between Grant Thornton and BDO Limited, he was transferred to BDO Limited and employed as Senior Manager from January 2011 to July 2011.

From July 2011 to November 2015, Mr. Ng was employed in various positions in Asian Citrus Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0073), including as the company secretary from July 2013 to November 2015, chief financial officer from March 2014 to November 2015 and executive director from November 2014 to November 2015. From October 2014 to September 2017, Mr. Ng was an independent non-executive director at Mayer Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1116) ("**Mayer**").

On 5 April 2017, The Market Misconduct Tribunal (“**MMT**”) fined Mayer and nine of the former senior executives of Mayer a total of HK\$10.2 million after they were found to have failed to disclose inside information as soon as reasonably practicable as required under the SFO during the period between April 2012 and January 2013. The MMT found that Mayer breached the disclosure requirement pursuant to section 307B(1) of the SFO and that the relevant senior executives had not taken all reasonable measures to ensure that proper safeguards exist to prevent the breach of the disclosure requirements under section 307G(2) of the SFO (the “**Mayer Incident**”).

Mr. Ng joined Mayer in October 2014 as part of a group of new directors nominated by certain shareholders of Mayer at the time to replace the previous directors. Mr. Ng was not involved in the above-mentioned MMT hearing or the Mayer Incident.

Taking into account that: (1) the Mayer Incident occurred between April 2012 and January 2013, more than one year prior to Mr. Ng joining Mayer; (2) Mr. Ng is not one of the nine former senior executives who were involved in the Mayer Incident that breached the disclosure requirement pursuant to section 307B(1) of the SFO; and (3) as at the Latest Practicable Date, Mr. Ng remains as a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants as well as a Certified Practising Accountant of CPA Australia, and the relevant licenses have never been revoked or suspended by these professional bodies, the Directors and the Sole Sponsor to the Company of the listing of Shares on the Stock Exchange are of the view that in relation to the abovementioned Mayer Incident, there is nothing, which casts doubts on Mr. Ng's suitability to act as the Director under rules 3.08 and 3.09 of the Listing Rules.

Mr. Ng was the director of the following companies which were incorporated in Hong Kong and were deregistered pursuant to section 291AA of the Predecessor Companies Ordinance or section 751 of the Companies Ordinance which provides that a defunct, solvent company may be dissolved by way of deregistration. The deregistration of all the following companies were voluntary by way of submitting an application to the Companies Registry of Hong Kong because these companies had either

never commenced business or operation or ceased to carry on business or operation for more than three months immediately before the relevant application. The relevant details are as follows:

Name of company	Nature of business	Date of deregistration
S&M Global Media Limited	No substantive business	19 September 2013
Pop Wedding Magazine Limited	No substantive business	5 September 2014

Mr. Ng has entered into a service contract with the Company for a fixed term of three years commencing from the Listing Date. Pursuant to his service contract with the Company, he is presently entitled to a salary of HK\$1,040,000 per annum. His emolument was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

Independent Non-executive Director

Mr. Yeung Chun Yue David

Mr. Yeung Chun Yue David ("**Mr. Yeung**"), aged 39, was appointed as an independent non-executive Director on 13 December 2019, and is responsible for providing independent advice and judgment to the Board. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee.

Mr. Yeung has over 14 years of experience in accounting and tax advisory. Mr. Yeung has been a director and the managing partner of D & Partners CPA Limited since September 2017. From July 2004 to September 2017, Mr. Yeung worked in Cheng & Cheng Limited, Certified Public Accountants with his last position as a director. Mr. Yeung graduated from the City University of Hong Kong with a bachelor of business administration in accountancy in November 2004.

Mr. Yeung has been an independent non-executive director of Aeso Holding Limited (a company listed on GEM of the Stock Exchange, stock code: 8341) since 12 April 2019 and Nexion Technologies Limited (a Company listed on GEM of the Stock Exchange, stock code: 8420) since 10 September 2020. From December 2014 to March 2017, Mr. Yeung served as an independent non-executive director of Mega Expo Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1360 and currently known as NOVA Group Holdings Limited).

Mr. Yeung is currently a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Tax Advisor of The Taxation Institute of Hong Kong. He was also appointed as a member of the 14th Committee Member of the Guangzhou City Panyu District Chinese People's Political Consultative Conference in October 2016.

Mr. Yeung has entered into an appointment letter with the Company for a fixed term of three years commencing from the Listing Date, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance to the Articles of Association. Pursuant to his appointment letter with the Company, he is presently entitled to a director's fee of HK\$150,000 per annum. His emolument was determined by the Board by reference to his responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Ng and Mr. Yeung (i) were not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) had not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; and (iii) were not related to any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in connection with re-election of Mr. Ng and Mr. Yeung and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the proposed grant of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions. All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the total number of issued Shares as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 427,500,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2021 AGM, the Directors would be authorised to exercise the power of the Company to repurchase up to a maximum of 42,750,000 Shares, representing 10% of the total issued Shares as at the date of the 2021 AGM up to 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at general meeting of the Company.

3. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the Shares under the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Directors may not repurchase the Shares 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. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to Companies Law of the Cayman Islands, out of capital.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2020, being the date of the Company's latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the 12 months immediately prior to the Latest Practicable Date were as follows:

Month	Price per Share (HK\$)	
	Highest	Lowest
2020		
April	1.29	0.99
May	1.20	0.98
June	1.24	1.08
July	1.15	1.00
August	1.10	1.01
September	1.06	0.81
October	1.02	0.88
November	1.00	0.76
December	0.96	0.82
2021		
January	1.45	0.90
February	1.22	1.00
March	1.38	1.06
April	1.14	1.07

7. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or our subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2021 AGM.

8. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

As at the Latest Practicable Date, to the best knowledge of the Directors, having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to buy-back Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a 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 General Offer.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Mr. Ernest Chen, an executive Director, the chief executive officer of the Company and chairman of the Board, was beneficially interested in 314,000,000 Shares (held via Sanvo Fine Chemicals Limited, the entire issued share capital of which is solely and beneficially owned by Mr. Ernest Chen), representing approximately 73.45% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Repurchase Mandate, the shareholding of Mr. Ernest Chen would be increased to approximately 81.61% of the total number of the issued Shares. Such increase would not give rise to an obligation on the part of Sanvo Fine Chemicals Limited and parties acting in concert (as defined in the Takeovers Code) with it to make a Mandatory General Offer, however, the public float of the Company will not be maintained.

The Directors are not aware of any consequence which may arise under the Takeovers Code that may result from any repurchase of Shares under the Repurchase Mandate.

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

11. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not redeem any of its Shares listed and traded on the Main Board of the Stock Exchange nor did the Company or any of our subsidiaries purchase any of such Shares since the Listing Date up to the Latest Practicable Date.

NOTICE OF 2021 AGM



SANVO Fine Chemicals Group Limited

三和精化集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 301)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**2021 AGM**") of SANVO Fine Chemicals Group Limited (the "**Company**") will be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Thursday, 17 June 2021 at 3:00 p.m. for the following purposes:

As ordinary business,

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and the independent auditor of the Company for the year ended 31 December 2020.
2. To approve, each as a separate resolution, the re-election of the following Directors:
 - (i) Mr. Ng Cheuk Lun as an executive Director; and
 - (ii) Mr. Yeung Chun Yue David as an independent non-executive Director
3. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration for the year ending 31 December 2021.
4. To approve and declare a final dividend of HK3.0 cents per ordinary share in the issued share capital of the Company for the year ended 31 December 2020 payable to the shareholders.
5. To re-appoint Moore Stephens CPA Limited as the independent auditor of the Company for the ensuing year and authorise the Board to fix its remuneration.

NOTICE OF 2021 AGM

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into or exchange for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined 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 accordance with the articles of association of the Company in force from time to time (the “**Articles of Association**”); or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for Shares, shall not exceed the aggregate of 20% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

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(d) 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 to be held by the Articles of Association or the applicable laws of the Cayman Islands; 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 by this resolution.

"Rights Issue" means an offer of Shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors 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 applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company)."

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7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the applicable laws 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 the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares 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 purpose 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 to be held by the Articles of Association or the applicable laws of the Cayman Islands; 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 by this resolution.

NOTICE OF 2021 AGM

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions nos. 6 and 7 set out in the notice convening the 2021 AGM (the “**Notice**”), the authority of the Directors pursuant to resolution no. 6 set out in the Notice be and is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares repurchased pursuant to the authority granted pursuant to resolution no. 7 set out in the Notice.”

Yours faithfully,

For and on behalf of the Board

SANVO Fine Chemicals Group Limited

CHEN Bingqiang

*Chief Executive Officer, Executive Director
and Chairman of the Board*

Hong Kong, 26 April 2021

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the 2021 AGM convened by this Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles of Association. A proxy need not be a Member but must be present in person at the 2021 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of such Shares in respect of which such proxy is so appointed.
2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the 2021 AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from subsequently attending in person and voting at the 2021 AGM or its adjourned meeting should he/ she/it so wish.
3. For determining the Members' entitlement to attend and vote at the 2021 AGM, the register of Members will be closed from Friday, 11 June 2021 to Thursday, 17 June 2021 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2021 AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 10 June 2021.

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4. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix I to the circular (the "**Circular**") of the Company dated 26 April 2021.
5. In relation to the proposed resolution no. 4 above, in order to be eligible to be entitled to the final dividend, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 25 June 2021.
6. In relation to the proposed resolution no. 5 above, the Board concurs with the views of the audit committee of the Company and has recommended that Moore Stephens CPA Limited be re-appointed as the independent auditor of the Company.
7. In relation to the proposed resolutions nos. 6 and 8 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll.
10.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the 2021 AGM, the 2021 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2021 AGM by a supplemental notice posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the appointed time of the 2021 AGM and where conditions permit, the 2021 AGM will be held as scheduled.
 - (c) The 2021 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the 2021 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

NOTICE OF 2021 AGM

11. In view of the recent development of novel coronavirus ("**COVID-19**") and the guidelines from the Hong Kong government on the prevention of it, the Company will implement the following preventive measures at the 2021 AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the 2021 AGM venue. Any person with a body temperature of over 37.8 degrees Celsius will not be admitted to the venue;
- (ii) all attendees are required to wear surgical facial mask throughout the 2021 AGM. Any person who refuses to follow the aforesaid will not be admitted to the venue;
- (iii) attendee may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the 2021 AGM ("**recent travel history**"); and (ii) he/she is subject to any prescribed quarantine requirement by the Hong Kong government. Any person who responds positively to any of these questions will not be admitted to the venue; and
- (iv) no food or beverages will be served at the 2021 AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company strongly recommends Shareholders intending to attend the 2021 AGM to vote by submitting proxy forms with voting instructions inserted, Shareholders may also appoint the Chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM instead of attending the meeting in person.

12. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Chen Bingqiang, Mr. Chen Bingyao and Mr. Ng Cheuk Lun; and the independent non-executive Directors are Ir. Daniel Lai, Mr. Xu Kai and Mr. Yeung Chun Yue David.