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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 7 JUNE 2016

The Board is pleased to announce that at the EGM held on Tuesday, 7 June 2016, the proposed ordinary resolution to approve, among other things, the Share Purchase Agreement and the transactions contemplated thereunder was duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of China Zenith Chemical Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting dated 17 May 2016. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM, the proposed resolution as set out in the Notice was taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares in the Company was 2,520,899,519. Shareholders were entitled to attend and vote either for or against the resolution at the EGM. There were no Shareholder was required to abstain from voting in favour of the resolution at the EGM, and there was no Share only entitled the holders thereof to attend and vote only against the resolution at the EGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on the resolution at the EGM.

The Board is pleased to announce that the proposed resolution was duly passed by the Shareholders by way of poll at the EGM. The poll results in respect of the resolution are as follows:

	Ordinary Resolution <i>(Note)</i>	Number of Shares represented by votes (approximate %)	
		FOR	AGAINST
1.	(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;	492,044,866 (100%)	NIL (0%)
	(b) the specific mandate for the allotment and issue of the consideration shares is hereby approved, confirmed and ratified; and	492,044,866 (100%)	NIL (0%)
	(c) the directors of the Company 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.	492,044,866 (100%)	NIL (0%)

Note: Full text of the resolution is set out in the Notice.

As more than 50% of the votes were cast in favour of the above resolution, such resolution was duly passed as ordinary resolution of the Company.

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

Hong Kong, 7 June 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, Mr. Hau Chi Kit are the independent non-executive Directors.