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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO THE PLACING OF BONDS

Reference is made to the announcement (the “**Announcement**”) of China Zenith Chemical Group Limited (the “**Company**”) dated 20 January 2015 in relation to, among other matters, the placing of bonds. Unless the context requires otherwise, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT

On 2 February 2015, the Company and the Placing Agent entered into a supplemental agreement pursuant to which the Company and the Placing Agent agreed that the Bonds may be transferred in integral multiples of HK\$1,250,000 to any person subject to that the Bonds may not be transferred by the Bondholder(s) to any connected person (as defined in the Listing Rules) of the Company without the prior written consent of the Company.

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

Hong Kong, 2 February 2015

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