China Zenith Chemical Group Limited
中國天化工集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 362)

Form of proxy for use at the extraordinary general meeting to be held at Unit 1101-12, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Friday, 22 August 2008 at 9:00 a.m.

I/We *(Note 1)* ____________________

of ____________________

being the registered holder(s) of ____________________ shares *(Note 2)* of HK$0.01 each in the share capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING *(Note 3)* or, ____________________

of ____________________

as my/our proxy to attend at the extraordinary general meeting (and at any adjournment thereof) of the said Company to be held at Unit 1101-12, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 22 August 2008 at 9:00 a.m. for the purposes of considering and, if though fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below *(Note 4)*.

ORDINARY RESOLUTION	FOR	AGAINST
1. To give a general mandate to the directors to allot, issue and deal with shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital.		
2. To approve the grant of share options to a director and substantial shareholder of the Company, Mr Chan Yuen Tung, to subscribe for 163,578,477 Shares, representing approximately 4.5% of the Shares in issue as at 6 December 2007, pursuant to the Share Option Scheme and subject to such terms and conditions as set out in the circular of the Company dated 7 August 2008 and to authorise the Board to take all steps as may be necessary or desirable to implement the same.		

Dated this __________ day of __________ 2008

Signature *(Note 5)*: ____________________

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is appointed, strike out "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK ("✔") THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK ("✔") THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with the Company's branch share register in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you wish.