



## China Zenith Chemical Group Limited

### 中國天化工集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 362)

## RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “Circular”) of China Zenith Chemical Group Limited (the “Company”) dated 7 August 2008. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless the context otherwise requires.

The EGM was held at 9 a.m. on 22 August 2008 at Unit 1101-12, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong when typhoon signal number 8 was hoisted. A quorum was present at the EGM and it was resolved that the EGM be adjourned and the adjourned meeting be held at 9 a.m. on 29 August 2008 at Unit 1101-12, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong.

At the adjourned EGM, the resolutions were voted by way of poll. The voting results are set out as follows:–

ORDINARY RESOLUTIONS	Number of Votes Cast (%)	
	For	Against
1. To grant the 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 of the Company.	1,772,878,829 (54.48%)	1,481,313,987 (44.52%)
2. To approve the grant of share options to a director and substantial shareholder of the Company, Mr Chan Yuen Tung, to subscribe for 163,578,477 Shares, representing approximately 4.5% of the Shares in issue as at 6 December 2007, pursuant to the Share Option Scheme and subject to such terms and conditions as set out in the circular of the Company dated 7 August 2008 and to authorise the Board to take all steps as may be necessary or desirable to implement the same.	429,556,042 (22.61%)	1,470,656,487 (77.39%)

Resolution numbered 1 was passed as an ordinary resolution but resolution numbered 2 was not passed as an ordinary resolution at the adjourned EGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions numbered 1 and 2 at the adjourned EGM was 3,740,887,824 and 1,543,417,537 respectively. None of the Shareholders who is entitled to attend and vote only against the resolution numbered 1. 1,148,640,000 Shares would entitle the Shareholders to attend and vote only against the resolution numbered 2 at the adjourned EGM. A total of 3,254,192,816 Shares and 1,058,642,529 Shares were held by the Shareholders who attended and were entitled to vote for or against the resolutions numbered 1 and 2 respectively at the adjourned EGM. The Company has made reasonable efforts to ascertain that all the connected persons of the Company who must abstain from voting in favour of the resolution numbered 2 had done so at the adjourned EGM; and Mr Chan Yuen Tung (none of his associates holds any Shares) who must abstain from voting on resolution numbered 2 and had stated the intention in the Circular to abstain from voting on resolution numbered 2 had done so at the adjourned EGM.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the adjourned EGM for the purpose of vote-taking.

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

Hong Kong, 29 August 2008

*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, Mr. Tam Ching Ho and Dato' Wong Sin Just are the independent non-executive Directors.*