



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 second extraordinary general meeting of China Zenith Chemical Group Limited (the "Company") to be held on 31 October 2016 at 4:45 p.m. or immediately after conclusion of the first extraordinary meeting the Company held on the same day at 4:30 p.m. whichever is later, at Room 4007, 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (or any adjournment thereof)

I/We¹ _____

of _____

being the registered holder(s) of² _____ shares

of HK\$0.10 each of the abovenamed Company HEREBY APPOINT³ _____

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 4:45 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 ⁴	AGAINST ⁴
1.	<p>“THAT subject to and conditional upon: (i) the passing of the special resolution as set out in the notice convening this meeting; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Offer Shares (as defined below) and the Bonus Shares (as defined below); (iii) the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Open Offer” included in the circular to shareholders of the Company dated 28 September 2016 (the “Circular”):</p> <p>(a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;</p> <p>(b) the Open Offer (as defined in the Circular), the issue of Bonus Shares (as defined in the Circular), the Underwriting Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved;</p> <p>(c) subject to the allotment and issue of the Offer Shares, upon the recommendation of the Directors, the capitalisation of an amount standing to the credit of the share premium account of the Company and the application of such amount in paying up in full at par of 718,724,879 Bonus Shares for the allotment and issue, credited as fully paid at par, to the first registered holder of the Offer Shares be and is hereby approved; and</p> <p>(d) the Directors be and are hereby authorised to allot and issue the Offer Shares and the Bonus Shares and to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient; to give effect to or in connection with the Open Offer, the issue of the Bonus Shares the Underwriting Agreement and any of the transactions contemplated thereunder.”</p>		
SPECIAL RESOLUTIONS			
2.	<p>(a) the proposed amendments to the Articles (as detailed in the Circular) be and are hereby approved; and</p> <p>(b) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be allotted, issued and distributed in the manner referred to in paragraph (a) of this Resolution.”</p>		

Dated this _____ day of _____ 2016 Signed⁵ _____

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 INITIALLED 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 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.
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 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).
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.