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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 and continued in Bermuda with limited liability)

(Stock code: 362)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 DECEMBER 2017

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the circular (the “**Circular**”) of China Zenith Chemical Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 14 November 2017. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

At the AGM held on 7 December 2017, all proposed resolutions as set out in the Notice were taken by poll. The Company’s share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the AGM date, the total number of issued shares in the Company was 1,110,427,319 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions proposed at the AGM. No Shareholder was required to abstain from voting in favour of any of the resolutions at the AGM, and there was no Share only entitled the holders thereof to attend and vote only against any of the resolutions at the AGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the report of the directors (the “ Directors ”) of the Company, the report of the independent auditor of the Company and the audited consolidated financial statements of the Company for the year ended 30 June 2017	369,010,855 (100%)	0 (0%)
2.	(a) To re-elect Ms. Chan Yuk Foebe as executive Director	369,010,855 (100%)	0 (0%)
	(b) To re-elect Mr. Ma Wing Yun Bryan as independent non-executive Director	369,010,855 (100%)	0 (0%)
	(c) To authorise the board of Directors to fix the remuneration of the Directors	369,010,855 (100%)	0 (0%)
3.	To re-appoint Elite Partners CPA Limited as the Company’s auditor and to authorise the board of Directors to fix its remuneration	369,010,855 (100%)	0 (0%)
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Company’s shares (the “ Shares ”)	369,010,855 (100%)	0 (0%)
5.	To grant the general mandate to the Directors to repurchase the Shares	369,010,855 (100%)	0 (0%)
6.	To approve the refreshment of 10% scheme mandate limit to issue share options under the share option scheme of the Company adopted on 20 December 2012	369,010,855 (100%)	0 (0%)
7.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4	369,010,855 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of all of the proposed resolutions, each of the above resolutions was duly passed as ordinary resolutions by way of poll at the AGM.

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

Hong Kong, 7 December 2017

As at the date hereof, Ms. Chan Yuk Foebe, Mr. Law Tze Ping Eric, Mr. Yu Defa are the executive Directors and Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho, Mr. Hau Chi Kit are the independent non-executive Directors.