
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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



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) MAJOR TRANSACTION – DISPOSAL OF PROPERTY;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening an special general meeting of China Zenith Chemical Group Limited to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, on Monday, 11 November 2024 at 4:30 p.m., is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use at the special general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company at <http://www.chinazenith.com.hk/>.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the special general meeting, or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjourned meeting (as the case may be) should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

25 October 2024

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DEFINITIONS

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

“Agent”	Ricacorp Properties Limited
“associates”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of the Directors
“Company”	China Zenith Chemical Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on the Stock Exchange (stock code: 362)
“Completion”	completion of the Disposal in accordance with the terms and conditions under the Preliminary Sale and Purchase Agreement
“Completion Date”	the date on which the Completion shall take place
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Consideration”	HK\$72,000,000, being the consideration for the Disposal pursuant to the Preliminary Sale and Purchase Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Property pursuant to the terms and conditions of the Preliminary Sale and Purchase Agreement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) (and in the case of company(ies) and corporation(s), their ultimate beneficial owner(s)) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is or are third party(ies) independent of and not connected with the Company and its connected persons
“Joint Purchasers”	Mr. Chan Hong Sang and Ms. Yang Yufeng

DEFINITIONS

“Latest Practicable Date”	22 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Preliminary Sale and Purchase Agreement”	the preliminary sale and purchase agreement dated 26 September 2024 entered into among the Vendor, the Joint Purchasers and the Agent in relation to the Disposal
“Property”	duplex flat B on 8th Floor and 9th Floor including its Roof thereover of Tower I and Car Park Nos 14 and 15 on Ground Floor of Tower I, South Bay Palace, No 25 South Bay Close, Repulse Bay, Hong Kong
“SGM”	the special general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving, the Disposal and transactions contemplated thereunder
“Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Success Eagle Investment Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly owned subsidiary of the Company
“HK\$”	Hong Kong dollars, lawful currency of Hong Kong
“sq. ft.”	square feet
“sq. m.”	square metre(s)
“%”	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:

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

Independent non-executive Directors:

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

Registered office:

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

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

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

25 October 2024

To the Shareholders

Dear Sir or Madam

**(1) MAJOR TRANSACTION – DISPOSAL OF PROPERTY;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

References is made to the announcement of the Company dated 2 October 2024 in relation to the major transaction for disposal of property.

The purpose of this circular is to provide you with, among other things, (i) details of the Disposal and transactions contemplated thereunder; (ii) the financial information of the Group; (iii) an independent property valuation on the Property; (iv) a notice convening the SGM and related form of proxy; and (v) other information as required under the Listing Rules.

LETTER FROM THE BOARD

THE PRELIMINARY SALE AND PURCHASE AGREEMENT

On 26 September 2024, the Vendor, an indirect wholly-owned subsidiary of the Company, the Joint Purchasers and the Agent entered into the Preliminary Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell, and the Joint Purchasers agreed to purchase, the Property at a consideration of HK\$72,000,000. The principal terms and conditions of the Preliminary Sale and Purchase Agreement are set out below:

Date

26 September 2024

Parties

- (1) the Vendor;
- (2) the Joint Purchasers; and
- (3) the Agent

Property to be disposed of

The Property was acquired by the Vendor in 2008 for investment purpose. The Property is located at duplex flat B on 8th Floor and 9th Floor including its Roof thereover of Tower I and Car Park Nos 14 and 15 on Ground Floor of Tower I, South Bay Palace, No 25 South Bay Close, Repulse Bay, Hong Kong.

The Property (excluding car parking spaces) and the ancillary roof have a saleable area of approximately 2,914 sq. ft. (equivalent to 270.72 sq. m.) and 3,999 sq. ft. (equivalent to 371.52 sq. m.) respectively.

Consideration and basis of determining the Consideration

The consideration of the Disposal is HK\$72,000,000.00, which has been paid/is payable by the Joint Purchasers to the Vendor in the following manner:

- (a) HK\$3,000,000.00 has been paid upon signing of the Preliminary Sale and Purchase Agreement as initial deposit;
- (b) HK\$4,200,000.00 shall be payable on or before 13 November 2024 as further deposit; and
- (c) the balance in the sum of HK\$64,800,000.00 shall be payable in full upon the Completion.

LETTER FROM THE BOARD

Pursuant to the Preliminary Sale and Purchase Agreement, the Agent shall be entitled to receive commission in an amount of HK\$720,000 (being 1% of the Consideration) from the Vendor and an amount of HK\$360,000 (being 0.5% of the Consideration) from the Joint Purchasers on the Completion Date respectively. According to the best knowledge of the Directors, it is common for the commission be 1% of the consideration for each of purchaser and vendor of any sale and purchase of property. However, due to the sluggish real estate market conditions at the moment, real estate agencies would often offer 0.5% instead of 1% for purchasers in general to induce transactions, which is fair and reasonable and in the interest of the Company and its shareholders for catalysing the Disposal.

The Consideration was arrived at after arm's length negotiation between the Vendor and the Joint Purchasers and determined with reference to, among other things, the prevailing market conditions and the preliminary valuation of the Property made by a property valuer (an Independent Third Party) as at 30 June 2024 of HK\$69,000,000 in respect of the Property.

Stamp duty

All ad valorem stamp duty shall be borne by the Joint Purchasers.

Formal agreement

A formal agreement for sale and purchase of the Property will be signed by the Vendor and the Joint Purchasers on or before 13 November 2024.

Completion

The Completion shall take place on or before the Completion Date, being 16 December 2024. Upon Completion, the Property is to be sold to the Joint Purchasers on an "as is" basis and the Vendor shall deliver vacant possession of the Property to the Joint Purchasers.

INFORMATION OF THE PARTIES

The Vendor, an indirect wholly-owned subsidiary of the Company, is a company incorporated in Hong Kong with limited liability. The principal business of the Vendor is investment holding.

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sales of coal-related chemical products and chemical products for agriculture.

Based on the information provided by the Joint Purchasers, both Joint Purchasers are merchants.

The Agent is a company incorporated in Hong Kong and operates property agencies in Hong Kong.

LETTER FROM THE BOARD

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

REASONS FOR AND BENEFITS OF THE DISPOSAL

Taking into consideration the prevailing property market conditions, the increasing competition and unstable future outlook in the property market in Hong Kong and the current financial, indebtedness and liquidity position of the Group, the Board is of the opinion that the Disposal represents a good opportunity for the Group to realise the value of the Property at a reasonable price. In addition, the proceeds from the Disposal will strengthen the financial position of the Group and increase the general working capital of the Group.

The Directors consider that the Disposal is conducted in the ordinary course of the Group's property investment business and on normal commercial terms, and the entering into of the Preliminary Sale and Purchase Agreement is fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS

Based on the preliminary valuation of the Property prepared by a professional property valuer (an Independent Third Party) by way of market approach as at 30 June 2024, the value of the Property was HK\$69,000,000. As at 30 June 2024, the book value of the Property was approximately HK\$62,000,000.

Earnings

As at 30 June 2024, the book value of the Property was approximately HK\$62,000,000. The Group is expected to recognize a gain on the Disposal of approximately HK\$10,000,000 (being the difference between the Sale Price over the book value, exclusive of expenses). The Group intends to use the gross proceeds from the Disposal (before deducting expenses) of HK\$72,000,000 for the general working capital of the Group, of which approximately HK\$11,500,000 for loan repayment of the Property; approximately HK\$1,150,000 for agent's commission and other related costs for the Disposal; approximately HK\$52,330,000 for repayment of loan and interest for other properties; and approximately HK\$7,020,000 for general administrative costs of the Group.

Assets and liabilities

As at 30 June 2024, the audited net liabilities of the Group was approximately HK\$1,009,144,000. Upon Completion, based on the estimation of the Board, (i) the assets value will be decreased by approximately HK\$54,976,000; and (ii) the liabilities will be decreased by approximately HK\$59,543,000.

LETTER FROM THE BOARD

Save as disclosed above, the Disposal will not have any material adverse impact on the earnings, and assets and liabilities of the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) for the Company in respect of the Disposal exceed(s) 25% but is or are less than 75% pursuant to Rule 14.07 of the Listing Rules, the Disposal constitutes a major transaction on the part of the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to the reporting, announcement, circular and the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, as no Shareholder has a material interest in the Disposal and transactions contemplated thereunder, therefore no Shareholder will be required to abstain from voting to approve the ordinary resolution regarding the Disposal and transactions contemplated thereunder at the SGM.

GENERAL

The SGM will be convened and held to consider and, if thought fit, approve the Disposal and transactions contemplated thereunder by the Shareholders by way of poll.

A notice convening the SGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, on Monday, 11 November 2024 at 4:30 p.m. is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not the Shareholders are able to attend and vote at the SGM, they are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, 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 forty-eight (48) hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should they so wish and, in such event, the form of proxy shall be deemed to be revoked.

The ordinary resolution put to the SGM will be voted on by way of poll.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 7 November 2024 to Monday, 11 November 2024, both dates inclusive. During such period, no Share transfers will be registered. In order to qualify to attend and vote at the SGM, all transfers of the Shares accompanied by the relevant share certificates must be lodged with the Company's branch share

LETTER FROM THE BOARD

registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 6 November 2024.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Disposal and the transactions contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolution to be proposed at the SGM.

RESPONSIBILITY STATEMENT

The 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.

ADDITIONAL INFORMATION

Your attention is also drawn to the notice of SGM and additional information set out in the appendices to this circular.

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

1. FINANCIAL SUMMARY OF THE GROUP

Further information about the Group is disclosed in the last three (3) published annual reports and the announcement of annual results for the year ended 30 June 2024, copies of which can be located at the hyperlinks below:

- (a) Annual report of the Company for the year ended 30 June 2023 published on 1 November 2023 (page 63 to page 200) (<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/1222/2023122200422.pdf>);
- (b) Annual report of the Company for the year ended 30 June 2022 published on 21 October 2022 (page 65 to page 204) (<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/1031/2022103100473.pdf>);
- (c) Annual report of the Company for the year ended 30 June 2021 published on 29 October 2021 (page 66 to page 180) (<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/1116/2021111600412.pdf>);
and
- (d) announcement of annual results for the year ended 30 June 2024 (<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0927/2024092702025.pdf>).

2. WORKING CAPITAL

In preparing the working capital forecast for the Group for the next twelve months of this circular, the independent auditors has qualified their opinion due to multiple uncertainties relating to the Group's ability of achieving its financial plan (the "**Financial Plan**") including (i) the viability and outcome of the assumption that the Group could receive settlement from Mudanjiang Better Day Power Limited, a deconsolidated subsidiary, and a written-off receivable of approximately HK\$283 million out of the proceeds upon its voluntary liquidation; (ii) the Company is in the process of negotiating for a possible settlement plan to defer the repayment schedule of a bond payable of approximately HK\$412 million between the Company and the bondholders; (iii) a possible realization of the Group's idle right-of-use assets and buildings which could be sold at a consideration of not less than their market value as of 30 September 2024, which was approximately HK\$257 million; and (iv) the ability of the Group to raise funds through equity financing and the ability of the substantial shareholder to support the Group. The working capital forecast do not include any adjustments that would result from a failure to complete the Financial Plan.

Except the Financial Plan, the Group has the following plans to ensure that it would have sufficient working capital for the next twelve months of this circular:

- (i) On 20 September 2024, the Company entered into the placing agreement with Leeds Securities Investment Limited (the "**New Placing Agent**"), pursuant to which the New Placing Agent agrees, as agent of the Company, to procure on a best effort basis not

less than six places who and whose ultimate beneficial owner(s) (if applicable) shall be independent third party to subscribe for up to 600,000,000 placing shares at the placing price of HK\$0.1 per placing share. Subject to the fulfillment of all conditions precedent under the placing agreement, the Company expects the placing of new shares under specific mandate and the net proceeds of approximately HK\$57.9 million can be completed and received in October 2024;

- (ii) The Company obtained the letter of financial support from substantial shareholder after the report period, under which loan facilities up to maximum amount of approximately HK\$50 million are available to the Company for not less than twelve months from 30 June 2024;
- (iii) The Company obtained the letter of financial support from former shareholder after the report period, under which loan facilities up to maximum amount of approximately HK\$40 million are available to the Company for not less than twelve months from 30 June 2024;
- (iv) The Group will consider equity fund raising activities to meet the financial obligations; and
- (v) The Group will apply cost cutting measures to reduce administrative expenses and cash outflows for the next twelve months from the date of this circular.

Taking into account the financial resources available to the Group, including the internally generated funds and based on the assumptions that all of the above plans shall succeed smoothly, and in the absence of unforeseeable circumstances, the Directors, after due and careful consideration, are of the opinion that the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

The Company has obtained a letter on the working capital statement from its auditor as required under Rule 14.66(12) of the Listing Rules.

3. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 September 2024, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this circular, the details of the Group's indebtedness were as follows:

Bonds payable

The Group had outstanding bonds, being unsecured and unguaranteed, with principal amount of approximately HK\$1,078.6 million, which is unsecured and approximately HK\$412.2 million repayable on demand, approximately HK\$511.0 million repayable within one year, approximately HK\$149.0 million repayable in the second year and approximately HK\$6.4 million repayable in the third to fifth years inclusive.

Interest-bearing bank loans

The Group had interest-bearing and unguaranteed bank loans of approximately HK\$10.5 million, which is secured by the Group's property, plant and equipment and right-of-use assets. The bank loans of approximately HK\$3.1 million are repayable within one year, approximately HK\$3.0 million repayable in the second year and approximately HK\$4.4 million repayable in the third to fifth years.

Other loans

The Group had interest-bearing other loans of approximately HK\$48.3 million which are repayable on demand, unguaranteed and secured by the Group's property, plant and equipment and right-of-use assets.

Lease liabilities

As at 30 September 2024, the Group, as a lessee, had lease liabilities with outstanding principal amount of approximately HK\$2.0 million.

Contingent liabilities

On 26 June 2023, Mudanjiang BD Power, a deconsolidated subsidiary had submitted to the Intermediate People's Court of Mudanjiang City, Heilongjiang Province for its voluntary liquidation (the "**Voluntary Liquidation**") under the action number (2023) Black 10 Liquidation No. 1 (the "**Application**") was duly accepted. Subsequent to the Application, the liquidation team of the Authority has been appointed as its administrator (the "**Administrator**") on 10 July 2023.

Mudanjiang Longtuo New Energy Co., Ltd. ("**Mudanjiang Longtuo**"), a wholly-owned subsidiary of the Group, being the sole equity holder of Mudanjiang BD Power immediately prior to its deconsolidation and taken over by the Authority on 24 August 2022 would be liable in the sum of RMB150 million, representing a subscription amount of RMB150 million in the registered capital of Mudanjiang BD Power ("**Mudanjiang BD Power Subscription**") made by Mudanjiang Longtuo on 18 May 2020 by way of capitalisation of a shareholder's loan due by Mudanjiang BD Power to Mudanjiang Longtuo which amounted to RMB150 million ("**Capitalisation**"). In the event the Capitalisation was not certified and accepted by the Administrator, the Mudanjiang BD Power Subscription would be deemed unsuccessful and void whereby the Mudanjiang BD Power Subscription become due and payable immediately upon the Voluntary Liquidation.

As at 30 September 2024, the Voluntary Liquidation is still processing and not yet completed. Hence the outcome of the Voluntary Liquidation is uncertain and cannot be estimated reliably. The directors of the Company are having carefully considered any possible outcomes of the Voluntary Liquidation and of the view that the same amount of shareholder's loan (RMB150 million) is available to offset against Mudanjiang BD Power Subscription in case the Capitalisation was being voided and therefore no provision was made.

Disclaimers

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities, normal trade and other payables and contract liabilities, as at 30 September 2024, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this circular, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages and charges, hire purchase commitments, material contingent liabilities or guarantees outstanding.

To the best knowledge of the Directors, having made all reasonable enquiries, (i) there has been no material change in indebtedness or contingent liabilities of the Group since 30 September 2024; (ii) there has not been any default on repayments or other obligations in any material respect under the loan agreements; (iii) the Group does not have material covenants relating to the outstanding debts; (iv) the Group has complied with all of the finance covenants up to the Latest Practicable Date; and (v) the Group does not have any material external debt financing plans as at the Latest Practicable Date.

4. FINANCIAL AND TRADING PROSPECT OF THE GROUP

Over the past year, the PRC has been affected by COVID-19 pandemic and under high-interest rate environment, the economic recovery and development of the PRC were against expectations due to insufficient overall demand and supply chain. The Board believes that the society and economy of the PRC will begin to recover and return normal in the coming year. At the special general meeting of the Company held on 9 September 2024, the supplemental agreement entered into by the Company and 中礦聯合控股集團有限公司 (China Mining United Holding Group Co., Ltd.*) and the transactions contemplated thereunder (which, among other things, involve the sales and deep-processing of mineral products, chemical products or other products) were approved by the Shareholders. For further details of the supplemental agreement, please refer to the circular of the Company dated 22 August 2024. The management aims to achieve a revenue of RMB5 billion in the coming year.

* For identification purpose only

The following is the text of a letter and valuation certificate prepared for the purpose of incorporation in this document received from International Valuation Limited, an independent professional valuer, in connection with its valuation as at 30 September 2024 of the property.



International Valuation Limited
Unit 907, 9th Floor, Wing On Plaza
62 Mody Road, Tsim Sha Tsui East
Kowloon, Hong Kong
Tel: 3708 7922

25 October 2024

The Board of Directors
China Zenith Chemical Group Limited
(中國天化工集團有限公司)
Suites 1003–1005, 10/F
Shui On Centre
6–8 Harbour Road
Wanchai, Hong Kong

Dear Sir/Madam,

In accordance with the instruction from **China Zenith Chemical Group Limited** (the “**Company**”) together with its subsidiaries (hereinafter together referred to as the “**Group**”) for us to value the property interests in Hong Kong Special Administrative Region (“**Hong Kong**”), we confirm that we made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value (“**Market Value**”) of the property as at 30 September 2024 (“**Valuation Date**”) for public documentation purpose.

Our valuation is carried out on a Market Value basis. Market Value is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

We have valued the property by market approach where comparison based on prices realized on actual sales of comparable properties is made. Comparable properties of similar size, character and location are analyzed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market values.

Our valuation has been made on the assumption that the seller sells the property on the open market in its existing state without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to affect the value of the property.

Unless stated as otherwise, we have assumed that the property has been constructed, occupied and used in full compliance with, and without contravention of all laws, except only where otherwise stated. We have further assumed that, for any use of the property upon which this valuation is based, all required licenses, permits, certificates and authorizations have been obtained.

Unless stated as otherwise, we have assumed that the owner of the property has free and uninterrupted rights to use and dispose of the property for the whole of the unexpired term of the land use rights.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interests valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect its value.

Other special assumptions of the property, if any, have been stated in the notes of the valuation certificate of the property.

In valuing the property interests, we have complied with all requirements contained in Chapter 5 of the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited; the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards issued by the International Valuation Standards Council.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have carried out search at the Land Registry for the property located in Hong Kong. However, we have not verified ownership of the property or to verify the existence of any amendments. All documents have been used for reference only.

All legal documents disclosed in this report, if any, are for reference only and no responsibility is assumed for any legal matters concerning the legal title to the property set out in this report. As the property is held under long term government lease, we have assumed that the owner of the property has free and uninterrupted rights to use or transfer the property for the whole of the unexpired term of the respective government lease. In our valuation, we have assumed that the property can be freely disposed of and transferred to third parties on the open market without any additional payment to the relevant government authorities.

We have conducted on-site inspection of the exterior and, where possible, the interior of the property. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory and that no unexpected cost and delay will be incurred during construction. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the property is free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

On-site inspection of the property was carried out on 17 October 2024 by our staff Mr. Jacky Szto who holds a bachelor's degree specialized in property management from our Hong Kong office, under direct supervision of Mr. Christopher Cheung, who is a Professional Member of the Royal Institution of Chartered Surveyors and a Corporate Member of the Hong Kong Institute of Surveyors with over 10 years' experience in the valuation of properties in Hong Kong and Mainland China.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive at an informed view, and we have no reason to suspect that any material information has been withheld.

This valuation is to be used for the purpose stated herein. We are instructed to provide our opinion of value as per the Valuation Date only. It is based on economic, market and other conditions as they exist on, and information made available to us as of, the Valuation Date and we assume no obligation to update or otherwise revise these materials for events in the time since then.

The opinion of value is based on generally accepted valuation procedures and practices that rely extensively on assumptions and considerations, not all of which can be easily quantified or ascertained exactly. While we have exercised our professional judgement in arriving at the valuation, it is urged to consider carefully the nature of such assumptions which are disclosed and should exercise caution when interpreting.

Unless otherwise stated, all monetary sums stated in our valuations are in Hong Kong Dollar (“HKD”), the lawful currency of Hong Kong.

We enclose herewith the valuation certificate for your attention.

Yours faithfully,
For and on behalf of
International Valuation Limited
Christopher Cheung
BSc (Hons), BBA (Hons), MRICS, MHKIS, RPS (GP)
Director – Real Estate

Note: Mr. Christopher Cheung is a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance (Cap. 417) in Hong Kong. He is a Professional Member of the Royal Institution of Chartered Surveyors and a Corporate Member of the Hong Kong Institute of Surveyors in the General Practice Division. He has over 10 years' experience in valuation of properties in Hong Kong and the Mainland China.

VALUATION CERTIFICATE

Property held for Owner Occupation in Hong Kong

Property	Description and Tenure	Particulars of Occupancy	Market Value in existing state as at 30 September 2024 <i>HKD</i>
Duplex Flat B on 8th Floor & 9th Floor including its Roof thereover of Tower I, Car Park Nos. 14 and 15 on Ground Floor of Tower I, South Bay Palace, No. 25 South Bay Close, Hong Kong	The Property comprises a duplex residential unit on 8th and 9th floors and its roof, with two private car parking spaces on the ground floor, of a 9-storey residential building situated on a private residential development known as "South Bay Palace".	As advised by the Group, the Property was occupied for self-use as at the Valuation Date.	69,000,000 (HONG KONG DOLLARS SIXTY-NINE MILLION)
3347/34620 shares of and in Rural Building Lot No. 885	The Property was completed in 2000 and has a total saleable area of approximately 2,838.37 sq. ft. (263.69 sq. m.).		
	The Property is situated at South Bay Close in Southern District of Hong Kong Island. The vicinity of the Property has different general living facilities available, including schools, restaurants and shopping mall, surrounded by various residential buildings. Accessibility is considered fair within the district as there are various carparking spaces and petrol stations available for private car users.		
	Rural Building Lot No. 885 is held under a Government Lease for a term of 75 years, commencing on 27 August 1962, renewable for 75 years. The total Government Rent payable for the Property is HK\$1,494.00 per annum.		

Notes:

- (1) Pursuant to the land register record obtained from the Land Registry, the registered owner of the Property is SUCCESS EAGLE INVESTMENT (鵬成投資有限公司) by Assignment vide Memorial No. 08020600760245 dated 10 January 2008.
- (2) The Property is subject to the following encumbrances:
 - (i) OCCUPATION PERMIT registered vide Memorial No. UB7976117 dated 14 January 2000;
 - (ii) DEED OF MUTUAL GRANT OF RIGHT TO USE RECREATIONAL FACILITIES registered vide Memorial No. UB8001044 dated 28 January 2000 (REMARKS: WITH PLANS RE RBL 884 & RBL 885);
 - (iii) DUPLICATE UNDERTAKING LETTER FROM PLANWING LIMITED registered vide Memorial No. UB8058974 dated 5 April 2000 (REMARKS: TO THE BUILDING AUTHORITY RE RBL 884 & RBL 885);
 - (iv) DEED OF RECTIFICATION AND CONFIRMATION registered vide Memorial No. UB8760067 dated 19 June 2002 (REMARKS: RE RBL 884 & RBL 885);
 - (v) DEED OF MUTUAL COVENANT & MANAGEMENT AGREEMENT WITH PLANS in favour of PARKLAND PROPERTY MANAGEMENT LIMITED (MANAGER) registered vide Memorial No. 07070502810110 dated 15 June 2007;
 - (vi) MORTGAGE with a consideration of TO SECURE ALL MONEYS IN RESPECT OF GENERAL BANKING FACILITIES (PT.) in favour of HANG SENG BANK LIMITED registered vide Memorial No. 08020600760252 dated 10 January 2008;
 - (vii) SECOND LEGAL CHARGE with a consideration of HK\$40,000,000.00 (PT.) in favour of EMPEROR FINANCE LIMITED registered vide Memorial No. 21072802610025 dated 28 July 2021; and
 - (viii) THIRD LEGAL CHARGE with a consideration of HK\$4,980,000.00 (PT.) in favour of EMPEROR FINANCE LIMITED registered vide Memorial No. 22051902220058 dated 19 May 2022.
- (3) The Property lies within an area zoned “Residential (Group C) 6” under the Shouson Hill & Repulse Bay Outline Zoning Plan No. S/H17/13 gazetted on 5 November 2013.
- (4) According to the alteration and addition plan approved by the Building Authority on 3 November 2011, an internal staircase has been erected between the 9th Floor and the roof of the Property.
- (5) In undertaking our valuation of the Property, we have considered the sales of residential properties in Repulse Bay of Hong Kong Island. The comparables are primarily selected based on the following criteria:
 - (i) the comparables are recent transactions;
 - (ii) the comparables are located in the immediate locality of the Property;
 - (iii) the comparables are located in Repulse Bay of their respective buildings; and
 - (iv) the comparables have similar view as the Property.

As no transaction of duplex unit with large size is found according to the above selection criteria, transactions of simplex units with smaller saleable area are selected. The details of the selected comparables which are representative based on the aforesaid selection criteria are tabulated below with relevant adjustments:

	Comparable 1	Comparable 2	Comparable 3
Property	Flat C on 5th Floor of Tower I and Car Park No. 21 on Ground Floor of Tower I, South Bay Palace, No. 25 South Bay Close, Hong Kong	Flat 1 on 10/F & Roof thereof of Block C and Car Parking Space No. 27, South Bay Garden, No. 33 South Bay Close, Hong Kong	Flat B on 1st Floor and Car Park No. 23 on Upper Ground Floor, Belgravia, No. 57 South Bay Road, Hong Kong
Year of Completion	2000	1985	1989
Date of Instrument	3 April 2024	3 September 2024	13 May 2024
Consideration (HK\$)	25,000,000	18,800,000	50,000,000
Saleable Area (SA) (sq. ft.)	1,367.03	850.36	2,196.93
Unit Rate (HK\$/sq. ft.) (SA)	18,288	22,108	22,759
		Adjustment	
Date of transaction		-3.5% to 0%	
Building age		0% to 7.5%	
Floor level		-0.3% to 2%	
Size		-10.7% to -4.3%	
View		-10% to 5%	
Ancillary accommodation		5% to 10%	
Flat type		10%	
Adjusted Unit Rate (HK\$/sq. ft.) (SA)	21,226	26,631	25,351
Adjusted Average Unit Rate (HK\$/sq. ft.) (SA)		24,403	

The unit rates of the comparables range from HK\$18,288 to HK\$22,759 per sq. ft.. In our valuation, we have considered different attributes between the Property and the comparables in terms of date of transaction, building age, floor level, size, view, ancillary accommodation and flat type, and have made adjustments accordingly. In applying adjustments to the comparables, a downward adjustment would be made to the unit rate of the comparables if it is superior to the Property in terms of the aforementioned attributes, and vice versa. Having considered the above adjustments to the comparables, we have arrived a conclusion of an adjusted average unit rate at HK\$24,403 per sq. ft. and adopted for the valuation of the Property.

1. 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.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the interests and short positions, if any, of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (b) to be entered in the register pursuant to Section 352 of the SFO; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) adopted by the Company, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Shares and underlying Shares:

Name of Director	Nature of interest	Number of Shares/ Underlying Shares held	Approximate percentage of issued share capital of the Company
Mr. Chin Chun Hin	Beneficial owner	106,800,000 (L)	7.90%

(L) denotes long positions

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they would be taken or deemed to have under such provisions of the SFO); (b) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

As at the Latest Practicable Date, so far as known to the Directors, none of the Directors is a director or employee of a company which has an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO.

3. DISCLOSURE OF INTERESTS OF THE SHAREHOLDERS PURSUANT TO THE SFO

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had, or were deemed or taken to have, interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or had any option in respect of such capital:

Long positions in the Shares and underlying Shares:

Name of Shareholder	Capacity	Number of Shares/ Underlying Shares held	Approximate percentage of issued share capital of the Company
Mr. Cheung Hung	Beneficial owner	238,460,000 (L)	17.64%
China Mining United Holding Group Co., Ltd	Beneficial owner	154,960,000 (L)	11.47%

(L) denotes long positions

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, no other persons (not being a Director or chief executive of the Company) had, or were deemed or taken to have, any interests or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, nor were there any persons, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or held any option in respect of such capital.

4. COMPETING BUSINESS INTERESTS OF DIRECTORS

At the Latest Practicable Date, none of the Directors or their respective associates had any business or interest apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

5. DIRECTORS' MATERIAL INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENT

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have, since 30 June 2024 (being the date to which the latest published audited financial statements of the Company were made up), been (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group; and

None of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into any service contracts with the Company or any member of the Group (excluding contracts expiring or determinable within one year without payment of compensation (other than statutory compensation)).

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group or to which any member of the Group may become a party.

8. MATERIAL ADVERSE CHANGE

The Directors confirm that as at the Latest Practicable Date, there has been no material adverse change in the financial or trading position or outlook of the Group since 30 June 2024, the date to which the latest published audited financial statements of the Company were made up, up to and including the Latest Practicable Date.

9. QUALIFICATION OF EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice which are contained or referred to in this circular:

Name	Qualification
International Valuation Limited	Independent Professional Valuer

The expert above has given and has not withdrawn its written consents to the issue of this circular with copies of its letter or report (as the case may be) and the references to its name included herein the form and context in which they respectively appear. The letter from the expert is given as of the date of this circular for incorporation in this circular.

As at the Latest Practicable Date, the expert above had no shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the expert above had no direct or indirect interests in any assets which have since 30 June 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

10. MATERIAL CONTRACTS

The following material contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this circular and up to the Latest Practicable Date and is or may be material:

- (a) the underwriting agreement dated 18 October 2022 entered into between the Company and Koala Securities Limited as underwriter pursuant to which the underwriter has conditionally agreed to underwrite on a best effort basis the underwritten shares of maximum 332,613,187 rights shares with an underwriting commission of 1% of the aggregate subscription price in respect of the actual number of underwritten shares procured by the underwriter for subscription pursuant to the underwriting agreement;
- (b) the placing agreement dated 3 April 2023 and entered into between the Company as issuer and the placing agent in relation to the placing of the 3% coupon convertible bonds in the principal amount of up to HK\$44,100,000 with a placing commission of 1% of the total principal amount of the convertible bonds issued under the placing agreement;

- (c) the subscription agreement dated 20 September 2023 and entered into between the Company as subscriber and the target company as issuer in relation to the subscription in the amount of not more than US\$2,500,000 of the subscription shares of the target company representing 10% of the issued share capital of the target company as enlarged by the allotment and issue of the subscription shares;
- (d) the placing agreement dated 15 December 2023 entered into between the Company and the placing agent in relation to the placing of up to 300,000,000 placing shares at a placing price of HK\$0.1 on a best effort basis with a placing commission of 3% of the aggregate placing price for the placing shares actually placed by the placing agent;
- (e) the subscription agreement dated 13 March 2024 entered into between the Company and the subscriber in relation to the subscription of an aggregate of 108,000,000 new Shares at the subscription price of HK\$0.1 per subscription share;
- (f) the joint venture agreement dated 13 March 2024 entered into between the Company and 中礦聯合控股集團有限公司 (for transliteration purpose only, China Mining United Holding Group Co., Ltd.) in relation to the formation of the joint venture company with a total registered share capital of RMB20,000,000 and of which the Company would contribute in cash as to 51% (i.e. RMB10,200,000);
- (g) the placing agreement dated 20 May 2024 entered into between the Company and the placing agent in relation to the placing of up to 300,000,000 placing shares at a placing price of HK\$0.1 on a best effort basis with a placing commission of 0.5% of the aggregate placing price for the placing shares actually placed by the placing agent;
- (h) the placing agreement dated 22 August 2024 entered into between the Company and the placing agent in relation to the placing of up to 600,000,000 placing shares at a placing price of HK\$0.1 on a best effort basis with a placing commission of 1% of the aggregate placing price for the placing shares actually placed by the placing agent;
- (i) the placing agreement dated 20 September 2024 entered into between the Company and the placing agent in relation to the placing of up to 600,000,000 placing shares at a placing price of HK\$0.1 on a best effort basis with a placing commission of 3% of the aggregate placing price for the placing shares actually placed by the placing agent; and
- (j) the Preliminary Sale and Purchase Agreement.

11. DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be published on the respective websites of the Company (<http://www.chinazenith.com.hk/>) and the Stock Exchange (<http://www.hkexnews.hk/>) for not less than 14 days from the date of this circular:

- (a) the Preliminary Sale and Purchase Agreement;
- (b) the valuation report on the Property prepared by the Valuer as set out in appendix II to this circular; and
- (c) the written consent referred to in the paragraph headed “QUALIFICATION OF EXPERT AND CONSENT” in this appendix.

12. MISCELLANEOUS

- (a) The Company Secretary of the Company is Mr. Ma Kin Ling. Mr. Ma is a fellow member of the Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda.
- (c) The principal place of business of the Company in Hong Kong is at Suites 1003–1005, 10/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong.
- (d) The principal share registrar and transfer office of the Company is Estera Management (Bermuda) Limited, Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda.
- (e) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Tengis Limited, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (f) The English text of this circular prevails over the Chinese text in case of inconsistency.

NOTICE OF SGM



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 SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) 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 Monday, 11 November 2024 at 4:30 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution. Capitalised terms defined in the circular dated 25 October 2024 issued by the Company (the “**Circular**”) of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTION

“THAT:

- (a) the preliminary sale and purchase agreement dated 26 September 2024 entered into among the Success Eagle Investment Limited (the “**Vendor**”), a company incorporated in Hong Kong with limited liability, and an indirect wholly-owned subsidiary of the Company as vendor, Mr. Chan Hong Sang and Ms. Yang Yufeng as joint purchasers, and Ricacorp Properties Limited in relation to the disposal (the “**Disposal**”) of duplex flat B on 8th Floor and 9th Floor including its Roof thereover of Tower I and Car Park Nos 14 and 15 on Ground Floor of Tower I, South Bay Palace, No 25 South Bay Close, Repulse Bay, Hong Kong be and are hereby approved, ratified and confirmed; and

NOTICE OF SGM

- (b) any one of the Directors (the “**Director(s)**”) be and is hereby authorised to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such documents or instruments under hand (or where required, under the common seal of our Company together with another Director or any person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Disposal and any of the transactions contemplated thereunder.”

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

Hong Kong, 25 October 2024

Registered office:

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

Head office and principal place of business in Hong Kong:

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

Notes:

1. A member entitled to attend and vote at the meeting convened is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, must be deposited together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, at the offices of the Company’s share registrar and transfer office 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 appointed for holding the meeting or adjourned meeting.
3. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the special general meeting, the register of members of the Company will be closed from Thursday, 7 November 2024 to Monday, 11 November 2024 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the special general meeting, all transfer documents accompanied by the relevant share certificates, have to be lodged with 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 later than 4:30 p.m. on Wednesday, 6 November 2024.
4. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the special general meeting and in such event, the relevant form of proxy shall be deemed to be revoked.

NOTICE OF SGM

5. In compliance with the Listing Rules and the Articles of association of the Company, all resolutions set out in this notice of the special general meeting will be voted on by way of poll.

As at the date of this notice, Mr. Law Tze Ping Eric, Mr. Tang Yiduan, Mr. Shing Pan Yu James and Mr. Chin Chun Hin are the executive Directors; and Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit are the independent non-executive Directors.