



(Formerly known as 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
XINYANG MAOJIAN 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 FRIDAY, 30 NOVEMBER 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 Friday, 30 November 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
(i)	To approve, confirm and ratify the subscription agreement dated 5 October 2018 (the "Subscription Agreement") entered into between the Company and Mr. Sha Tao (a copy of the Subscription Agreement having been produced to the meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification) in respect of the subscription of 220,000,000 new shares of HK\$0.10 each in the share capital of the Company (the "Subscription Shares") at a subscription price of HK\$0.315 per Subscription Share and the transactions contemplated thereunder.		
(ii)	To approve the allotment and issue of the Subscription Shares by the Company to Mr. Sha Tao.		
(iii)	To authorise the Directors to do all such acts and things and execute all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2018 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 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 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).
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.