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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of China Zenith Chemical Group Limited (the “**Company**”) will be held at Room 4007, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on 7 June 2016 at 4:30 p.m. for the purpose of considering and, if though fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the entering into of the share purchase agreement dated 18 March 2016 (the “Share Purchase Agreement”) between Hope High Holdings Limited (the “Vendor”) and Dragon Boom Investments Limited (the “Purchaser”) pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase 23 shares with a par value of US\$1 each in the share capital of Racing Dragon Limited in the amounts of HK\$142,970,000. The transaction contemplated thereunder, details of which are more particularly described in the circular of the Company dated 17 May 2016, be and is hereby approved, confirmed and ratified;
- (b) the Specific Mandate for the allotment and issue of the Consideration Shares is hereby approved, confirmed and ratified; and

- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to execute all such documents and do all such acts and things and to sign all documents and to take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the Share Purchase Agreement and the transaction contemplated thereunder.”

By Order of the Board
China Zenith Chemical Group Limited
Law Tze Ping Eric
Executive Director

Hong Kong, 17 May 2016

As at the date hereof, 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.

Notes:

- (i) Members of the Company whose names appear on the register of members maintained by the Company’s branch Share registrar in Hong Kong, Tricor Tengis Limited at 22/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at 4:30 p.m. on 7 June 2016 shall qualify for attending and voting at the extraordinary general meeting. The register of members of the Company will be closed from 3 June 2016 to 7 June 2016 (both days inclusive), during which period no share transfer will be registered. In order to qualify to attend and vote on the proposed resolution set out in this notice, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch Share registrar in Hong Kong, Tricor Tengis Limited at 22/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 2 June 2016.
- (ii) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if he is a holder of more than one share) to attend and vote on his behalf. A proxy needs not be a member of the Company.
- (iii) The instrument appointing a proxy and the power of attorney or other, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authorisation document(s), must be lodged with the Company’s branch Share registrar in Hong Kong, Tricor Tengis Limited, at 22/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.