



## **China Zenith Chemical Group Limited**

### **中國天化工集團有限公司**

*(Formerly known as Daqing Petroleum and Chemical Group Limited)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 362)**

## **RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 6 DECEMBER 2007**

The annual general meeting (the "AGM") of China Zenith Chemical Group Limited (the "Company") was held at Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on 6 December 2007, Thursday at 4:30 p.m.

A poll was demanded in accordance with article 72 of the articles of association of the Company for voting on resolutions numbered 2(a)(iii), 4(A), 4(C) and 4(D) set out in the notice of the AGM dated 2 November 2007 and their respective poll results are set out in the following section.

Vote on resolutions numbered 1, 2(a)(i), 2(a)(ii), 2(a)(iv), 2(b), 3, 4(B), 5 and 6 were decided on a show of hands and were passed by the shareholders attending the AGM.

## POLL RESULTS OF THE AGM

The Board is pleased to announce the poll results as follows:

Ordinary Resolutions	No. of Votes (%)	
	For	Against
2. (a) To re-elect the following person as director:		
(iii) Mr. Tam Ching Ho	51.91% (1,583,164,829 shares)	48.09% (1,466,907,996 shares)
The resolution was duly passed as an ordinary resolution.		
4A. To give a general mandate to the directors to allot, issue and deal with shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital	49.86% (1,520,664,329 shares)	50.14% (1,529,408,496 shares)
The resolution was not passed as an ordinary resolution.		
4C. To extend the general mandate granted to the directors to issue shares by adding to it the number of shares repurchased	49.86% (1,520,664,329 shares)	50.14% (1,529,408,496 shares)
The resolution was not passed as an ordinary resolution.		
4D. To refresh the limit of the existing Share Option Scheme of the Company	51.90% (1,583,084,329 shares)	48.10% (1,466,988,496 shares)
The resolution was duly passed as an ordinary resolution.		

The total number of shares entitling the holders to attend and vote for or against the above resolutions proposed at the AGM was 3,635,077,324 Shares. Shareholders and authorised proxies holding an aggregate of 3,050,072,825 Shares were present at the AGM. No Shareholder was required to abstain from voting on the resolution proposed at the AGM. There were no shares of the Company entitling the Shareholders to attend and vote only against the resolution at the AGM.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, was appointed as scrutineer for the purpose of the poll taken at the AGM.

By order of the Board  
**China Zenith Chemical Group Limited**  
**Chan Yuk Foebe**  
*Executive Director*

Hong Kong, 6 December 2007

*As at the date hereof, Mr. Chan Yuen Tung, Ms. Chan Yuk Foebe, Mr. Chiau Che Kong, Mr. Peng Zhanrong and Mr. Wu Jianwei are the executive Directors and Mr. Ma Wing Yun Bryan, Mr. Yau Chung Hong and Mr. Tam Ching Ho are the independent non-executive Directors.*