



# 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 annual general meeting (the "Annual General Meeting") of China Zenith Chemical Group Limited (the "Company") to be held at Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 12 December 2016 at 4:30 p.m. (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 Annual General Meeting (or at any adjournment thereof) of the Company to be held at Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 12 December 2016 at 4:30 p.m. 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.	To receive and consider the report of the directors (the "Directors") of the Company, the report of the independent auditor of the Company and the audited consolidated financial statements of the Company for the year ended 30 June 2016		
2.	(a) To re-elect Mr. Yu Defa as executive Director		
	(b) To re-elect Mr. Tam Ching Ho as independent non-executive Director		
	(c) To re-elect Mr. Hau Chi Kit as independent non-executive Director		
	(d) To authorise the board of Directors to fix the remuneration of the Directors		
3.	To re-appoint Elite Partners CPA Limited as the Company's auditor and to authorise the board of Directors to fix its remuneration		
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Company's shares (the "Shares")		
5.	To grant the general mandate to the Directors to repurchase the Shares		
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4		

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 INITIALLED 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 Level 22, 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.
- The register of members of the Company will be closed from Friday, 9 December 2016 to Monday, 12 December 2016 (both dates inclusive) during which period no transfer of shares of the Company can be registered. In order to qualify for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Saturday, 10 December 2016.