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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 13 MARCH 2017**

The Board is pleased to announce that the ordinary resolution and special resolutions as set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on 13 March 2017.

Reference is made to the notice of the EGM of China Zenith Chemical Group Limited (the “**Company**”) dated 17 February 2017 and the circular dated 17 February 2017 (the “**Circular**”) to its shareholders regarding (i) the Change of Domicile; (ii) the Amendment to Articles; (iii) the Capital Reorganisation; (iv) the Reduction of Share Premium; and (v) the Refreshment of Share Option Scheme Mandate Limit.

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 EGM

| Special Resolutions |  | No. of shares (%)         |                    |
|---------------------|--|---------------------------|--------------------|
|                     |  | For                       | Against            |
| 1.                  | To approve the amendment to the articles of association of the Company as described in the circular of the Company dated 17 February 2017.   | 1,206,533,334<br>(99.99%) | 174,000<br>(0.01%) |
| 2.                  | To approve the change of domicile of the Company and the adoption of the new memorandum of continuance and bye-laws of the Company as described in the circular of the Company dated 17 February 2017.   | 1,206,533,334<br>(99.99%) | 174,000<br>(0.01%) |
| 3.                  | To approve the capital reorganisation comprising share consolidation, capital reduction and the increase of authorized share capital as described in the circular of the Company dated 17 February 2017.   | 1,206,523,210<br>(99.98%) | 184,124<br>(0.02%) |
| 4.                  | To approve the credits arising from the capital reduction be transferred to the contributed surplus account and authorize the directors of the Company to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws. | 1,206,523,210<br>(99.98%) | 184,124<br>(0.02%) |
| 5.                  | To approve the reduction of the entire amount standing to the credit of the share premium account of the Company to nil and the transfer of such amount to the contributed surplus account of the Company upon the change of domicile as described in the circular of the Company dated 17 February 2017.  | 1,206,523,210<br>(99.98%) | 184,124<br>(0.02%) |
| Ordinary Resolution |  | No. of shares (%)         |                    |
|                     |  | For                       | Against            |
| 6.                  | To approve the refreshment of 10% scheme mandate limit to issue share options under the share option scheme of the Company adopted on 20 December 2012.  | 1,206,523,210<br>(99.98%) | 184,124<br>(0.02%) |

The Board is pleased to announce that as more than one-half of the votes were cast in favor of the ordinary resolution 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 resolution and special resolutions proposed at the EGM were duly passed by the Shareholders by way of poll at the EGM.

As at the date of the EGM, the Company had 4,312,349,277 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the EGM. There were no Shares entitling the Shareholder to attend and abstain from voting in favour of the ordinary resolution and/or the special resolutions at the EGM and no Shareholder was required under the Listing Rules to abstain from voting at the EGM. None of the Shareholders has stated his intention in the Circular to vote against the resolutions proposed at the EGM or to abstain from voting. Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer at the 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, 13 March 2017

*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.*