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## **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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of China Zenith Chemical Group Limited (the “**Company**”) will be held at Unit 1101–12, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Monday, 5 December 2011 at 4:30 p.m. for the following purposes:

**As special business, to consider and, if though fit, pass with or without amendments, the following resolutions:**

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the entering into of the share purchase agreement dated 8 September 2011 (the “**Share Purchase Agreement**”) between Hope High Holdings Limited (the “**Vendor**”) and Dragon Boom Investments Limited (the “**Purchaser**”) pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase 12 shares with a par value of US\$1 each in the issued share capital of Racing Dragon Group Limited (“**Racing Dragon**”) and the sale shareholder’s loan in the amount of HK\$22,670,000 owed by Racing Dragon to the Vendor as of the date of the Share Purchase Agreement, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the EGM for the purpose of identification, and the transaction contemplated thereunder, details of which are more particularly described in the circular of the Company dated 18 November 2011, be and is hereby approved, confirmed and ratified; and

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised 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 Share Purchase Agreement and the transaction contemplated thereunder.”

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

Hong Kong, 18 November 2011

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

*Notes:*

- (i) Members of the Company whose names appear on the register of members maintained by the Company’s branch Share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong on Monday, 5 December 2011 shall qualify for attending and voting at the extraordinary general meeting. The register of members of the Company will be closed from Friday, 2 December 2011 to Monday, 5 December 2011 (both days inclusive), during which period no share transfer will be registered. In order to qualify to attend and vote on the proposed resolutions set out in this notice, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch Share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 1 December 2011.
- (ii) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if he is a holder of more than one share) to attend and vote on his behalf. A proxy needs not be a member of the Company.
- (iii) The instrument appointing a proxy and the power of attorney or other, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authorisation document(s), must be lodged with the Company’s branch Share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.