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China Zenith Chemical Group Limited **中國天化工集團有限公司**

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 362)

COMPLETION OF PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



The Board is pleased to announce that the condition precedent set out in the Placing Agreement had been fulfilled, and completion of the Placing and Subscription took place on 15 April 2016 in accordance with the terms and conditions of the Placing Agreement.

An aggregate of 138,000,000 Placing Shares, which represent approximately 5.47% of the issued share capital of the Company as at the date of this announcement immediately after completion of the Placing and Subscription, have been successfully placed to not less than six Placees, who and whose ultimate beneficial owners are Independent Third Parties, at the Placing Price of HK\$0.315 per Placing Share. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$42.9 million.

Reference is made to the announcement of China Zenith Chemical Group Limited (“**Company**”) dated 5 April 2016 (“**Announcement**”) in relation to the Placing and Subscription under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

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To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees has become a substantial shareholder (within the meaning of the Listing Rules) of the Company immediately upon completion of the Placing and Subscription.

EFFECTS ON SHAREHOLDING STRUCTURE

The table below sets out the changes to the shareholding structure of the Company as a result of completion of the Placing and Subscription:

Shareholder	(1) As at the of announcement dated 5 April 2016		(2) Immediately after completion of the Placing		(3) Immediately after completion of the Subscription	
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>	
	<i>No. of shares</i>	<i>%</i>	<i>No. of shares</i>	<i>%</i>	<i>No. of shares</i>	<i>%</i>
The Vendor	375,232,629	15.75	237,232,629	9.96	375,232,629	14.89
The Placees	—	—	138,000,000	5.79	138,000,000	5.47
Other public shareholders	<u>2,007,666,890</u>	<u>84.25</u>	<u>2,007,666,890</u>	<u>84.25</u>	<u>2,007,666,890</u>	<u>79.64</u>
Total	<u>2,382,899,519</u>	<u>100.00</u>	<u>2,382,899,519</u>	<u>100.00</u>	<u>2,520,899,519</u>	<u>100.00</u>

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

Hong Kong, 15 April 2016

As at the date of this announcement, Ms. Chan Yuk Foebe, Mr. Law Tze Ping Eric and Mr. Yu Defa are the executive directors and Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit are the independent non-executive directors.