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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 9 February 2024, 12:00p.m. at 5/F, United Centre, 95 Queensway, Admiralty, 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 22 January 2024.

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 long term steam supply framework agreement (the “**Long Term Steam Supply Framework Agreement**”) dated 25 December 2023 entered into between 浙江嘉化能源化工股份有限公司 (“**Jiahua Energy Chemical Co.**”) and China Sanjiang Fine Chemicals Company Limited (the “**Company**”) for the supply of low pressure steam (0.65 MPa and 1.3 MPa), medium pressure steam (3.4 MPa) and high pressure steam (4.6 MPa) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the proposed annual caps for the period from 1 February 2024 to 31 December 2024 and the two years ending 31 December 2026 in relation to the transactions contemplated under the Long Term Steam Supply Framework Agreement be and are 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 Long Term Steam Supply Framework Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the long term fatty alcohol supply framework agreement (the “**Long Term Fatty Alcohol Supply Framework Agreement**”) dated 25 December 2023 entered into between Jiahua Energy Chemical Co. and the Company for the supply of fatty alcohol and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the period from 1 February 2024 to 31 December 2024 and the two years ending 31 December 2026 in relation to the transactions contemplated under the Long Term Fatty Alcohol Supply Framework Agreement be and are 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 Long Term Fatty Alcohol Supply Framework Agreement and the transactions contemplated thereunder.”

3. “**THAT:**

- (a) the long term storage and loading services framework agreement (the “**Long Term Storage and Loading Services Framework Agreement**”) dated 25 December 2023 entered into between Jiahua Energy Chemical Co. and the Company for the supply of docking and port storage and loading services and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the period from 1 February 2024 to 31 December 2024 and the two years ending 31 December 2026 in relation to the transactions contemplated under the Long Term Storage and Loading Services Framework Agreement be and are 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 Long Term Storage and Loading Services Framework Agreement and the transactions contemplated thereunder.”

4. “**THAT:**

- (a) the long term ethylene supply framework agreement (the “**Long Term Ethylene Supply Framework Agreement**”) dated 25 December 2023 entered into between the Company and Jiahua Energy Chemical Co. for the supply of ethylene and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the period from 1 February 2024 to 31 December 2024 and the two years ending 31 December 2026 in relation to the transactions contemplated under the Long Term Ethylene Supply Framework Agreement be and are 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 Long Term Ethylene Supply Framework Agreement and the transactions contemplated thereunder.”

5. “**THAT:**

- (a) the long term toluene supply framework agreement (the “**Long Term Toluene Supply Framework Agreement**”) dated 25 December 2023 entered into between the Company and Jiahua Energy Chemical Co. for the supply of toluene and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the period from 1 February 2024 to 31 December 2024 and the two years ending 31 December 2026 in relation to the transactions contemplated under the Long Term Toluene Supply Framework Agreement be and are 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 Long Term Toluene Supply Framework Agreement and the transactions contemplated thereunder.”

6. “**THAT:**

- (a) the long term gas supply framework agreement (the “**Long Term Gas Supply Framework Agreement**”) dated 25 December 2023 entered into between the Company and Jiahua Energy Chemical Co. for the supply of oxygen, nitrogen, hydrogen and fuel gas and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the period from 1 February 2024 to 31 December 2024 and the two years ending 31 December 2026 in relation to the transactions contemplated under the Long Term Gas Supply Framework Agreement be and are 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 Long Term Gas Supply Framework Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**China Sanjiang Fine Chemicals Company Limited**  
**Han Jianhong**  
*Chairlady and executive Director*

Hong Kong, 22 January 2024

*Head Office and Principal place of business in Hong Kong:*  
Room 2202, 22/F.,  
OfficePlus @Wan Chai,  
No.303 Hennessy Road,  
Hong Kong

*Notes:*

- 1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.
- 2. To be valid, the 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 at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the meeting or any adjournment thereof.

3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of a share in the Company, 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 or if more than one of such joint holders are present at the 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.
5. For the purpose of determining entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 6 February 2024 to Friday, 9 February 2024, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM. In order to qualify for the right to attend and vote at the forthcoming EGM, all transfers documents 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 5 February 2024.
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 (<http://www.chinasanjiangfinechemicals.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 four executive Directors: Ms. HAN Jianhong, Mr. RAO Huotao, Ms. CHEN Xian and Ms. GUAN Siyi and three independent non-executive Directors: Mr. SHEN Kaijun, Ms. PEI Yu and Mr. KONG Liang.*