



# China Zenith Chemical Group Limited

## 中國天化工集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 362)

### PROXY FORM

Form of proxy for use at the extraordinary general meeting of China Zenith Chemical Group Limited (the “Company”) to be held at 4:30 p.m. on 31 October 2016, at Room 4007, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares  
of HK\$0.10 each of the abovenamed Company HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 4:30 p.m. on 31 October 2016, at Room 4007, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	(a) the entering into of the share purchase agreement dated 15 July 2016 (the “Agreement”) between the Company and Direct High Limited (the “Purchaser”) pursuant to which the Company has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire issued share capital of Better Day Bio-Chem Technology Limited (the “Target Company”, together with its subsidiaries the “Target Group”) together with the shareholder’s loan extended to Target Group by the Company for a consideration of RMB192,000,000 (equivalent to approximately HK\$222,720,000). The Agreement and transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated 26 September 2016, be and are hereby approved, confirmed and ratified; and		
	(b) the directors of the Company (the “Directors”) be and are hereby authorised to execute all such documents and do all such acts and things and to sign all documents and to take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the Agreement and transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signed<sup>5</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOXES MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which have been properly put to the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with any power of attorney of other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 22/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, this form of proxy shall be deemed to be revoked.