

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE ADDRESSEE(S) NAMED BELOW ONLY AND REQUIRES YOUR IMMEDIATE ATTENTION. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 25 NOVEMBER 2016.

A copy of this Application Form, together with a copy of the offer prospectus of the Company dated 11 November 2016 (the "Prospectus") and (where applicable) the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong as required by section 32 of the Companies (Winding up and Miscellaneous Provisions) Ordinance, (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本申請表格僅適用於二零一六年十一月二十五日(星期五)下午四時正前交還。此乃有價值但不可轉讓之申請表格，僅供名列表格之收件人使用，並應即時處理。於二零一六年十一月二十五日(星期五)下午四時正後不得作出任何申請。

- (1) in the reasonable opinion of the Underwriter, the success of the Open Offer will be materially and adversely affected by:
(a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not judiciously given any of the foregoing), in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
(c) any adverse change in market conditions (whether foreseeable or not) (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter will or is reasonably likely to materially and adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
(d) the commencement by any third party of any litigation or claim against any member of the Group which is or might be material to the Group taken as a whole; or
(e) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer; or
(f) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the reasonable opinion of the Underwriter will or is reasonably likely to adversely affect the prospects of the Company; or
(g) there is any change in the circumstances of the Company or any member of the Group (whether foreseeable or not) which in the reasonable opinion of the Underwriter will or is reasonably likely to adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
(h) any suspension in or material restriction on the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, or the Prospectus Documents or other announcements in connection with the Open Offer.

包銷商有權於其最後獲准向本公司發出書面通知以終止包括協議。倘於終止最後時限前：
(1) 包銷商合理認為以下事實會對公開發售之成功構成重大不利影響：
(a) 推出任何新法例或規則或現行法例或規則(或其司法詮釋)有任何變更或發生任何其他性質之情況，而包銷商合理認為可能對本集團整體業務或財政或營運狀況或前結構成重大不利影響，或對公開發售構成重大不利影響；或
(b) 發生任何本地、國家或國際間之政治、軍事、金融、經濟或其他性質(不論是否屬於任何性質相類似之事件或變動)不論是否屬於在包銷商合理認為將或合理可能對本公司前結構成重大不利影響；或
(c) 市場情況出現任何不利變動(不論可預見與否)(包括但不限於財政或金融政策、或外匯或貨幣市場出現任何變動、暫停或嚴重限制買賣證券)，而包銷商合理認為將會或合理地可能對公開發售之成功構成重大不利影響，或於其他方面導致進行公開發售變為不宜、不可或不實；或
(d) 任何第三方向本集團任何成員公司提起任何訴訟或索償就本集團整體而言屬或可能屬重大；或
(e) 當刊發章程時，其所包含之資料(無論關於本集團之業務前或狀況，或關於其遵守任何法例或上市規則或任何適用之規則)經於本公司公佈或刊發本公司之日期，而包銷商合理認為對本集團整體有重大影響或可能對公開發售之成功進行有重大不利影響；或
(f) 任何天災、戰爭、暴亂、公眾騷亂、民眾騷亂、洪水、爆發、傳染病、恐怖行動、罷工或停工，而包銷商合理認為將會或合理可能對本公司前結構成重大不利影響；或
(g) 本公司或本集團任何成員公司之債項或現任責任(不論可預見與否)，而包銷商合理認為將會或合理地可能對本公司之業務或前結構成重大不利影響，包括(但不限於)上文之一般性原則)就本集團任何成員公司遭檢控或解散或類似事件提交申請書或過決案，或本集團任何重大資產遭沒收；或
(h) 一般證券或本公司證券在聯交所暫停買賣或重大限制超過連續十個營業日以上，而包銷商合理認為將或合理地可能對公開發售之成功構成重大不利影響，或於其他方面導致進行公開發售變為不宜、不可或不實；或
(2) 包銷商合理認為以下事實會對公開發售之成功構成重大不利影響：
(a) 任何第三方向本集團任何成員公司提起任何訴訟或索償就本集團整體而言屬或可能屬重大；或
(b) 當刊發章程時，其所包含之資料(無論關於本集團之業務前或狀況，或關於其遵守任何法例或上市規則或任何適用之規則)經於本公司公佈或刊發本公司之日期，而包銷商合理認為對本集團整體有重大影響或可能對公開發售之成功進行有重大不利影響；或
(c) 任何天災、戰爭、暴亂、公眾騷亂、民眾騷亂、洪水、爆發、傳染病、恐怖行動、罷工或停工，而包銷商合理認為將會或合理可能對本公司前結構成重大不利影響；或
(d) 本公司或本集團任何成員公司之債項或現任責任(不論可預見與否)，而包銷商合理認為將會或合理地可能對本公司之業務或前結構成重大不利影響，包括(但不限於)上文之一般性原則)就本集團任何成員公司遭檢控或解散或類似事件提交申請書或過決案，或本集團任何重大資產遭沒收；或
(h) 一般證券或本公司證券在聯交所暫停買賣或重大限制超過連續十個營業日以上，而包銷商合理認為將或合理地可能對公開發售之成功構成重大不利影響，或於其他方面導致進行公開發售變為不宜、不可或不實；或

Existing Shares have been dealt in on an ex-entitlement basis since Wednesday, 2 November 2016 and that there will not be any trading arrangements in nil-paid entitlements to the Offer Shares on the Stock Exchange. Such dealings in the Shares will take place while the conditions of the Open Offer remain unfulfilled. If the Underwriter terminates the Underwriting Agreement, or the conditions of the Open Offer are not fulfilled or waived (as the case may be), the Open Offer will not proceed. Any Shareholder(s) or other person(s) contemplating selling or purchasing Shares during the period from Wednesday, 2 November 2016 to the date on which the Underwriting Agreement becomes unconditional on Tuesday, 29 November 2016 who is in any doubt about his/her/their position is recommended to consult his/her/its own professional adviser unless there is no alternative. The Underwriter will not be responsible for any loss or damage suffered by any Shareholder(s) or other person(s) who fails to do so. The Underwriter will not be responsible for any loss or damage suffered by any Shareholder(s) or other person(s) who fails to do so. The Underwriter will not be responsible for any loss or damage suffered by any Shareholder(s) or other person(s) who fails to do so.



China Zenith Chemical Group Limited
中國天化工業集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code: 362)
(股份代號：362)

OPEN OFFER ON THE BASIS OF ONE OFFER SHARE FOR EVERY FOUR EXISTING SHARES HELD ON THE RECORD DATE AT HK\$0.10 PER OFFER SHARE AND ISSUE OF BONUS SHARES ON THE BASIS OF ONE BONUS SHARE FOR EVERY OFFER SHARE TAKEN UP UNDER THE OPEN OFFER

公開發售
基準為於記錄日期每持有四股現有股份可獲發一股發售股份，每股發售股份0.10港元及發行紅股
基準為根據公開發售每承購一股發售股份獲發一股紅股

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON FRIDAY, 25 NOVEMBER 2016
最遲須於二零一六年十一月二十五日(星期五)下午四時正前接納時悉數繳付

APPLICATION FORM
申請表格

Name(s) and address of the Qualifying Shareholder(s) (合資格股東姓名及地址)

Form area for Name(s) and address of the Qualifying Shareholder(s)

Total number of Shares registered in your name(s) on the Record Date, Thursday, 10 November 2016
於記錄日期二零一六年十一月十日(星期四)閣下名下登記股份總數

Box A
甲欄

Form area for Box A

Total number of Offer Shares provisionally allotted to you on an assured basis subject to payment in full on acceptance by no later than 4:00 p.m. on Friday, 25 November 2016.
按假定基準暫定配發予閣下之發售股份總數，股款須於二零一六年十一月二十五日(星期五)下午四時正前接納時繳足。

Box B
乙欄

Form area for Box B

Total subscription monies payable (if your assumed entitlement to the Offer Shares are applied for in full)
應繳認購款項總額(倘閣下發售股份之假定配額獲全數申請)

Box C
丙欄

Form area for Box C (HK\$ 港元)

Total number of Offer Shares applied for:
申請發售股份之總數：

Box D
丁欄

Form area for Box D

Remittance enclosed (HK\$0.10 x no. of Offer Shares applied for)
附奉應付款項(0.10港元x閣下申請之發售股份數目)

TO ACCEPT THE OFFER SHARES, YOU MUST LODGE THIS APPLICATION FORM INTACT WITH THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG, TRICOR TENGIS LIMITED AT LEVEL 22, HOPEWELL CENTRE 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER HEREIN WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG NOT LATER THAN 4:00 P.M. ON FRIDAY, 25 NOVEMBER 2016. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND MUST BE CASHED EITHER BY CHEQUE DRAWN ON A LICENSED BANK ACCOUNT IN HONG KONG OR BY A CASHIER'S ORDER ISSUED BY A LICENSED BANK IN HONG KONG. ALL SUCH CHECKS OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "CHINA ZENITH CHEMICAL GROUP LIMITED - OPEN OFFER ACCOUNT - AND CROSSED - ACCOUNT PAYEE ONLY". IF YOU WISH TO APPLY FOR A NUMBER OF OFFER SHARES THAT IS LESS THAN YOUR ASSURED ENTITLEMENT, FILL IN BOX D WITH THE NUMBER OF OFFER SHARES YOU WISH TO APPLY FOR AND INCLUDE IN YOUR REMITTANCE THE APPROPRIATE AMOUNT. IF THE AMOUNT REMITTED IS MORE THAN THAT PAYABLE FOR THE NUMBER OF OFFER SHARES YOU HAVE INDICATED IN BOX D, OR YOU HAVE NOT FILLED IN BOX D, THE APPLICATION WILL BE TREATED AS BEING MADE FOR THE MAXIMUM NUMBER OF YOUR ASSURED ENTITLEMENT THAT COULD BE ACQUIRED AT THE SUBSCRIPTION PRICE AND ANY BALANCE WILL BE REFUNDED TO YOU. IF THE AMOUNT REMITTED IS LESS THAN THAT REQUIRED FOR THE NUMBER OF OFFER SHARES ENTERED OR ENTITLED IN BOX B, YOU WILL BE DEEMED TO HAVE APPLIED FOR THE NUMBER OF OFFER SHARES FOR WHICH PAYMENT HAS BEEN RECEIVED. NO APPLICATION FOR OFFER SHARES CAN BE MADE FROM THE EXCLUDED SHAREHOLDERS.



China Zenith Chemical Group Limited

中國天化工集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 362)

11 November 2016

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms and subject to the conditions set out in the Prospectus accompanying this Application Form, the Company is offering to you the number of Offer Shares in the Company indicated on the front page of this Application Form on the basis of one Offer Share for every four existing Shares registered in your name in the register of members of the Company on Thursday, 10 November 2016 and every Offer Share taken up will be issued One Bonus Share. Your holding of the Shares as at that date is set out in Box A and the number of Offer Shares offered to you is set out in Box B. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

OFFER SHARES AND THE BONUS SHARES

The Offer Shares and the Bonus Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares and the Bonus Shares. Holders of Offer Shares and the Bonus Shares will be entitled to receive all future dividends and other distributions which may be declared, made or paid on or after the date of allotment and issue of the Offer Shares and the Bonus Shares.

Subject to the granting of the listing of, and permission to deal in, the Offer Shares and the Bonus Shares on the Stock Exchange as well as compliance with stock admission requirements of HKSCC, the Offer Shares and the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares and the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchanges on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

NON-QUALIFYING SHAREHOLDERS

No person or entity receiving a copy of the Prospectus or this Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. No application for Offer Shares will be accepted from the Non-Qualifying Shareholders. It is the responsibility of any person/entity outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the Offer Shares if it believes that such acceptance would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

PROCEDURES FOR ACCEPTANCE AND PAYMENTS

You may apply for any number of Offer Shares which is equal to or less than your assured entitlement as set out in this Application Form. You must lodge the whole of this Application Form intact with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, in respect of the Offer Shares you applied for, so as to be received by not later than 4:00 p.m. on Friday, 25 November 2016. All remittances must be in Hong Kong dollars and cheques or cashier's orders must be crossed "Account Payee Only" and drawn on a Hong Kong dollar account with a licensed bank in Hong Kong or issued by a licensed bank in Hong Kong and made payable to "CHINA ZENITH CHEMICAL GROUP LIMITED — OPEN OFFER ACCOUNT". Completion and return of Application Form with a cheque and/or a cashier's order will constitute acceptance of the terms of this Application Form and the Prospectus and subject to the memorandum of association and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this Application Form should be addressed to the Company's branch share registrar in Hong Kong at the above address.

It should be noted that, unless this Application Form duly completed, together with the appropriate remittance has been received as described above by 4:00 p.m. on Friday, 25 November 2016, your relevant assured allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. Notwithstanding the foregoing statement, the Company may (at its sole discretion but without obligation) treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete Application Forms to be completed by the relevant applicants at a later stage.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate this Agreement. If, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
 - (c) any adverse change in market conditions (whether foreseeable or not) (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter will or is reasonably likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient, impracticable or inadvisable to proceed with the Open Offer; or
 - (d) the commencement by any third party of any litigation or claim against any member of the Group which is or might be material to the Group taken as a whole; or
 - (e) the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer; or
 - (f) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the reasonable opinion of the Underwriter will or is reasonably likely to adversely affect the prospects of the Company; or
 - (g) there is any change in the circumstances of the Company or any member of the Group (whether foreseeable or not) which in the reasonable opinion of the Underwriter will or is reasonably likely to adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
 - (h) any suspension in or material restriction on the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, or the Prospectus Documents or other announcements in connection with the Open Offer.

The Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

If the Underwriter terminates the Underwriting Agreement or if the conditions of the Underwriting Agreement have not been fulfilled in accordance with the terms thereof, the Open Offer will not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares have been dealt with on an ex-entitlement basis commencing from Wednesday, 2 November 2016 and that dealings in such Shares will take place while the conditions of the Underwriting Agreement remain unfulfilled. Any Shareholders or other persons dealing in such Shares up to the date on which all conditions of the Open Offer are fulfilled or waived (as the case may be) (which is expected to be Tuesday, 29 November 2016) will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Shareholders or other persons contemplating selling or purchasing the Shares who are in any doubt about their position are recommended to consult their professional advisers.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders accompanying completed Application Form will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefits of the Company. Any Application Form in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to be rejected. Completion and return of an Application Form together with a cheque or cashier's order in payment for the Offer Shares accepted will constitute a warranty by the subscriber that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any Application Form in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in such event, the relevant assured allotment and all rights and entitlement given pursuant to it will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES

It is expected that the certificates for all Offer Shares and the Bonus Shares will be posted by the Company's branch share registrar in Hong Kong to the persons entitled thereto at their own risk on or before Thursday, 1 December 2016. You will receive one share certificate for the entitlement to Offer Shares and the Bonus Shares.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE

If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Friday, 25 November 2016, being the date of the Latest Time for Acceptance:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance of and payment for the Offer Shares will be postponed to 5:00 p.m. on the same Business Day; or
- (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance of and payment for the Offer Shares will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

GENERAL

Lodgment of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive the relevant share certificates of the Offer Shares. Further copies of the Prospectus are available at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This Application Form and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

By order of the Board
China Zenith Chemical Group Limited
Chan Yuk Foebe
Chairman and Chief Executive Officer



China Zenith Chemical Group Limited

中國天化工集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：362)

敬啟者：

緒言

根據隨附本申請表格之章程所載之條款及其條件之規限下，本公司正提呈本申請表格首頁所載數目之本公司發售股份予閣下，基準為於二零一六年十一月十日(星期四)以閣下名義在本公司股東名冊上登記之每股現有股份可獲配一股發售股份，而每承購一股發售股份將獲發一股紅股。閣下於該日持有之股份列於甲欄，而所獲提呈之發售股份數目則列於乙欄。除文義另有所指外，於章程中所界定之詞彙均與本函件所採用者具相同涵義。

發售股份及紅股

已配發、發行及繳足股款之發售股份及紅股將在各方面與配發及發行發售股份及紅股當日已發行之股份享有同等權利。發售股份及紅股之持有人將有權收取配發及發行發售股份及紅股當日或該日之後可能派派、作出或派付之所有未來股息及其他分派。

待發售股份及紅股獲批准在聯交所上市及買賣，以及遵守香港結算之股份收納規定後，發售股份及紅股將獲香港結算接納為合資格證券，自發售股份及紅股在聯交所開始買賣之日或香港結算指定之任何其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者於任何交易日之交易須於其後第二個交易日於中央結算系統進行交收。於中央結算系統之所有活動均須遵照不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。

不合資格股東

香港以外任何地區或司法權區之任何人士或實體並無獲准或獲准前，除非於有關司法權區可合法提出認購或邀請而毋須辦理任何登記手續或符合其他法例或監管規定，否則不得視為申請發售股份之建議或邀請。不合資格股東提出之發售股份申請將不會獲接納。任何香港以外人士/實體如欲申請認購發售股份，有責任須遵守一切有關司法權區之法律及規例，包括取得任何政府或其他方面之同意，以及繳付該司法權區規定須就此繳付之任何稅款及徵費。倘本公司相信有關接納會觸犯任何地區或司法權區之適用證券或其他法律或規例，則本公司保留權利拒絕接納任何認購發售股份之申請。

接納及付款手續

閣下可申請相等於或少於本申請表格所載之閣下獲保證配額之任何發售股份數目。閣下必須將整份本申請表格連同須於接納時應付之閣下所申請之發售股份之全數股款，最遲於二零一六年十一月二十五日(星期五)下午四時正前交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款須以港元繳付，而支票或銀行本票須由香港持牌銀行之港元戶口或由香港持牌銀行「只准入抬頭人賬戶」劃線方式開出，並須註明抬頭人為「CHINA ZENITH CHEMICAL GROUP LIMITED – OPEN OFFER ACCOUNT」。於填妥及交回申請表格連同支票及/或銀行本票後，即表示已按本申請表格及章程所載之條款，及在本公司組織章程大綱及組織章程細則之規限下接納。所有繳款將不會獲收據。所有有關本申請表格之查詢均須寄交位於上述地址之本公司香港股份過戶登記分處。

謹請注意，除非本申請表格獲正式填妥，連同應繳股款已按上文所述於二零一六年十一月二十五日(星期五)下午四時正前送達，否則閣下之相關獲保證配發及一切據此而獲得之權利將視作已被放棄而予以取消。儘管上文所述，本公司或會(在全權酌情下但無責任)將並未遵照有關指示填妥之申請表格視作有效，且對交回之人士或代表其交回之人士具有約束力。本公司可要求有關申請人士將未填妥之申請表格於稍後填妥。

終止包銷協議

包銷商有權於終止最後時限前向本公司發出書面通知以終止包銷協議。倘於終止最後時限前：

- (1) 包銷商合理認為，以下情況會對公開發售之成功構成重大不利影響：
 - (a) 發生任何本地、國家或國際間之政治、軍事、金融、經濟或其他性質(不論是否與上述任何性質相似者)之事件或變動(不論是否屬於在包銷協議日期之前及/或之後發生或持續出現之一連串事件或變動之一部分)，或屬於任何本地、國家或國際間之敵對行為或武裝衝突爆發或升級，或影響本地證券市場，而包銷商合理認為可能對本集團整體業務或財政或營運狀況或前景構成重大不利影響，或對公開發售之成功進行構成重大不利影響或於其他方面導致進行公開發售不宜或不智；或
 - (b) 市場情況出現任何不利變動(不論可預見與否)(包括但不限於財政或金融政策、或外匯或貨幣市場出現任何變動，暫停或嚴重限制買賣證券)，而包銷商合理認為將會或合理地可能會對公開發售之成功進行構成重大或不利影響，或於其他方面導致進行公開發售變為不宜、不可或不智；或
 - (c) 任何第三方向本集團任何成員公司提起任何訴訟或索償就本集團整體而言屬或可能屬重大；或
 - (d) 當刊發章程時，其所包含之資料(無論關於本集團之業務前景或狀況，或關於其遵守任何法例或上市規則或任何適用之規例)遲於本公司公開公佈或刊發本公告之日期，而包銷商合理認為對本集團整體有重大影響或可能對公開發售之成功進行有重大不利影響；或
 - (e) 任何天災、戰爭、暴亂、公眾騷亂、民眾騷亂、火災、洪水、爆炸、傳染病、恐怖行動、罷工或停工，而包銷商合理認為將或合理可能對本公司前景造成不利影響；或
 - (f) 本公司或本集團任何成員公司清盤或解散或類似事件提交申請書或通過決議案，或本集團任何重大資產損毀；或
 - (g) 本公司或本集團任何成員公司之情況出現任何變動(不論可預見與否)，而包銷商合理認為將會或合理地可能會令本公司之前景受到不利影響，包括(但不限於上文之一般性原則)就本集團或任何成員公司清盤或解散或類似事件提交申請書或通過決議案，或本集團任何重大資產損毀；或
 - (h) 一般證券或本公司證券在聯交所暫停買賣或重大限制超過連續十個營業日以上，惟就公開發售而等待批准刊登公告或章程文件或其他公告之暫停買賣除外，

包銷商有權於終止最後時限前向本公司發出書面通知以終止包銷協議。

倘包銷商終止包銷協議，或倘包銷協議之條件並未根據其條款達成，則公開發售將不會進行。股東及有意投資者於買賣股份時務請審慎行事，而倘彼等對本身狀況有任何疑問，務請諮詢彼等之專業顧問。

股東務請注意，股份已自二零一六年十一月二日(星期三)起按除權基準買賣，而有關股份將於包銷協議之條件尚未達成之情況下買賣。於直至公開發售所有條件達成或獲豁免(視情況而定)當日(預期為二零一六年十一月二十九日(星期二))前買賣股份之股東或其他人士將因而須承受公開發售未能成為無條件及未能進行之風險。股東及有意投資者於買賣股份時務請審慎行事。有意出售或購買股份之股東或其他人士如對本身狀況有任何疑問，務請諮詢彼等之專業顧問。

支票及銀行本票

所有填妥申請表格隨附之支票及銀行本票將於收取後將立即過戶，而有關款項所得之全部利息(如有)將撥歸本公司所有。倘任何申請表格所隨附之支票或銀行本票未能於首次過戶時兌現，有可能被拒絕受理。填妥之申請表格連同所接納之發售股份之付款支票或銀行本票交回後將構成認購人之一項保證，表示該支票或銀行本票於首次過戶時將可兌現。在不損害其他有關權利之前提下，本公司保留權利在隨附之支票或銀行本票首次過戶未能兌現時拒絕受理有關之申請表格。在此情況下，有關獲保證配額及就此而獲賦予之所有權利將被視作不獲接納而予以註銷。

股票

預期所有發售股份及紅股之股票將於二零一六年十二月一日(星期四)或之前由本公司之香港股份過戶登記分處郵寄予應得之人士，郵誤風險概由彼等承擔。閣下將會就發售股份及紅股之配額獲發一張股票。

惡劣天氣對最後接納時間之影響

倘於二零一六年十一月二十五日(星期五)(即最後接納時間之當天)「黑色」暴雨警告或8號或以上熱帶氣旋警告訊號在香港生效，則：

- (i) 於中午十二時正前之任何時間在香港生效，並於當日中午十二時正後解除，發售股份及繳付股款之最後接納時間將延長至同一營業日之下午五時正；或
- (ii) 於中午十二時正至下午四時正期間之任何時間在香港生效，發售股份及繳付股款之最後接納時間將延長至下一個營業日(於上午九時正至下午四時正期間之任何時間並無該等警告生效之日)之下午四時正。

一般事項

遞交已由獲發申請表格之人士簽署之申請表格，即已確證交回有關文件之人士有權處理申請表格及收取有關發售股份之股票。閣下如需要額外之章程，可於本公司之香港股份過戶登記分處卓佳登捷時有限公司索取，地址為香港皇后大道東183號合和中心22樓。

所有文件(包括退款支票)將以普通郵遞方式寄予有關申請人或其他應得之人士，郵誤風險概由彼等承擔。

本申請表格及所有接納其中所載之建議均須受香港法例監管，並按其詮釋。

此致

列位合資格股東台照

二零一六年十一月十一日

承董事會命
中國天化工集團有限公司
主席兼行政總裁
陳昱

BY THE ISSUE OF THIS APPLICATION FORM, YOU ARE ENTITLED TO APPLY FOR OFFER SHARES UNDER THE OPEN OFFER SUBJECT TO AND ON THE TERMS AND CONDITIONS SET OUT IN THE PROSPECTUS AND THIS APPLICATION FORM. SUCH ENTITLEMENTS ARE BEING OFFERED TO QUALIFYING SHAREHOLDERS OF CHINA ZENITH CHEMICAL GROUP LIMITED (THE 「COMPANY」) WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS OF THE COMPANY ON THURSDAY, 10 NOVEMBER 2016 ON THE BASIS OF ONE OFFER SHARE FOR EVERY FOUR EXISTING SHARES HELD AND ISSUE OF BONUS SHARES ON THE BASIS OF ONE BONUS SHARE FOR EVERY OFFER SHARE TAKEN UP UNDER THE OPEN OFFER, YOUR ENTITLEMENT IS SET OUT IN BOX B OPPOSITE.

發出本申請表格，即表示閣下可遵照章程及本申請表格所載之條款及條件，根據公開發售而申請認購發售股份。現謹向於二零一六年十一月十日（星期四）名列中國天化工集團有限公司（「本公司」）股東名冊之合資格股東提呈有關配額，基準為每持有四股現有股份可獲配發一股發售股份，以及發行紅股，基準為根據公開發售每承購一股發售股份可獲配發一股紅股。閣下之配額載於對頁乙欄。

To: CHINA ZENITH CHEMICAL GROUP LIMITED
致：中國天化工集團有限公司

Dear Sirs,
敬啟者：

I/We, being the registered holder(s) stated overleaf of Shares in China Zenith Chemical Group Limited (the 「Company」), enclose a remittance for the amount payable in full on application at a price of HK\$0.10 per Offer Share for the number of assured entitlement of Offer Shares specified in Box B or (if Box D is completed) for such number of Offer Shares specified in Box D overleaf which is less than my/our assured entitlement.

I/We hereby apply for such number of Offer Shares in respect of which this application is made on the terms and conditions of the Company's prospectus dated 11 November 2016 and I/we agree to accept the number of Offer Shares allotted to me/us pursuant to this application subject to the Memorandum of Association and Articles of Association of the Company.

I/We authorize the Company to place my/our name(s) on the register of members of the Company as the holder(s) of Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and application procedures set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列中國天化工集團有限公司（「本公司」）股份之登記持有人，茲附上申請按每股發售股份0.10港元之價格認購於背頁乙欄所指發售股份之保證配額之數目應繳付之全數款項或（倘填寫背頁丁欄）為載於丁欄之發售股份數目（可以少於本人/吾等之保證配額）應繳付之全數款項。

本人/吾等遵照本公司於二零一六年十一月十一日之章程之條款及條件申請所列數目之發售股份，而本人/吾等茲同意依據本公司之組織章程大綱與組織章程細則之規定接納本人/吾等所獲配發之發售股份數目。

本人/吾等授權本公司將本人/吾等之姓名列入本公司之股東名冊，作為上述全部或較少數目發售股份之登記持有人，並將有關股票按背頁所填寫之地址以平郵寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁之條件及申請手續，並同意遵守。

Please insert daytime contact telephone number 請填上日間聯絡電話號碼	
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Signature(s) of applicant(s) (all joint applicants must sign)
合資格股東簽署
申請人簽署（所有聯名申請人均須簽署）

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____

日期: _____年_____月_____日

Details to be filled in by applicant(s):
申請人須填寫之詳細資料：

Number of Offer Shares applied for (being the total specified in Box D or failing which the total specified in Box B) [#] 申請發售股份數目（丁欄或（如未有填妥）乙欄所列之發售股份總數） [#]	Total amount of remittance (being the total specified in Box C) ^{##} or failing which the total specified in Box C) ^{##} 付款總額（丁欄或（如未有填妥）丙欄所列之付款總額） ^{##}	Name of bank on which cheque/cashier's order is drawn ^{###} 支票/銀行本票之付款銀行名稱 ^{###}	Cheque/cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

NO RECEIPT WILL BE ISSUED BY THE COMPANY
本公司不會發予收據

Notes:
註：

- # The number of Offer Shares applied for may be equal to or less than the number of Offer Shares shown in Box B overleaf. Valid application for a number of Offer Shares which is equal to or less than an applicant's assured entitlement will be accepted in full, assuming that the conditions of the Open Offer are satisfied. If no number is inserted in the boxes above this paragraph, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.
- # 所申請之發售股份數目可相等或於或少於背頁乙欄所示之發售股份數目。假設公開發售之條件已獲履行，則申請人有效申請相等於或少於申請人之保證配額之發售股份數目將獲全數接納。若閣下並無於本段上面各欄填寫有關數目，則閣下將被視作申請相等於已繳款之發售股份數目。若已繳款項較所填寫之發售股份數目之應繳款項為少，則閣下將被視作申請相等於已繳款之發售股份數目。任何申請均會被視作認購完整數目之發售股份。
- ## Cheques/cashier's orders should be crossed 「ACCOUNT PAYEE ONLY」 and made payable to 「CHINA ZENITH CHEMICAL GROUP LIMITED-OPEN OFFER ACCOUNT」 (See the section headed 「Procedures for acceptance and payments」 on the reverse side of this form).
- ### 支票/銀行本票須以「只准入抬頭人賬戶」劃線方式開出，抬頭應為「CHINA ZENITH CHEMICAL GROUP LIMITED-OPEN OFFER ACCOUNT」（請參閱本表格背頁「接納及繳款手續」一節）。