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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, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on Monday, 31 October 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 15 July 2016 (the “**Agreement**”) between the Company and Direct High Limited (the “**Purchaser**”) pursuant to which the Company has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire issued share capital of Better Day Bio-Chem Technology Limited (the “**Target Company**”, together with its subsidiaries the “**Target Group**”) together with the shareholder’s loan extended to Target Group by the Company for a consideration of RMB192,000,000 (equivalent to approximately HK\$222,720,000). The Agreement and transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated 26 September 2016, be and are hereby approved, confirmed and ratified; and

- (b) 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 Agreement and transactions contemplated thereunder.”

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

Hong Kong, 26 September 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, Hong Kong at 4:30 p.m. on 26 September 2016 shall qualify for attending and voting at the extraordinary general meeting.
- (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 need 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, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.