



China Zenith Chemical Group Limited

中國天化工集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda 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 SPECIAL GENERAL MEETING (THE "SGM") TO BE CONVENED AT
ROOM 4007, 40/F., CHINA RESOURCES BUILDING, 26 HARBOUR ROAD, WANCHAI, HONG KONG
ON WEDNESDAY, 15 AUGUST 2018, AT 4:00 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 SGM (or at any adjournment thereof) of the Company to be held at 4:00 p.m. on Wednesday, 15 August 2018, 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.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1(a)	To approve, confirm and ratify the Share Transfer Agreement (as amended and supplemented by the Supplemental Agreement) between Prosper Path Limited and Dragon Wise Group Limited (the "Vendor") to sell and purchase the entire share capital of Xinyang Maojian International Holding Limited at a consideration of HK\$85,800,000, which shall be paid by allotment and issue of 220,000,000 shares of the Company of HK\$0.10 each (the "Consideration Shares" and each a "Consideration Share") by the Company to the Vendor respectively at an issue price of HK\$0.39 per Consideration Share through a delayed settlement mechanism and the transactions contemplated thereunder.		
1(b)	To approve the allotment and issue of the Consideration Shares by the Company to the Vendor on the terms and subject to the conditions of the Share Transfer Agreement (as amended and supplemented by the Supplemental Agreement) and subject to the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Consideration Shares, the directors of the Company be hereby granted the Specific Mandate which shall entitle the Directors to allot and issue the Consideration Shares credited as fully paid, on the terms and subject to the conditions of the Share Transfer Agreement (as amended and supplemented by the Supplemental Agreement).		
1(c)	To authorise the Directors to do all such acts and things and to sign and execute all such documents which he/she may in his/her sole and absolute discretion consider necessary, desirable or expedient to implement or give effect to any matters arising from, relating to or incidental to the Share Transfer Agreement (as amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares.		
2(a)	To approve the China Xinyang Agreement and the transactions contemplated thereunder.		
2(b)	To approve the annual caps in relation to the China Xinyang Agreement as stated in the Circular, for each of the period commencing on the Sale Share Transfer Date until 30 June 2019 and for the two years ending 30 June 2021.		
2(c)	To authorise the Directors 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 China Xinyang Agreement and the transactions contemplated thereunder.		
3(a)	To approve the Xinyang Overseas Agreement and the transactions contemplated thereunder.		
3(b)	To approve the annual caps in relation to the Xinyang Overseas Agreement as stated in the Circular, for each of the period commencing on the Sale Share Transfer Date until 30 June 2019 and for the two years ending 30 June 2021.		
3(c)	To authorise the Directors 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 Xinyang Overseas Agreement and the transactions contemplated thereunder.		
	SPECIAL RESOLUTIONS		
4(a)	Subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda having been obtained and the completion of the Share Transfer Agreement, to approve the existing primary name of the Company be changed to "Xinyang Maojian Group Limited" from "China Zenith Chemical Group Limited" and the existing secondary name of the Company be changed to "信陽毛尖集團有限公司" from "中國天化工集團有限公司" (collectively, the "Change of Company Name").		
4(b)	To authorise any Director to arrange for the implementation and giving effect to the Change of Company Name, deal with and handle the compliance with the related legal and regulatory requirements and all related and incidental matters and do all acts, deeds and things which he/she deems necessary, desirable, appropriate or expedient for such purpose.		

Dated this _____ day of _____ 2018 Signed^{5,6,7,8} _____

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 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.