

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

#### **REVISED EXPECTED TIMETABLE FOR THE CHANGE OF DOMICILE ADOPTION OF NEW MEMORANDUM OF CONTINUANCE AND BYE-LAWS AND FREE EXCHANGE OF SHARE CERTIFICATES**

Reference is made to (i) the Circular in relation to, among other things, the Proposed Change of Domicile and Adoption of New Memorandum of Continuance and Bye-Laws; and (ii) the Announcement. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular and the Announcement.

The Board is pleased to announce that all the conditions for the implementation of the Capital Reorganisation were fulfilled and the Capital Reorganisation will become effective on 15 May 2017. From 15 May 2017 to 21 June 2017 (both days inclusive), Shareholders who wish to exchange their existing share certificates of the Existing Shares for the new share certificates of the New Shares may submit the existing share certificates to the share registrar of the Company for free exchange of the new share certificates.

Reference is made to (i) the circular of the Company dated 17 February 2017 (the “**Circular**”) in relation to, among other things, the Proposed Change of Domicile and Adoption of New Memorandum of Continuance and Bye-Laws; and (ii) the announcement of the Company dated 7 April 2017 (the “**Announcement**”) in respect of the delay in the expected effective date of the Change of Domicile and Adoption of New Memorandum of Continuance and Bye-Laws. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular and the Announcement.

## REVISED EXPECTED TIMETABLE

The Board is pleased to announce that all the conditions for the implementation of the Capital Reorganisation were fulfilled and the Capital Reorganisation will become effective on 15 May 2017.

The Board hereby announces that the revised expected timetable for the above corporate exercise is set out as follows:

| <b>Event</b>  | <b>2017<br/>(Hong Kong Time)</b>                                     |
|---|--|
| Expected effective date of the Change of Domicile and Adoption of New Memorandum of Continuance and Bye-Laws                                    | Monday, 24 April (Hong Kong Time)<br>Monday, 24 April (Bermuda Time) |
| Expected effective date of the Reduction of Share Premium   | Monday, 15 May   |
| Expected effective date of the Capital Reorganisation   | Monday, 15 May   |
| First day for free exchange of existing certificates for the Existing Shares into new certificates for the New Shares                           | Monday, 15 May   |
| Commencement of dealings in New Shares  | 9:00 a.m. on Monday, 15 May  |
| Original counter for trading in Existing Shares (in the form of existing share certificates and in board lot size of 10,000) temporarily closes | 9:00 a.m. on Monday, 15 May  |
| Temporary counter for trading in New Shares (in the form of existing share certificates and in board lot size of 2,500) opens                   | 9:00 a.m. on Monday, 15 May  |
| Original counter for trading in New Shares (in the form of new certificates and in board lot size of 10,000) re-opens.                          | 9:00 a.m. on Monday, 29 May  |
| Parallel trading in New Shares (in the form of new share certificates and existing share certificates) commences                                | 9:00 a.m. Monday, 29 May   |
| Designated broker starts to stand in the market to provide matching services for odd lots of New Shares   | Monday, 29 May   |
| Temporary counter for trading in the New Shares in board lot size of 2,500 (in the form of existing share certificates) opens                   | 4:00 p.m. on Monday, 19 June   |
| Parallel trading in the New Shares (in the form of new share certificates and existing share certificates) ends                                 | 4:00 p.m. on Monday, 19 June   |
| Designated broker ceases to stand in the market to provide matching services for odd lots of the New Shares                                     | 4:00 p.m. on Monday, 19 June   |
| Last day for free exchange of existing certificates for the Existing Shares into new certificates for the New Shares                            | Wednesday, 21 June   |

All times and dates specified in the timetable above refer to Hong Kong times and dates unless otherwise specified.

This timetable is indicative only and may be varied due to additional time required for compliance with regulatory requirements in the Cayman Islands or Bermuda. Any consequential changes to the expected timetable will be announced by the Company.

### **FREE EXCHANGE OF SHARE CERTIFICATES**

Shareholders may, from Monday, 15 May 2017 to Wednesday, 21 June 2017 (both dates inclusive), submit their existing certificates of the Existing Shares (in blue colour before the Change of Domicile and in silver colour after the Change of Domicile becomes effective) to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange, at the expense of the Company, for the new share certificates of the New Shares (in purple colour) on the basis of four (4) Existing Shares for one (1) New Share.

All existing certificates of the Existing Shares will continue to be good evidence of entitlement to such Existing Shares and be valid for delivery, transfer and settlement purpose. Nevertheless, they will not be acceptable for trading, settlement and registration purpose after the Capital Reorganisation becomes effective (except in a temporary counter after the commencement of dealings in the New Shares until parallel trading ends as specified in a further announcement to be made by the Company).

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

Hong Kong, 21 April 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.*