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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 of China Sanjiang Fine Chemicals Company Limited (“**Company**”) will be held at 10:00 a.m. on 29 August 2016 at Compass Office, L20, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT,**

- (a) the SP Agreement (as defined in the circular of the Company dated 12 August 2016) dated 17 June 2016 and entered into between 三江化工有限公司 (Sanjiang Chemical Co. Ltd.*) (“**Sanjiang Chemical**”), Capitol International Limited (佳都國際有限公司), 嘉興港區江浩投資發展有限公司 (Jiaying Gangqu Jianghao Investment Development Company Limited*) and Sure Capital Holdings Limited, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) 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 SP Agreement and the transactions contemplated thereunder;
- (c) the LG Agreement (as defined in the circular of the Company dated 12 August 2016) dated 17 June 2016 and entered into between the Company and 浙江美福石油化工有限公司 (Zhejiang Mei Fu Petrochemical Co., Ltd*), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (d) the cap for the Financial Assistance (as defined in the circular of the Company dated 12 August 2016) for the three years following the Completion Date (as defined in the circular of the Company dated 12 August 2016) for the transactions contemplated under the LG Agreement be and is hereby approved, confirmed and ratified; and

- (e) 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 LG Agreement and the transactions contemplated thereunder.”
2. “**THAT**, subject to Completion (as defined in the circular of the Company dated 12 August 2016), the declaration of a special dividend of HK\$15.0 cents per share of HK\$0.10 each in the capital of the Company be and is hereby approved.”

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

Hong Kong, 12 August 2016

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place
of business in Hong Kong:*
Room 601–602, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

Notes:

1. In order to qualify for the attendance of the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on 26 August 2016.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of the Company, vote in his stead. A proxy need not be a member of the Company.
3. 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 certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the above meeting or any adjourned meeting.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, 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; but if more than one of such joint holders are present at the above 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.

As at the date hereof, the Board comprises the following Directors:

Executive Directors:

Mr. Guan Jianzhong (*Chairman*)

Ms. Han Jianhong

Mr. Niu Yingshan

Mr. Han Jianping

Independent non-executive Directors:

Mr. Shen Kaijun

Ms. Pei Yu

Mr. Kong Liang