
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED ADOPTION OF A NEW SHARE OPTION SCHEME;**
- (4) PROPOSED AMENDMENTS TO THE BYE-LAWS; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 7 December 2022 at 4:00 p.m. is set out on pages 34 to 39 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

14 November 2022

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DEFINITIONS

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

“Adoption Date”	the date on which the New Share Option Scheme is adopted by resolution of the Company in general meeting
“AGM”	the annual general meeting of the Company to be convened and held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 7 December 2022 at 4:00 p.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the Proposed Change of Company Name and the proposed re-election of Directors
“Annual Report”	the annual report of the Company for the year ended 30 June 2022
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Awards”	refers to Shares granted or to be granted under a Share Award Scheme
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	China Zenith Chemical Group Limited (formerly known as Xinyang Maojian 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 Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Date of Expiry”	date of expiry of the Existing Share Option Scheme
“Directors”	the directors of the Company
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted on 20 December 2012

DEFINITIONS

“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued Shares as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 November 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme proposed to be adopted at the Extraordinary General Meeting, a summary of the principal terms of which is set out in the Appendix to this circular
“Nomination Committee”	the nomination committee of the Company
“Option Period”	in respect of any particular option, a period (which may not expire later than ten (10) years from the offer date of that option) to be determined and notified by the Directors to the grantee thereof and, in the absence of such determination, from the offer date to the earlier of the date on which such option lapses under the provisions for early termination thereof or ten (10) years from the offer date of that option
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate
“Schemes”	the New Share Option Scheme, any other share option scheme(s) and the Share Award Scheme(s) of the Company

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Award Scheme”	a scheme including the grant of shares by the Company
“Share Option Scheme”	the share option scheme approved and adopted by the Company at the Shareholders’ meeting of the Company held on 20 December 2012
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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:

Ms. Chan Yuk Foebe
(Chairman and Chief Executive Officer)
Mr. Gao Ran (Vice-chairman)
Mr. Law Tze Ping Eric

Non-executive Director:

Mr. Liu Yangyang

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:*

Room 4007, 40/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

14 November 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED ADOPTION OF A NEW SHARE OPTION SCHEME;**
- (4) PROPOSED AMENDMENTS TO THE BYE-LAWS; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, the grant of the General Mandate and the Repurchase Mandate, the Proposed Adoption of a New Share Option Scheme, the Proposed Amendments to the Bye-Laws and the re-election of Directors.

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors, the proposed Adoption of a New Share Option Scheme, the Proposed Amendments to the Bye-Laws and the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with, unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-Laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details of the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 3,014,560,978 Shares in issue. Subject to the passing of the relevant resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 602,912,196 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the relevant resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 301,456,098 Shares.

LETTER FROM THE BOARD

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to Article 99 of the Bye-Laws, at each annual general meeting one-third of the Directors for the time being, or, if the number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to Article 102 of the Bye-Laws, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting.

The Nomination Committee noted that pursuant to Articles 99 and 102 of the Bye-Laws and the prevailing nomination policy of the Company (the “**Nomination Policy**”), Mr. Gao Ran, Mr. Liu Yangyang and Mr. Ma Wing Yun Bryan shall retire by rotation, and being eligible for re-election at the AGM, the Nomination Committee has nominated Mr. Gao Ran, Mr. Liu Yangyang and Mr. Ma Wing Yun Bryan to the Board for it to recommend to Shareholders for re-election at the AGM. The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company (the “**Board Diversity Policy**”). The Nomination Committee also took into account the extensive knowledge and business experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board. The Board accepted the nominations from the Nomination Committee and recommended Mr. Gao Ran, Mr. Liu Yangyang and Mr. Ma Wing Yun Bryan to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of each of Mr. Gao Ran, Mr. Liu Yangyang and Mr. Ma Wing Yun Bryan as Director is in the best interest of the Company and the Shareholders as a whole. Each of Mr. Gao Ran, Mr. Liu Yangyang and Mr. Ma Wing Yun Bryan has indicated his/her willingness to offer himself for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to code provision A.4.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Ma Wing Yun Bryan was appointed as an independent non-executive Director in February 2001 and therefore would have served for more than nine years as at the date of the AGM. Mr. Ma Wing Yun Bryan has confirmed his independence with reference to the factors as set out in Rule 3.13 of the Listing Rules. Notwithstanding his years of service as an independent non-executive Director, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Ma Wing Yun Bryan remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Ma Wing Yun Bryan; and (iii) the Board is satisfied that through exercising scrutinising and monitoring functions as an independent non-executive Director, Mr. Ma Wing Yun Bryan has continued to provide independent and objective judgement and advice to the Board to safeguard the interests of the Group and the Shareholders. As such, the Board believes that Mr. Ma Wing Yun Bryan has the character, integrity, independence and expertise to continue to fulfil his role as an independent non-executive Director effectively and will continue to bring valuable experience, knowledge and professionalism to the Board and would recommend Mr. Ma Wing Yun Bryan for re-election as an independent non-executive Director at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED ADOPTION OF A NEW SHARE OPTION SCHEME

Pursuant to an ordinary resolution duly passed on 20 December 2012 by the then shareholders of the Company, the Company has adopted the Existing Share Option Scheme pursuant to which the Directors were authorised to grant options to employees of the Company or its subsidiaries, including directors of such company, to subscribe for Shares.

As the Existing Share Option Scheme will expire on 19 December 2022, the Board proposes to adopt the New Share Option Scheme so that the Company can continue to provide incentives and/or rewards to eligible participants, by way of granting options, after the expiry of the Existing Share Option Scheme. An ordinary resolution will be proposed at the Extraordinary General Meeting to seek Shareholders' approval for the adoption of the New Share Option Scheme.

The New Share Option Scheme constitutes a share option scheme governed by Chapter 17 of the Listing Rules and the adoption of the New Share Option Scheme is subject to the approval of the Shareholders at the Annual General Meeting.

The Directors believe that attracting and motivating high-quality personnel is a key to the success and growth of the Company. The purpose of the New Share Option Scheme is to provide incentives or rewards to the eligible participants for their contribution to the Group.

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As at the Latest Practicable Date, there were a total of 99,135,542 share options outstanding and unexercised under the Existing Share Option Scheme, which entitle their respective holders to subscribe for a total of 99,135,542 Shares (representing approximately 3.3% of the issued share capital of the Company as at the Latest Practicable Date). These outstanding options are valid and will remain valid under the Existing Share Option Scheme after the Date of Expiry.

The particulars of the options granted as at the Latest Practicable Date under the Existing Share Option Scheme are set out below:

	Originally granted	Adjusted upon completion of the right issue on 7 January 2022	Exercised	Cancelled or lapsed	Outstanding as at the Latest Practicable Date
Number of Shares being subject of the options issued under the Existing Share Option Scheme	116,500,000	(4,364,458)	–	(13,000,000)	99,135,542

For the avoidance of doubt, no further options will be granted under the Existing Share Option Scheme after its expiry. All options granted prior to the expiry of the Existing Share Option Scheme and not then exercised shall remain valid and shall continue to be subject to the provisions of the Existing Share Option Scheme and Chapter 17 of the Listing Rules. Apart from the Existing Share Option Scheme, there were no other subsisting share option schemes of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 3,014,560,978 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the Adoption Date, the total number of Shares issuable pursuant to the New Share Option Scheme on the Adoption Date will be 301,456,098 Shares, representing 10% of the total number of Shares in issue as at the Adoption Date.

The Existing Share Option Scheme would remain in force to the extent necessary to give effect to the exercise of the outstanding options (the “**Existing Options**”). The Existing Options will continue to be valid and exercisable in accordance with the provisions of the Existing Share Option Scheme.

Although the New Share Option Scheme is not subject to any performance target, the Directors believe that the requirements and conditions of the New Share Option Scheme (as summarized in the Appendix III to this circular), including the requirement for a minimum vesting period of 12 months and a minimum exercise price, and the necessary conditions that

LETTER FROM THE BOARD

may be imposed by the Board as it thinks fit when it offers to grant any option to any employee, will serve to protect the value of the Shares as well as achieve the purpose of the New Share Option Scheme.

The New Share Option Scheme

Set out in the Appendix to this circular are the principal terms of the New Share Option Scheme, under which the maximum number of Shares which might be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and all other Schemes could represent up to 10% of the issued share capital of the Company on the date of approval of the New Share Option Scheme by the Shareholders at the Extraordinary General Meeting, which maximum number may however be refreshed as detailed in paragraph (iii) of the Appendix III to this circular.

The New Share Option Scheme has no trustees and it will be subject to the administration of the Directors.

Conditions of the adoption of the New Share Option Scheme

The New Share Option Scheme will take effect upon satisfaction of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the Extraordinary General Meeting approving the adoption of the New Share Option Scheme and the allotment and issue of the Shares which fall to be allotted and issued upon the exercise of the options granted under the New Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares which fall to be allotted and issued pursuant to the exercise of the options granted under the New Share Option Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of the options granted under the New Share Option Scheme.

Values of all options that can be granted under the New Share Option Scheme

The Directors consider that it is not appropriate to state the value of all the options that can be granted pursuant to the New Share Option Scheme as if they had been granted at the Latest Practicable Date, given that a number of variables which are crucial for the calculation of the value of such options cannot be determined. Such variables include the exercise price for the Shares to be issued upon the exercise of the options, the timing of the grant of such options and other conditions, if any, that an option is subject to. Accordingly, the Directors believe that any calculation of the value of the options based on a large number of speculative assumptions will not be meaningful and may be misleading to the Shareholders.

LETTER FROM THE BOARD

In addition, the calculation of the value of the options is based on a number of variables such as the exercise price, the exercise period, interest rate, expected volatility and other relevant variables. The Directors believe that any calculation of the value of the options as if they had been granted at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

General mandate to Directors to grant options

Subject to the approval of the New Share Option Scheme by the Shareholders, a resolution will be proposed at the Extraordinary General Meeting for the grant of general authority to the Directors to grant options under the New Share Option Scheme for the subscription of not more than 10% of the entire issued capital of the Company as at the date of the passing of the relevant resolution.

The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

A copy of the terms of the New Share Option Scheme will be available for public inspection at the principal place of business of the Company in Hong Kong at Room 4007, 40/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong during normal business hours on any weekday, except public holiday, for the period from the date of this circular, i.e. 14 November 2022 to 14 days thereafter, i.e. 28 November 2022.

PROPOSED AMENDMENTS TO THE BYE-LAWS

Reference is made to the announcement of the Company dated 14 November 2022.

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the Bye-Laws for (i) ensuring that the Bye-Laws complies with the latest requirements of the Listing Rules and the applicable laws of Bermuda; and (ii) making certain minor housekeeping amendments to the Bye-Laws. Details of the Proposed Amendments are set out in Appendix IV to this circular.

The Proposed Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Proposed Amendments is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of Appendix 3 to the Listing Rules and do not violate the laws of Bermuda. The Company also

LETTER FROM THE BOARD

confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Bermuda company listed on the Stock Exchange.

The Proposed Amendments as well as the adoption of the new amended and restated Bye-Laws are subject to the Shareholders' approval by way of a special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Bye-Laws shall remain valid.

AGM

A notice convening the AGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 7 December 2022 at 4:00 p.m. is set out on pages 34 to 39 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors and the Proposed Adoption of a New Share Option Scheme.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement in relation to the results of the AGM will be made by the Company thereafter.

RESPONSIBILITY STATEMENT

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors, the Proposed Adoption of a New Share Option Scheme and the Proposed Amendments to the Bye-Laws are in the interests of the Company, and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. The Board confirms that to the best of its knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

MISCELLANEOUS

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully
On behalf of the board of
China Zenith Chemical Group Limited
Chan Yuk Foebe
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,014,560,978 fully paid Shares and 99,135,542 share options granted under the Share Option Scheme remained outstanding entitling holders of the share options to subscribe for an aggregate of 99,135,542 Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 301,456,098 fully paid Shares, representing approximately 10% of the issued Shares as at the date of passing of the resolution. The exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 301,456,098 Shares, representing approximately 10% of the issued Shares as at the date of passing the resolution, being repurchased by the Company during the period ending at the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act 1981 of Bermuda or any applicable laws of Bermuda to be held, or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by the resolution. Assuming that (i) all outstanding share options of the Company are exercised in full on or before the date of the AGM; and (ii) no further Shares are/will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 311,369,652 Shares being repurchased by the Company during the above-said period.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of Bermuda and the Bye-Laws and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 30 June 2021, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
November	0.177	0.109
December	0.115	0.098
2022		
January	0.134	0.097
February	0.109	0.097
March	0.102	0.079
April	0.102	0.073
May	0.115	0.056
June	0.079	0.06
July	0.069	0.025
August	0.027	0.018
September	0.025	0.012
October	0.017	0.01
November (up to the Latest Practicable Date)	0.01	0.01

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware and the disclosure information on the Stock Exchange's website, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Capacity	Number of Shares held (long position)	Approximate percentage of shareholding
Mr. Chan Yuen Tung	Beneficial owner	517,937,537	17.18%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, and taking no account of the issue of new Shares by the Company pursuant to any general or specific mandates granted by the Shareholders at any general meeting, the Share Option Scheme and/or any scheme or otherwise, the shareholding percentage of the above Shareholder in the Shares would be increased to:

Name	Percentage holding
Mr. Chan Yuen Tung	19.09%

The exercise of the Repurchase Mandate in full will give rise to an obligation on the part of Mr. Chan Yuen Tung to make a general offer for all the Shares not already owned by him and agreed to be acquired by him under Rules 26 and 32 of the Takeovers Code. Save as disclosed, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of the exercise of the power in full under the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of Mr. Chan Yuen Tung, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

(1) Mr. Gao Ran (“Mr. Gao”)

Mr. Gao, aged 31, is an executive Director and vice-chairman. He is currently the chairman of Shenzhen Global Fund Management Co., Ltd.* (深圳市全球基金管理有限公司) and the independent non-executive director of Lapco Holdings Limited (Stock Code: 8472), a company listed on GEM of the Stock Exchange. He has extensive experience in fund investment and asset management, corporate strategy, corporate finance and business development and management. Mr. Gao was appointed as an executive Director with effect from 23 July 2020.

From June 2013 to September 2015, he was the chairman of Changchun Houde Real Estate Brokerage Co., Ltd.* (長春市厚德房地產經紀有限公司). He also served as the chairman of Changchun Haizhong Real Estate Brokerage Co., Ltd.* (長春市海眾房地產經紀有限公司) from October 2011 to May 2012.

Mr. Gao was recognized as “Top Ten Leaders in China’s Financial Industry”* (中國金融行業十佳領軍人物), “Outstanding Leader of Jilin Province”* (吉林省傑出領軍人物) and “Top Ten Outstanding Youth in Jilin Province”* (吉林省十大傑出青年) and “First Person in Venture Capital after 90s”* (90後風險投資第一人) by Beijing General Evaluation and Certification Center* (北京鑒優品質量認證中心) and Beijing Evaluation and Assessment Center for Enterprise Creditability* (北京審信核信企業信用評估中心), in 2017, 2018 and 2019, respectively.

Mr. Gao is currently pursuing an executive master of business administration degree with The PBC School of Finance of Tsinghua University (清華大學五道口金融學院).

As at the Latest Practicable Date, Mr. Gao does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Gao does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date hereof, nor does he hold any other position with the Company and other members of the Group or possess any other major professional qualifications.

Mr. Gao has entered into a service contract with the Company commencing from 23 July 2020, which shall continue until terminated by either party giving not less than one month’s notice in writing to the other party. His appointment is subject to retirement by rotation and/or re-election at the annual general meeting of the Company according to the Bye-Laws. Mr. Gao’s emolument will be recommended by the Remuneration Committee and determined by the Board with reference to his duties and level of responsibilities in the Company, the Company’s performance and the prevailing market condition. His emolument will be made in accordance with the remuneration policy adopted by the Remuneration Committee and will be reviewed by the Board and the Remuneration Committee on an annual basis.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Gao and there is no information that is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matters that ought to be brought to the attention of the Shareholders.

(2) Mr. Liu Yangyang (“Mr. Liu”)

Mr. Liu, aged 27, is a non-executive Director. He is currently the director of China business division of Cornerstone Financial Holdings Limited, a listed company on the GEM of the Stock Exchange (stock code: 8112). He is vastly experienced in project investment and asset management, sales and market development and management. From November 2019 to April 2020, he served as the chairman of Shen Zhen AVIC Int’l Corporate Management Co., Ltd. From July 2018 to September 2019, he also served as the business director of Shen Zhen Catic Taikee Co., Ltd. He is currently enrolled in the public affair management programme of the Communication University of China.

As at the Latest Practicable Date, Mr. Liu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date hereof, nor does he hold any other position with the Company and other members of the Group or possess any other major professional qualifications.

Mr. Liu has entered into a service agreement with the Company for a term of two years commencing on 26 May 2022, which shall continue until terminated by either party giving not less than one month’s notice in writing to the other party. His appointment is subject to retirement by rotation and/or re-election at the annual general meeting of the Company according to the Bye-Laws. Mr. Liu’s emolument will be recommended by the Remuneration Committee and determined by the Board with reference to his duties and level of responsibilities in the Company, the Company’s performance and the prevailing market condition. His emolument will be made in accordance with the remuneration policy adopted by the Remuneration Committee and will be reviewed by the Board and the Remuneration Committee on an annual basis.

Mr. Liu is currently no basic salary but an annual discretionary bonus of no more than 3% of the net profit before tax generated from the Company’s newly acquired businesses introduced by Mr. Liu, which shall not exceed HK\$1 million for any twelve months period.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Liu and there is no information that is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matters that ought to be brought to the attention of the Shareholders.

(3) Mr. Ma Wing Yun Bryan (“Mr. Ma”)

Mr. Ma, aged 57, is an independent non-executive Director and is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Mr. Ma is the finance director of Union Sun International Group Limited, a non-listed company with affiliates dealing in property development in the PRC. He was an independent director of Celestial Nutrifoods Limited (the shares of which are listed on the main board of Singapore Exchange Securities Trade Limited) until 18 July 2011. He has approximately 20 years of experience in the areas of audit, financial management and operational management. Mr. Ma is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Ma was appointed as an independent non-executive Director in February 2001.

As at the Latest Practicable Date, Mr. Ma was interested in 8,500,000 share options of the Company (representing approximately 0.6% of the total number of Shares in issue). Mr. Ma does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries as at the Latest Practicable Date.

Mr. Ma has entered into a service contract with the Company commencing from 1 April 2019, which shall continue until terminated by either party giving not less than three months’ notice in writing to the other party. His appointment is subject to retirement by rotation and/or re-election of the annual general meeting of the Company according to the Bye-Laws. He is entitled to a monthly emolument of HK\$15,000, which was determined by the Board with reference to his experience, duties and responsibilities and the prevailing market practice, and in accordance with the remuneration policy adopted by the Remuneration Committee. Mr. Ma’s emolument will be reviewed by the Board and the Remuneration Committee on an annual basis.

Save as disclosed above, Mr. Ma does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date hereof, nor does he hold any other position with the Company and other members of the Group or possess any other major professional qualifications.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ma and there is no information that is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matters that ought to be brought to the attention of the Shareholders.

Set out below is a summary of the principal terms of the New Share Option Scheme. It does not form part of the New Share Option Scheme and does not affect the interpretation of it.

(I) PURPOSE OF THE SCHEME

The purpose of the New Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

(II) WHO MAY JOIN

The Directors may at their absolute discretion grant Options to (a) any full-time or part-time employees of any member of the Group, holding companies or associated company (the “**Eligible Employee**”); (b) any director (including executive, non-executive or independent non-executive Directors) of any member of the Group, the holding companies or associated company; or (c) any shareholder of any member of the Group or associated company, to be determined absolutely by the Board.

(III) MAXIMUM NUMBER OF SHARES

- (a) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the New Share Option Scheme and any other share option scheme of the Group) and Awards to be granted under the New Share Option Scheme and any other scheme of the Group must not in aggregate exceed 10% of the Shares in issue as at the date of passing the relevant resolution adopting the New Share Option Scheme (the “**General Scheme Limit**”). As at the Latest Practicable Date, there were 3,014,560,978 Shares in issue. On the assumption that no further Shares will be allotted and issued by the Company prior to the Extraordinary General Meeting, the General Scheme Limit will represent 301,456,098 Shares.
- (b) If the Company shall conduct a share consolidation or subdivision after the General Scheme Limit has been approved in a general meeting, the maximum number of Shares that may be issued in respect of all options and Awards to be granted under the New Share Option Scheme and all other Schemes of the Group as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.
- (c) Subject to (e) below and without prejudice to (f) below, the Company may seek approval by its shareholders in general meeting for “refreshing” the General Scheme Limit under the New Share Option Scheme after three years (the “**Three-year Period**”) from the date of Shareholders’ approval for the adoption of the New Share Option Scheme or from the date of last refreshment, as the case may be.

(d) Subject to (e) below and without prejudice to (f) below, any “refreshment” of the General Scheme Limit of the New Share Option Scheme within the Three-year Period must be approved by the Shareholders subject to the following provisions:

(i) any controlling Shareholders and their associates (or if there is no controlling shareholder, Directors (excluding independent nonexecutive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting; and

(ii) the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules.

save and except that these requirements shall not be applied if the refreshment is made immediately after an issue of securities by the Company to the Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the General Scheme Limit (as a percentage of the relevant class of shares in issue) upon refreshment shall be the same as the unused part of the General Scheme Limit immediately before the issue of securities, rounded to the nearest whole Share.

(e) Subject to (a) above and without prejudice to (f) below, the total number of Shares which may be issued in respect of all options and Awards to be granted under the New Share Option Scheme and all other Schemes of the Company under the scheme mandate as “refreshed” must not exceed 10% of the relevant class of Shares in issue as at the date of approval of the refreshed scheme mandate. The Company shall send a circular to its Shareholders containing the number of options and Awards that were already granted under the General Scheme Limit, and the reason for the “refreshment”.

(f) Subject to (a) above and without prejudice to (e) above, the Company may seek separate approval by the Shareholders in general meeting for granting options or Awards beyond the General Scheme Limit provided the options or Awards in excess of the General Scheme Limit are granted only to participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing the name of each specified participant who may be granted such options or Awards, the number and terms of the options or Awards to be granted to each participant, and the purpose of granting options or Awards to the specified participants with an explanation as to how the terms of the options or Awards serve such purpose. The number and terms of options or Awards to be granted to such participant must be fixed before Shareholders’ approval. In respect of any options to be granted, the date of the board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the exercise price under paragraph (VIII) herein.

(IV) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

Where any grant of options or Awards to a participant would result in the Shares issued and to be issued in respect of all options and Awards granted to such person (excluding any options and Awards lapsed in accordance with the terms of the relevant scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of shares of the listed issuer in issue (the “**Individual Limit**”), such grant must be separately approved by the Shareholders of the Company in general meeting with such participant and his/her close associates (or associates if the participant is a connected person) abstaining from voting. The Company must send a circular to the Shareholders which shall disclose the identity of the participant, the number and terms of the options or Awards to be granted (and those previously granted to such participant in the 12-month period), the purpose of granting options or Awards to the participant and an explanation as to how the terms of the options or Awards serve such purpose. The number and terms of the options or Awards to be granted to such participant must be fixed before the Shareholders’ approval. In respect of any options to be granted, the date of the board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under paragraph (VIII) herein.

(V) GRANT OF OPTIONS TO CONNECTED PERSONS

- (a) Any grant of options under the New Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is also the grantee of the options).
- (b) Where any grant of options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options and Awards granted (excluding any options and Awards lapsed in accordance with the terms of the New Share Option Scheme or other Schemes) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue;

such further grant of options must be approved by the Shareholders at general meeting. The Company must send a circular to the Shareholders containing the information required under the Listing Rules. The grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting. The circular must contain (a) details of the number and terms (including the exercise price) of the options to be granted to each participant, which must be fixed before the Shareholders’ meeting. In respect of any options to be granted, the date of board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the exercise price under paragraph (VIII) herein; and (b) a recommendation from the views of the

independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options) as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of the Company and the Shareholders as a whole, and their recommendation to the independent Shareholders as to voting; and (c) the information required under Chapter 17 of the Listing Rules; and (d) the information required under Rule 2.17 of the Listing Rules. Any vote taken at the meeting to approve the grant of such options must be taken on a poll.

Any change in the terms of options granted to a substantial shareholder, Director or chief executive or any of their respective associates must be approved by the Shareholders at general meeting in the manner as set out in this paragraph if the initial grant of the options requires such approval (except where the changes take effect automatically under the terms of the New Share Option Scheme).

(VI) TIME OF ACCEPTANCE AND EXERCISE OF OPTION

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option within such time as may be specified in the offer (which shall not be later than 21 days from the offer date).

An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. The vesting period for options to be granted under the New Share Option Scheme shall not be less than 12 months.

(VII) PERFORMANCE TARGETS

There are no performance targets attached to options to be granted under the New Share Option Scheme.

(VIII) EXERCISE PRICE OF OPTIONS

The exercise price of options granted under the New Share Option Scheme must be at least the highest of: (i) the closing price of the Shares as stated in the Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares.

(IX) RANKING OF SHARES

- (a) Shares allotted upon the exercise of an option will be subject to all the provisions of the Bye-laws and will rank *pari passu* in all respects with the fully paid Shares in issue on the date on which the option is duly exercised (the “**Exercise Date**”) and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted and issued upon the exercise of an option shall not carry voting rights until completion of the registration of the grantee as the holder thereof.
- (b) Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, reclassification or reduction of the share capital of the Company from time to time.

(X) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

- (a) No offer for the grant of options shall be made after an inside information event has occurred or an inside information matter has been the subject of a decision until such inside information has been published in accordance with the manner prescribed by the Listing Rules from time to time. In particular, during the period commencing one month immediately preceding the earlier of (aa) the date of the meeting of the Directors for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules), and (bb) the last date on which the Company must publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules) and ending on the date of the announcement of the results, no option may be granted.
- (b) The Directors may not grant any option to a participant who is a Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to such circumstances as prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

(XI) PERIOD OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the New Share Option Scheme becomes unconditional.

(XII) RIGHTS ON CEASING EMPLOYMENT

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than his death, ill-health or retirement in accordance with his contract of employment or for persistent or serious misconduct or other grounds referred to in sub-paragraph (xiv) below before exercising his option in full, the option (to the extent not already exercised) will lapse on the date of cessation or termination and will not be exercisable unless the Directors otherwise determine in which event the grantee may exercise the option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation or termination, which will be taken to be the last day on which the grantee is at work with the Group, whether salary is paid in lieu of notice or not.

Eligible Employee means any employee (whether full time or part time employee, including any executive director but excluding any non-executive director) of the Company, any Subsidiary.

(XIII) RIGHTS ON DEATH, ILL-HEALTH OR RETIREMENT

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the option in full, his personal representative(s), or, as appropriate, the grantee may exercise the option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation which date shall be the last day on which the grantee is at work with the Group, whether salary is paid in lieu of notice or not, or such longer period as the Directors may determine.

(XIV) RIGHTS ON DISMISSAL

If the grantee of an option is an Eligible Employee and ceases to be an Eligible Employee by reason that he has been guilty of persistent or serious misconduct, a material misstatement in the Company's financial statements or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Group into disrepute), his option will lapse automatically and will not in any event be exercisable on or after the date of cessation to be an Eligible Employee.

(XV) RIGHTS ON BREACH OF CONTRACT

If the Directors shall at their absolute discretion determine that (a) the grantee of any option (other than an Eligible Employee) or his associate has committed any breach of any contract entered into between the grantee or his associate on the one part and the Group on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; and (b) the option granted to the grantee under the New Share Option Scheme shall lapse, his option will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

(XVI) RIGHTS ON A GENERAL OFFER, A COMPROMISE OR ARRANGEMENT

If a general or partial offer, whether by way of take-over offer, share re-purchase offer or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, assuming that they will become, by the exercise in full of the options granted to them, Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the shareholders in the Company, a grantee shall be entitled to exercise his option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his option at any time before the close of such offer (or any revised offer) or the record date for entitlements under such scheme of arrangement, as the case may be. Subject to the above, an option will lapse automatically (to the extent not already exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

(XVII) RIGHTS ON WINDING UP

In the event of a notice being given by the Company to its shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as or soon after it despatches such notice to convene the general meeting, give notice thereof to all Grantees and thereupon, the Grantees (or their respective personal representative(s)) may, subject to the provisions of all applicable laws, by notice in writing to the Company (such notice to be received by the Company not later than two (2) Business Days prior to the proposed general meeting of the Company) exercise the Option (to the extent that it has become exercisable and has not already been exercised) either to its full extent or to the extent specified in such notice, such notice to be accompanied by a payment for the full amount of the aggregate Exercise Price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee credited as fully paid. The Grantee shall accordingly be entitled, in respect of the Shares

falling to be allotted and issued upon the exercise of his option, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the holders of the Shares in issue on the day prior to the date of such resolution.

(XVIII) ADJUSTMENTS TO THE EXERCISE PRICE

In the event of a capitalisation issue, rights issue, subdivision or consolidation of Shares or reduction of share capital of the Company whilst an option remains exercisable, such corresponding alterations (if any) certified by the auditors for the time being or an independent financial adviser to the Company as fair and reasonable will be made to the number or nominal amount of Shares, the subject matter of the New Share Option Scheme and the option so far as unexercised and/or the option price, provided that (a) any adjustments shall give a grantee the same proportion of the issued share capital (rounded to the nearest whole Share) to which he was entitled prior to such alteration; (b) the issue of Shares or other securities of the Group as consideration in a transaction may not be regarded as a circumstance requiring adjustment; and (c) no alteration shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. In addition, in respect of any such adjustments, other than any adjustment made on a capitalisation issue, such auditors or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules.

(XIX) CANCELLATION OF OPTIONS

Any cancellation of options granted must be subject to the consent of the relevant grantee and approved by the Directors provided that if the Company shall make a new grant to the same participant, such new grant may only be made under the New Share Option with the available General Scheme Limit referred to in paragraph (III) above. The options cancelled will be regarded as utilised for the purpose of calculating the General Scheme Limit.

(XX) TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company may by resolution at general meeting at any time terminate the New Share Option Scheme and in such event no further options shall be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

(XXI) RIGHTS ARE PERSONAL TO THE GRANTEE

An option is personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any option or enter into any agreement so to do. Any breach of the foregoing by a grantee shall entitle the Company to cancel any option granted to such grantee to the extent not already exercised.

(XXII) LAPSE OF OPTION

An option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the periods or the dates referred to in paragraph (xii), (xiii), (xiv), (xv) and (xvi);
- (c) the date of commencement of the winding-up of the Company; and
- (d) the date on which the Directors shall exercise the Company's right to cancel the option by reason of a breach of paragraph (xxi) by the grantee in respect of that or any other option.

(XXIII) MISCELLANEOUS

- (a) The New Share Option Scheme is conditional on the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of any options which may be granted under the New Share Option Scheme.
- (b) Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any alterations to the provisions relating to the matters set out in Chapter 17 of the Listing Rules to the advantage of participants must be approved by the Shareholders of the Company in general meeting.
- (c) Any change to the terms of options granted to a participant must be approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders of the Company (as the case may be) if the initial grant of the options was approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders of the Company (as the case may be). This requirement does not apply where the alterations take effect automatically under the existing terms of the New Share Option Scheme.

- (d) The amended terms of the New Share Option Scheme or the options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (e) Any change to the authority of the Directors or the scheme administrators to alter the terms of the New Share Option Scheme shall be approved by the Shareholders at general meeting.

(XXIV) PRESENT STATUS OF THE NEW SHARE OPTION SCHEME

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options which may be granted under the New Share Option Scheme.

Details of the Proposed Amendments are set out as follow:

- | Bye-laws | Proposed Amendments (showing changes to the existing Bye-Laws) |
|-----------------|--|
| 5.(A) | For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than <u>at least</u> three-fourths in nominal value of the issued shares of that class or with the sanction <u>approval</u> of a Special Resolution <u>passed by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate</u> general meeting of the <u>such</u> holders of the shares of that class . To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than <u>two</u> persons holding or representing by proxy <u>at least one-third in nominal value</u> of the issued shares of that class, and that any holder of shares of the class present in person or by proxy or by a duly authorised corporate representative may demand a poll. |
| 44. | <u>Subject to the Companies Act and the Companies Ordinance (Chapter 32 of the laws of Hong Kong),</u> The <u>the</u> registration of transfers may be suspended and the register may be closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year. |
| 60.(A) | The Company shall in each year hold a general meeting <u>for each financial year</u> as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and <u>such annual general meeting shall be held within six months after the end of the Company's financial year</u> not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next . The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. |

- | Bye-laws | Proposed Amendments (showing changes to the existing Bye-Laws) |
|-----------------|--|
| 62. | <p>The Board may, whenever it thinks fit, convene a special general meeting7.1. <u>One or more shareholders holding, as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene a special general meeting and/or add resolutions to the agenda of a meeting. Such requisition shall be made and such meeting shall be held in accordance with the Companies Act and special general meetings shall also be convened on requisition, as provided by the Companies Act, and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, in default, may be convened by the requisitionists.</u></p> |
| 76A. | <p><u>All shareholders of the Company (including a shareholder which is a Clearing House (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration.</u> Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p> |
| 81. | <p>Any shareholder of the Company <u>(including a Clearing House (or its nominee))</u> entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote individually on a show of hands.</p> |

- | Bye-laws | Proposed Amendments (showing changes to the existing Bye-Laws) |
|-----------------|---|
| 87.(A) | <p>Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise <u>as if it were an individual shareholder of the Company</u>. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one or more proxies. Nothing contained in this Bye-law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-law 81.</p> |
| (B) | <p>If a Clearing House (or its nominee) is a shareholder of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives, to the extent permitted by the Companies Act, <u>who enjoy rights equivalent to the rights of other shareholders</u> at any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any meeting of any class of shareholders of the Company provided that, if more than one proxy or, corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if it were an individual shareholder including the right to <u>speak and vote</u> individually on a show of hands <u>or on a poll</u>. The number of persons a Clearing House (or its nominee) may appoint to act as its corporate representative or representatives shall not exceed the number of shares held by a Clearing House (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.</p> |

Bye-laws	Proposed Amendments (showing changes to the existing Bye-Laws)
102.(B)	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director <u>so</u> appointed by the Board to fill a casual vacancy shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Bye-law shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>
104.	<p>The Company may by Ordinary Resolution remove any Director (including a managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall be subject to retirement by rotation pursuant to Bye-law 99.-</p>
163.(B)	<p>The Company<u>shareholders</u> shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. <u>Subject to the Listing Rules, The</u>the Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act <u>and the Listing Rules</u>, the remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting <u>by Ordinary Resolution</u> except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors. <u>The shareholders may, at any general meeting convened and held in accordance with these Bye-laws, remove the Auditors by a resolution passed by at least two-thirds of the votes cast by such shareholders as, being entitled so to do, vote in person or, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new Auditors in their place for the remainder of the term.</u></p>

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Zenith Chemical Group Limited (the “**Company**”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Wednesday, 7 December 2022 at 4:00 p.m. to transact the following:

AS ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and independent auditor of the Company for the year ended 30 June 2022;
2.
 - (a) To re-elect Mr. Gao Ran as an executive Director;
 - (b) To re-elect Mr. Liu Yangyang as a non-executive Director;
 - (c) To re-elect Mr. Ma Wing Yun Bryan as an independent non-executive Director;
and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;

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4. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the issued Shares as at the date of passing this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the issued Shares as at the date of passing resolution no. 6),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act or any other applicable laws of the Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:
- “**THAT** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 in respect of the Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”
7. To consider, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:
- “**THAT** conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the share option scheme (a printed copy of which is produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) (the “**Scheme**”), the Scheme be and is hereby approved and adopted by the Company and the board of directors of the Company be and are hereby authorised to administer the Scheme, to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements or agreements as may be necessary or expedient in order to implement and give full effect to the Scheme.”

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AS SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, to pass, with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the amendments to the Bye-laws of the Company (the “**Bye-laws**”) set out in Appendix IV to the circular of the Company dated 14 November 2022 of which this notice forms part be and are hereby approved and the amended and restated Bye-laws (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new Bye-laws of the Company.”

Yours faithfully
On behalf of the board of
China Zenith Chemical Group Limited
Chan Yuk Foebe
Chairman and Chief Executive Officer

Hong Kong, 14 November 2022

Registered office:

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

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

Room 4007, 40/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. As at the date hereof, the Board comprises Ms. Chan Yuk Foebe, Mr. Gao Ran and Mr. Law Tze Ping Eric as executive Directors, Mr. Liu Yangyang as non-executive Director and Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit as independent non-executive Directors.
2. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

5. For the purpose of determining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 2 December 2022 to Wednesday, 7 December 2022 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch registrars, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 1 December 2022.