



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)

PROXY FORM

**FORM OF PROXY FOR USE BY THE SHAREHOLDERS OF
CHINA ZENITH CHEMICAL GROUP LIMITED (THE "COMPANY")
AT THE EXTRAORDINARY GENERAL MEETING (THE "EGM") TO BE CONVENED AT
ROOM 4007,40/F., CHINA RESOURCES BUILDING, 26 HARBOUR ROAD, WANCHAI, HONG KONG
ON MONDAY, 13 MARCH 2017, AT 4:30 P.M. (OR ANY ADJOURNMENT THEREOF)**

I/We¹ _____
of _____
being the registered holder (s) of ² _____
of HK\$0.10 each of the above named Company HEREBY APPOINT ³ _____
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 EGM (or at any adjournment thereof) of the Company to be held at 4:30 p.m. on Monday, 13 March 2017, 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 resolution and special 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.

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
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.		
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.		
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.		
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.		
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.		
ORDINARY RESOLUTION			
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.		

Dated this _____ day of _____ 2017 Signed^{5,6,7,8} _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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).
3. 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.**
4. **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.
5. 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.
6. In the case of joint holders, the vote of the senior holder 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.
7. 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 Level 22, Hopewell Centre, 183 Queen's Road East not less than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting (as the case may be).
8. 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.