

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 20/F., OfficePlus@Sheung Wan, 93–103 Wing Lok Street, Sheung Wan, Hong Kong on 21 May 2018 at 10:30 a.m. (or, if later, immediately following the conclusion of the annual general meeting of the Company convened pursuant to the notice of the Company dated 19 April 2018 and to be held at 10:00 a.m. at the same location and on the same date as the EGM) 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 renewed steam supply agreement dated 1 January 2018 entered into between 浙江嘉化能源化工股份有限公司 (Zhejiang Jiahua Energy Chemical Co., Ltd.*) (“**Jiahua Energy Chemical Co**”) and 浙江興興新能源科技有限公司 (Zhejiang Xing Xing New Energy Technology Co., Ltd.*) for the supply of low and high pressure steam (“**Xing Xing Steam Supply Agreement**”) be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the three years ending 31 December 2020 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 authorized 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 steam supply agreement dated 23 January 2018 entered into between Jiahua Energy Chemical Co and 三江化工有限公司 (Sanjiang Chemical Co. Ltd.*) for the supply of low and medium pressure steam (“**Sanjiang Chemical Steam Supply Agreement**”) be and are hereby approved, confirmed and ratified;
- (b) the annual caps for a period of approximately three years ending 31 December 2020 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 authorized 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 Supply Agreement and the transactions contemplated thereunder.”

3. “**THAT**

- (a) the steam supply agreement dated 23 January 2018 entered into between Jiahua Energy Chemical Co and 浙江三江化工新材料有限公司 (Zhejiang Sanjiang New Material Co., Ltd.*) for the supply of low and medium pressure steam (“**Sanjiang New Material Steam Supply Agreement**”) be and are hereby approved, confirmed and ratified;
- (b) the annual caps for a period of approximately three years ending 31 December 2020 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 authorized 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.”

Yours faithfully,
For and on behalf of the Board of
China Sanjiang Fine Chemicals Company Limited
Guan Jianzhong
Chairman and executive Director

Hong Kong, 19 April 2018

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

Principal place of business in Hong Kong:
Room 1702, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

Notes:

1. 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.
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 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.
3. 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.
4. 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. HAN Jianping
Mr. RAO Huotao

Independent non-executive Directors:
Mr. SHEN Kaijun
Ms. PEI Yu
Mr. KONG Liang