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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 THE SECOND EGM

NOTICE IS HEREBY GIVEN that a second extraordinary general meeting of China Zenith Chemical Group Limited (the “Company”) will be held on Monday, 31 October 2016 at 4:45 p.m. or immediately after conclusion of the first extraordinary meeting the Company held on the same day at 4:30 p.m. whichever is later to consider and, if thought fit, pass, with or without amendments, the following resolution(s) which will be proposed as resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon: (i) the passing of the special resolution as set out in the notice convening this meeting; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Offer Shares (as defined below) and the Bonus Shares (as defined below); (iii) the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Open Offer” included in the circular to shareholders of the Company dated 28 September 2016 (the **“Circular”**):
 - (a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;
 - (b) the Open Offer (as defined in the Circular), the issue of Bonus Shares (as defined in the Circular), the Underwriting Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved;
 - (c) subject to the allotment and issue of the Offer Shares, upon the recommendation of the Directors, the capitalisation of an amount standing to the credit of the share premium account of the Company and the application of such amount in paying up in full at par of 718,724,879 Bonus Shares for the allotment and issue, credited as fully paid at par, to the first registered holder of the Offer Shares be and is hereby approved; and

- (d) the Directors be and are hereby authorised to allot and issue the Offer Shares and the Bonus Shares and to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient; to give effect to or in connection with the Open Offer, the issue of the Bonus Shares the Underwriting Agreement and any of the transactions contemplated thereunder.”

SPECIAL RESOLUTION

2. “**THAT**

- (a) the proposed amendments to the Articles (as detailed in the Circular) be and are hereby approved; and
- (b) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be allotted, issued and distributed in the manner referred to in paragraph (a) of this Resolution.”

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

Hong Kong, 28 September 2016

As of the date hereof, the Board comprised the following Directors:

Executive Directors:

Ms. Chan Yuk Foebe
Mr. Law Tze Ping Eric
Mr. Yu Defa

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Ma Wing Yun Bryan
Mr. Tam Ching Ho
Mr. Hau Chi Kit

Head and principal place of business:

Room 4007
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or if he is a holder of more than one share of the Company, one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or other authority, must be lodged with the Hong Kong share registrar of the Company, Tricor Tengis Limited, at Level 22, 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.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting convened.
4. Where there are joint holders of shares of the Company, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
5. 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 4:45 p.m. on 30 October 2016 shall qualify for attending and voting at the extraordinary general meeting.
6. Unless otherwise specified herein, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 28 September 2016.
7. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.