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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 SECOND EXTRAORDINARY GENERAL MEETING HELD ON 31 OCTOBER 2016**

The Board is pleased to announce that the ordinary and special resolutions as set out in the Second EGM Notice were duly passed by the Shareholders by way of poll at the Second EGM held on 31 October 2016.

Reference is made to the notice of the Second EGM of China Zenith Chemical Group Limited (the “**Company**”) dated 28 September 2016 (the “**Second EGM Notice**”) and the circular dated 28 September 2016 (the “**Circular**”) to its shareholders regarding (i) the Open Offer, the issue of Bonus Shares, the Underwriting Agreement and the transactions contemplated thereunder; (ii) 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; and (iii) the amendments to the articles of association of the Company.

Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context herein requires otherwise.

## POLL RESULTS OF THE SECOND EGM

Ordinary Resolution		No. of shares (%)	
		FOR	AGAINST
1.	(a) Approval and ratification of the Underwriting Agreement	626,874,916 (99.99%)	22,750 (0.01%)
	(b) Approval of the Open Offer, the issue of Bonus Shares, the Underwriting Agreement and the transactions contemplated thereunder	626,874,916 (99.99%)	22,750 (0.01%)
	(c) Approval of 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	626,874,916 (99.99%)	22,750 (0.01%)
	(d) Authorization of the Directors to allot and issue the Offer Shares and the Bonus Shares	626,874,916 (99.99%)	22,750 (0.01%)
Special Resolutions		No. of shares (%)	
		FOR	AGAINST
2.	(a) Proposed amendments to the Articles	626,874,916 (99.99%)	22,750 (0.01%)
	(b) Authorization of the Directors 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	626,874,916 (99.99%)	22,750 (0.01%)

The Board is pleased to announce that as more than one-half of the votes were cast in favor of each of the ordinary resolutions set out above, and not less than three-fourths of the votes were cast in favor of each of the special resolutions set out above, all the ordinary and special resolutions proposed at the Second EGM were duly passed by the Shareholders by way of poll at the Second EGM.

As at the date of the Second EGM, the Company had 2,874,899,519 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the resolution at the Second EGM. There were no Shares entitling the Shareholder to attend and abstain from voting in favour of the ordinary resolutions and/or the special resolutions at the Second EGM and no Shareholder was required

under the Listing Rules to abstain from voting at the Second EGM. None of the Shareholders has stated his intention in the Circular to vote against the resolution proposed at the Second EGM or to abstain from voting.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer at the Second EGM for the purpose of vote-taking.

On behalf of the board of  
**China Zenith Chemical Group Limited**  
**Chan Yuk Foebe**  
*Chairman and Chief Executive Officer*

Hong Kong, 31 October 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.*