



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Zenith Chemical Group Limited

Submit Date: 05/01/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|   |                        |                            |   |
|---|------------------------|----------------------------|---|
| (1) Stock code : <u>00362</u> Description : <u>China Zenith</u> |                        |                            |   |
|   | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month                             | <u>5,000,000,000</u>   | <u>HK\$0.10</u>            | <u>HK\$500,000,000.00</u>                 |
| Increase/(decrease)   | <u>Nil</u>             | <u></u>                    | <u>Nil</u>                                |
| Balance at close of the month                                   | <u>5,000,000,000</u>   | <u>HK\$0.10</u>            | <u>HK\$500,000,000.00</u>                 |
| (2) Stock code : <u>- -</u> Description : <u>- -</u>            |                        |                            |   |
|   | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month                             | <u></u>                | <u></u>                    | <u></u>                                   |
| Increase/(decrease)   | <u></u>                | <u></u>                    | <u></u>                                   |
| Balance at close of the month                                   | <u></u>                | <u></u>                    | <u></u>                                   |

## 2. Preference Shares

|                                     |                             |  |  |
|-------------------------------------|-----------------------------|--|--|
| Stock code :    --                  | Description :    --         |  |  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____  |
| Increase/(decrease)                 | _____                       |  | _____  |
| Balance at close of the month       | _____                       | _____                                      | _____  |

## 3. Other Classes of Shares

|                                     |                                   |  |  |
|-------------------------------------|-----------------------------------|--|--|
| Stock code :    --                  | Description :    --               |  |  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____  |
| Increase/(decrease)                 | _____                             |  | _____  |
| Balance at close of the month       | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*State currency*) : **HK\$500,000,000.00**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |           | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)       |                         |                                |
| Balance at close of preceding month   | <u>2,382,899,519</u>   | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Increase/ (decrease) during the month | <u>NIL</u>             | <u>--</u> | <u>--</u>               | <u>--</u>                      |
| Balance at close of the month         | <u>2,382,899,519</u>   | <u>--</u> | <u>--</u>               | <u>--</u>                      |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |            |            |                            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|------------|----------------------------|--|---|
|  | Granted                   | Exercised  | Cancelled  | Lapsed                     |  |   |
| <u>1.Exercise Price</u><br><u>HK\$0.204</u>  |                           |            |            |                            |  |   |
| <u>Meeting approved</u><br><u>(20/12/2012)</u>   |                           |            |            |                            |  |   |
| <u>Ordinary shares</u><br><i>(Note 1)</i>  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u>   | <u>22,000,000</u>   |
| <u>2.Exercise Price</u><br><u>HK\$0.425</u>  |                           |            |            |                            |  |   |
| <u>Meeting approved</u><br><u>(20/12/2012)</u>   |                           |            |            |                            |  |   |
| <u>Ordinary shares</u><br><i>(Note 1)</i>  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u>   | <u>34,000,000</u>   |
| <u>3. Exercise Price</u><br><u>HK\$1.05</u>  |                           |            |            |                            |  |   |
| <u>Meeting approved</u><br><u>(20/12/2012)</u>   |                           |            |            |                            |  |   |
| <u>Ordinary shares</u><br><i>(Note 1)</i>  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u>   | <u>46,000,000</u>   |
|  |                           |            |            | Total A. (Ordinary shares) | <u>--</u>  |   |
|  |                           |            |            | (Preference shares)        | <u>--</u>  |   |
|  |                           |            |            | (Other class)              | <u>--</u>  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |            |            | <u>--</u>                  |  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)   | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value at<br>close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|---|--|
| 1. _____<br>_____<br>_____<br>( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____   | _____  |
| 2. _____<br>_____<br>_____<br>( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____   | _____  |
| 3. _____<br>_____<br>_____<br>( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____   | _____  |
| 4. _____<br>_____<br>_____<br>( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____   | _____  |
| Total B. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____   |                                 |   |                                  |   | _____<br>_____<br>_____   | _____<br>_____<br>_____  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description  | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1.<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____                        | _____  | _____   |
| 2.<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____                        | _____  | _____   |
| 3.<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____                        | _____  | _____   |
| 4.<br>_____<br>_____<br>_____  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____                        | _____  | _____   |
| Total C. (Ordinary shares)<br>(Preference shares)<br>(Other class)   |                                |                                    |                            |                              | _____  | _____   |
|  |                                |                                    |                            |                              | _____  | _____   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____<br>_____<br>_____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                     |  |   |
| 2. _____<br>_____<br>_____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                     |  |   |
| 3. _____<br>_____<br>_____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                     |  |   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      |  |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |                                 |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|---|--|---|
| 1.            | Rights Issue | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4.            | Bonus issue  |                                 | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |

| Type of Issue           |                                 |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------------------------|--|--|---|
| 5. Scrip dividend       | At price : State currency _____ | Class of shares issuable (Note 1) _____    | ( / / )  |   |
|                         |                                 | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
|                         |                                 |  |  |   |
| 6. Repurchase of shares |                                 | Class of shares repurchased (Note 1) _____ | ( / / )  |   |
|                         |                                 | Cancellation date : (dd/mm/yyyy)           | ( / / )  |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
|                         |                                 |  |  |   |
| 7. Redemption of shares |                                 | Class of shares redeemed (Note 1) _____    | ( / / )  |   |
|                         |                                 | Redemption date : (dd/mm/yyyy)             | ( / / )  |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
|                         |                                 |  |  |   |
| 8. Consideration issue  | At price : State currency _____ | Class of shares issuable (Note 1) _____    | ( / / )  |   |
|                         |                                 | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|                         |                                 | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
|                         |                                 |  |  |   |



For Main Board and GEM listed issuers

| Type of Issue   |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|--|---|
| 9. Capital reorganisation                                     | Class of shares issuable<br>(Note 1)    | _____  |   |
|   | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|   | EGM approval date:<br>(dd/mm/yyyy)      | ( / / )  |   |
| 10. Other<br>(Please specify) At price : State currency _____ | Class of shares issuable<br>(Note 1)    | _____  |   |
|   | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|   | EGM approval date:<br>(dd/mm/yyyy)      | ( / / )  |   |
| Total E.  |   | (Ordinary shares) _____  | _____<br>_____<br>_____   |
|   |   | (Preference shares)  | _____<br>_____<br>_____   |
|   |   | (Other class)  | _____<br>_____<br>_____   |

|   |     |                         |
|---|-----|-------------------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | _____<br>_____<br>_____ |
|   | (2) | _____<br>_____<br>_____ |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | _____<br>_____<br>_____ |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | _____<br>_____<br>_____ |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> |     |                         |

Remarks (if any):

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Submitted by: Tricor Tengis Limited

Title: Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*