



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2022

Status: Resubmission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Zenith Chemical Group Limited (Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

Date Submitted: 09 January 2023

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00362	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	5,000,000,000	HKD	0.1	HKD	500,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	5,000,000,000	HKD	0.1	HKD	500,000,000	

Total authorised/registered share capital at the end of the month: HKD 500,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00362	Description				
Balance at close of preceding month			3,014,560,978			
Increase / decrease (-)			-2,863,832,930			
Balance at close of the month			150,728,048			

## Remarks:

Pursuant to the special resolution passed at the special general meeting of the Company held on 14 December 2022, the Company implemented a share consolidation of every twenty (20) issued existing shares of par value of HK\$0.1 each in the issued share capital of the Company into one (1) issued consolidated share of par value of HK\$2.00 each with effect from 16 December 2022. Immediately following the share consolidation, issued share capital of the Company will be reduced by (a) rounding down the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company; and (b) cancelling the paid up capital of the Company to the extent of HK\$1.9 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$2.0 to HK\$0.1. Details of which are set out in the Company's circular dated 21 November 2022.

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		Ordinary shares		Class of shares		Not applicable		Shares issuable to be listed on SEHK (Note 1)		Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)				00362								
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		No. of new shares of issuer issued during the month pursuant thereto (A)		No. of new shares of issuer which may be issued pursuant thereto as at close of the month		The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme adopted on 20/12/2012		99,135,542		Others share consolidation		-94,178,765		4,956,777		4,956,777		4,956,777
General Meeting approval date (if applicable)		20 December 2012										

Total A (Ordinary shares): \_\_\_\_\_

Total funds raised during the month from exercise of options: \_\_\_\_\_

#### Remarks:

Pursuant to the special resolution passed at the special general meeting of the Company held on 14 December 2022, the Company implemented a share consolidation of every twenty (20) issued existing shares of par value of HK\$0.1 each in the issued share capital of the Company into one (1) issued consolidated share of par value of HK\$2.00 each with effect from 16 December 2022. Immediately following the share consolidation, issued share capital of the Company will be reduced by (a) rounding down the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company; and (b) cancelling the paid up capital of the Company to the extent of HK\$1.9 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$2.0 to HK\$0.1. Details of which are set out in the Company's circular dated 21 November 2022.

**(B). Warrants to Issue Shares of the Issuer which are to be Listed**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00362				
Description of Warrants	Currency	Nominal value at close of preceding month	Movement during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto (B)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).						
Stock code of the Warrant (if listed on SEHK) (Note 1) _____						
Subscription price _____						
Date of expiry _____						
General Meeting approval date (if applicable) _____						

Total B (Ordinary shares): \_\_\_\_\_

**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00362				
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds	HKD	20,000,000		20,000,000		3,257,328
Type of convertibles	Bond/Notes _____					
Stock code of the Convertibles (if listed on SEHK) (Note 1)	_____					
Subscription/Conversion price	HKD	6.14				
General Meeting approval date (if applicable)	18 December 2019					

Total C (Ordinary shares): \_\_\_\_\_

Remarks:

Pursuant to the special resolution passed at the special general meeting of the Company held on 14 December 2022, the Company implemented a share consolidation of every twenty (20) issued existing shares of par value of HK\$0.1 each in the issued share capital of the Company into one (1) issued consolidated share of par value of HK\$2.00 each with effect from 16 December 2022. Immediately following the share consolidation, issued share capital of the Company will be reduced by (a) rounding down the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company; and (b) cancelling the paid up capital of the Company to the extent of HK\$1.9 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$2.0 to HK\$0.1. Details of which are set out in the Company's circular dated 21 November 2022.

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)** Not applicable**(E). Other Movements in Issued Share**

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00362				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Capital reorganisation			16 December 2022	14 December 2022	-2,863,832,930	

Total E (Ordinary shares): \_\_\_\_\_ -2,863,832,930

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	_____ -2,863,832,930
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**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Chan Yuk Foebe

Title: Director

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"