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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in China Zenith Chemical Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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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)**

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the SGM to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong, on Tuesday, 18 June 2024 at 4:30 p.m. is set out on pages SGM-1 to SGM-3 of this circular. A proxy form for use at the SGM is enclosed. Whether or not you intend to attend the SGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. 16 June 2024 at 4:30 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

29 May 2024

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“2023 Placing”	the placing of 280,000,000 new Shares under specific mandate conducted by the Company in December 2023 and completed in February 2024
“Announcement”	the announcement of the Company dated 20 May 2024 in relation to the Placing
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	means any day (excluding a Saturday, Sunday or public holiday) on which banks generally are open for business in Hong Kong
“Company”	China Zenith Chemical Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on the Stock Exchange (stock code: 362)
“Completion”	completion of the Placing in accordance with the terms and conditions of the Placing Agreement
“Completion Date”	no later than the seven Business Days following the satisfaction of all the conditions set out in the Placing Agreement (or such later date as may be agreed between the parties to the Placing Agreement in writing)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Independent Third Party(ies)”	third party(ies) independent of, not connected or acting in concert (as defined in The Hong Kong Code on Takeovers and Mergers) with any directors, chief executive or substantial shareholder(s) of the Company or its subsidiaries and any of their respective associates
“Latest Practicable Date”	28 May 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 August 2024 (or such later date as may be agreed between the Company and the Placing Agent)
“Placee(s)”	any individual(s), corporation(s) and/or institutional or professional investor(s) procured by or on behalf of the Placing Agents or its agent(s) to subscribe for any of the Placing Shares
“Placing”	the placing of up to 300,000,000 Placing Shares on a best effort basis on and subject to the terms and conditions set out in the Placing Agreement
“Placing Agent”	Pinestone Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) regulated activity under the SFO
“Placing Agreement”	the conditional placing agreement dated 20 May 2024 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing of Convertible Bonds”	the placing of convertible bonds in the principal amount of HK\$28,560,000 convertible into Shares at the conversion price of HK\$0.21 per Share conducted by the Company in April 2023 and completed in June 2023
“Placing Price”	HK\$0.1 per Placing Share
“Placing Share(s)”	a maximum of up to 300,000,000 new Shares to be placed pursuant to the Placing Agreement

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## DEFINITIONS

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“PRC”	the People’s Republic of China which, and for the sole purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held to consider and approve, among others, the Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate for the allotment and issue of the Placing Shares
“Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Specific Mandate”	the specific mandate to be granted by the Shareholders at the SGM to allot and issue a maximum of 300,000,000 Placing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Law Tze Ping Eric  
(Acting Chief Executive Officer)  
Mr. Tang Yiduan  
Mr. Shing Pan Yu James  
Mr. Chin Chun Hin

*Independent non-executive Directors:*

Mr. Ma Wing Yun Bryan  
Mr. Tam Ching Ho  
Mr. Hau Chi Kit

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

Suites 1003–1005, 10/F  
Shui On Centre  
6–8 Harbour Road  
Wanchai  
Hong Kong

29 May 2024

*To the Shareholders,*

Dear Sir or Madam,

### **PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the Announcement in relation to, among others, the Placing.

The purpose of this circular is to provide you with further information regarding the Placing and to give you the notice of the SGM to be convened for the purpose of considering and, if thought fit, approving the Placing, the Placing Agreement, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder.

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## LETTER FROM THE BOARD

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### PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

On 20 May 2024 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties to subscribe for up to 300,000,000 Placing Shares at the Placing Price of HK\$0.1 per Placing Share.

Details of the Placing Agreement are set out below:

#### **The Placing Agreement**

**Date** : 20 May 2024 (after trading hours)

**Parties** : (i) the Company (as issuer); and  
(ii) Pinestone Securities Limited (as placing agent).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 0.5% of the aggregate Placing Price for the Placing Shares actually placed by the Placing Agent. The placing commission was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares.

The terms of the Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions. The Directors consider that the terms of the Placing, including the placing commission, are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

#### **Placees**

The Placing Shares will be placed to not less than six Placees who shall be individuals, corporation(s) and/or institutional or professional investor(s) who and whose ultimate beneficial owners are independent of and not connected with the Company, the connected persons of the Company and their respective associates. Upon Completion, it is expected that none of the Placees will become a substantial Shareholder. Pursuant to the Placing Agreement, the Placing Agent will use its best endeavour to ensure that none of the

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## LETTER FROM THE BOARD

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Places to be procured by the Placing Agent will, immediately upon Completion, become a substantial Shareholder (within the meaning of the Listing Rules).

### Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the completion of the Placing, the maximum of 300,000,000 Placing Shares represent (i) approximately 28.53% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 22.20% of the issued share capital of the Company as enlarged by the allotment and issue of 300,000,000 Placing Shares.

The aggregate nominal value of the maximum of 300,000,000 Placing Shares is HK\$30,000,000.

As at the Latest Practicable Date, the Company has outstanding bonds in the principal amount of HK\$20,000,000 (the “**Convertible Bonds**”). The Convertible Bonds were issued on 13 November 2020 under the general mandate granted to the Directors at the annual general meeting of the Company held on 18 December 2019 and became matured on the date of the third anniversary of the date of issue of the Convertible Bonds (i.e. 13 November 2023).

### Placing Price

The Placing Price of HK\$0.1 per Placing Share represents:

- (i) a discount of approximately 2.0% to the closing price of HK\$0.102 per Share as quoted on the Stock Exchange on 20 May 2024, being the date of the Placing Agreement;
- (ii) a discount of approximately 4.2% to the average closing price of approximately HK\$0.104 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement;
- (iii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 0.9%, represented by the theoretical diluted price of approximately HK\$0.103 per Share to the benchmarked price of approximately HK\$0.104 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Announcement of HK\$0.102 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Announcement of HK\$0.104 per Share); and



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## LETTER FROM THE BOARD

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- (iv) a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) in aggregation with the 2023 Placing and the Placing of Convertible Bonds represented by a discount of approximately 2.14%, represented by the cumulative theoretical diluted price of approximately HK\$0.229 per Share to the theoretical benchmarked price of HK\$0.234 per Share in respect of the 2023 Placing and the Placing of Convertible Bonds (as defined under Rule 7.27B of the Listing Rules, taking into account the benchmarked price of the 2023 Placing and the Placing of Convertible Bonds, being HK\$0.234 per Share).

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price and the recent trading performance of the Shares. The Directors consider that the Placing Price and the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

### **Ranking of the Placing Shares**

The Placing Shares, when allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

### **Conditions**

The Placing is conditional upon the fulfilment of the following conditions:

- (i) the passing of necessary resolution(s) by the shareholders of the Company who are allowed to vote under the Listing Rules of the relevant resolution(s) to approve the Placing Agreement and the transactions contemplated hereunder, including the grant of the Specific Mandate at the SGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares; and
- (iii) all necessary consents and approvals to be obtained on the part of the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

If the foregoing conditions are not fulfilled on or prior to the Long Stop Date, being 31 August 2024 (or such later date as may be agreed between the Company and the Placing Agent), the Placing Agreement shall be terminated and none of the parties to the Placing Agreement shall have any claim against the other for any costs or losses. As at the Latest Practicable Date, none of the above conditions have been fulfilled.

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## LETTER FROM THE BOARD

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### **Completion**

Completion shall take place on the Completion Date, being not later than the seven Business Days following the satisfaction of all the conditions set out in the Placing Agreement (or such other date as may be agreed between the parties to the Placing Agreement in writing).

### **Application for listing**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

### **Specific Mandate to issue the Placing Shares**

The Placing Shares will be issued under the Specific Mandate to be sought and approved by the Shareholders at the SGM.

### **Commission**

The Placing Agent will be entitled to a commission of 0.5% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent in accordance with the Placing Agreement. The placing commission was negotiated on an arm's length basis between the Company and the Placing Agent.

### **Force Majeure**

The Placing Agent may terminate the Placing Agreement without liability to the Company by giving notice in writing to the Company at any time prior to 10:00 a.m. on the Completion Date if:

- (i) any material breach of any of the representations, warranties and undertakings set out in the Placing Agreement;
- (ii) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof;
- (iii) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date of the Placing Agreement and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions;

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## LETTER FROM THE BOARD

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- (iv) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise;
- (v) a change or development involving a prospective change in taxation in Hong Kong, Bermuda or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such; or
- (vi) any change or deterioration in the conditions of local, national or international securities markets occurs.

In the event that the Placing Agent terminates the Placing Agreement pursuant to the above, all obligations of each of the parties under the Placing Agreement, shall cease and determine and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any breach arising prior to such termination.

The Directors are not aware of the occurrence of any of the above events as at the Latest Practicable Date.

### CHANGES IN SHAREHOLDING STRUCTURE

The changes in the shareholding structure of the Company as a result of the Placing are as follows:

<b>Shareholders</b>	<b>(i) As at the Latest Practicable Date</b>		<b>(ii) Immediately upon completion of the Placing</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
<b><i>Substantial Shareholders</i></b>				
Mr. Cheung Hung	223,790,000	21.28	223,790,000	16.56
China Mining United Holding Group Co., Ltd	108,000,000	10.27	108,000,000	7.99
<b><i>Director</i></b>				
Mr. Chin Chun Hin ( <i>Note 1</i> )	106,800,000	10.16	106,800,000	7.90
<b><i>Public Shareholders</i></b>				
Placees ( <i>Note 2</i> )	–	–	300,000,000	22.20
Other public Shareholders	612,958,168	58.29	612,958,168	45.35
<b>Total</b>	<b><u>1,051,548,168</u></b>	<b><u>100.00</u></b>	<b><u>1,351,548,168</u></b>	<b><u>100.00</u></b>

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## LETTER FROM THE BOARD

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*Notes:*

- (1) Mr. Chin Chun Hin, an executive Director, is interested in 106,800,000 Shares. Ms. Hung Tsz Shan (the spouse of Mr. Chin Chun Hin) is deemed to be interested in the 106,800,000 Shares held by Mr. Chin Chun Hin by virtue of the SFO.
- (2) Pursuant to the Placing Agreement, the Placing Agent will use its best endeavour to ensure that none of the Placees to be procured by the Placing Agent will, immediately upon Completion, become a substantial Shareholder (within the meaning of the Listing Rules) and the Placees will become public shareholders of the Company upon Completion.

### FUND-RAISING DURING THE PAST TWELVE MONTHS

The Company has conducted the following fund-raising activities involving issue of securities in the twelve (12) months before the date of the Announcement:

Date of announcement/ circular/prospectus	Fund-raising activity	Net proceeds (approximate)	Intended use of proceeds as announced	Actual use of proceeds
13 March 2024, 10 April 2024 and 19 April 2024	Placing of shares under general mandate	HK\$10.3 million	HK\$10.3 million for general working capital	HK\$10.3 million for general working capital
15 December 2023 and 2 February 2024	Placing of new shares under specific mandate	HK\$26.6 million	HK\$22.4 million and approximately HK\$4.2 million of such net proceeds for repayment of the Group's indebtedness and for replenishing the working capital of the Group, respectively	HK\$22.4 million and approximately HK\$4.2 million of such net proceeds for repayment of the Group's indebtedness and for replenishing the working capital of the Group, respectively
3 April 2023 and 28 April 2023	Placing of convertible bonds under specific mandate	HK\$28 million	HK\$23 million for the Company's indebtedness and interest expenses and HK\$5 million for general working capital	HK\$26 million for the repayment of the Group's indebtedness and interest expenses and HK\$2 million as general working capital of the Group

Save as disclosed above, the Company had not conducted any other equity fund-raising activities in the past twelve months immediately prior to the date of the Announcement.

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## LETTER FROM THE BOARD

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### REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the manufacturing and sales of coal-related chemical products and chemical products for agriculture.

The gross proceeds from the Placing will be HK\$30,000,000 (assuming all the Placing Shares are fully placed). The net proceeds, after deduction of relevant expenses (including but not limited to placing commission, legal expenses and disbursements) of approximately HK\$0.6 million, are estimated to be approximately HK\$29.4 million, representing a net issue price of approximately HK\$0.098 per Placing Share.

The Company intends to apply the net proceeds from the Placing as to HK\$24 million for repayment of the Group's indebtedness and interest expenses and as to HK\$5.4 million as general working capital of the Group.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide funding to the Group to repay indebtedness and interest expenses of the Group and finance its working capital needs. The Placing also represents a good opportunity to broaden the Shareholders' base and the capital base of the Company.

The Board has considered other alternative fund-raising methods such as debt financing, rights issue or open offer. The Board considered that debt financing may incur further interest burden on the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's financial position and the then financial market condition and it may be relatively uncertain and time-consuming. On the other hand, rights issue or open offer may also involve relatively substantial time and cost to complete as compared to the equity financing through issue of the new Shares under Specific Mandate.

The Directors (including the independent non-executive Directors) consider that the terms and conditions of the Placing Agreement are fair and reasonable and are on normal commercial terms and the Placing is in the interest of the Company and the Shareholders as a whole.

### GENERAL

The Placing Shares will be allotted and issued under the Specific Mandate and the Placing will be subject to the Shareholders' approval at the SGM.

The Placing is subject to the Shareholders' approval at the SGM. The Placing Shares will be allotted and issued under the Specific Mandate and the Placing will be subject to the Shareholders' approval at the SGM.

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## LETTER FROM THE BOARD

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### SGM

A SGM will be held and convened for the purpose of considering and, if thought fit, approving the Placing Agreement and the transaction contemplated thereunder, including allotment and issue of the Placing Shares, and grant of the Specific Mandate.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders and their respective close associates has any material interest in the Placing, the Placing Agreement, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder and no Shareholder will be required to abstain from voting on the relevant resolution(s) to approve the Placing, the Placing Agreement, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder at the SGM.

A notice for convening the SGM to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong, on Tuesday, 18 June 2024 at 4:30 p.m. is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for the SGM is also enclosed with this circular. Whether or not you intend to be present at the SGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the SGM. The completion of a form of proxy will not preclude you from attending and voting at the SGM in person.

### CLOSURE OF REGISTER OF MEMBERS

In order to determine members who are entitled to attend the SGM, the transfer books and register of members will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the SGM, all registered holders of shares of the Company should ensure that all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 12 June 2024.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Placing, the Placing Agreement, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolutions to be proposed at the SGM.

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## LETTER FROM THE BOARD

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### STATEMENT OF RESPONSIBILITY

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

**The Placing is conditional upon satisfaction of its conditions in the Placing Agreement. Accordingly, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

By order of the Board  
**China Zenith Chemical Group Limited**  
**Law Tze Ping Eric**  
*Acting Chief Executive Officer*

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## NOTICE OF SGM

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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)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**SGM**”) of China Zenith Chemical Group Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, on Tuesday, 18 June 2024 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

**“THAT**

- (a) the conditional placing agreement (the “**Placing Agreement**”) dated 20 May 2024 and entered into between the Company as issuer and Pinestone Securities Limited as the placing agent in relation to the placing of up to 300,000,000 shares of the Company (the “**Placing Shares**”) at the placing price of HK\$0.1 per Placing Share (a copy of the Placing Agreement having been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares) be and are hereby approved, confirmed and ratified;
- (b) the board of Directors be and is hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions of the Placing Agreement; and



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## NOTICE OF SGM

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- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Placing Agreement, and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**China Zenith Chemical Group Limited**  
**Law Tze Ping Eric**  
*Acting Chief Executive Officer*

Hong Kong, 29 May 2024

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Head office and principal place of business in Hong Kong:*

Suites 1003–1005, 10/F  
Shui On Centre  
6–8 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll vote may be given either personally or by proxy. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the SGM was originally held within 12 months from such date.

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## NOTICE OF SGM

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5. Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The Company's register of members will be closed during the period from 13 June 2024 to 18 June 2024, both days inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 12 June 2024.
8. The voting at the SGM (or any adjournment thereof) shall be taken by way of poll.