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Tsaker Chemical Group Limited

彩客化學集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1986)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a extraordinary general meeting (“**EGM**”) of Tsaker Chemical Group Limited (“**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:15 a.m. on 17 June 2016 or immediately after the conclusion of the annual general meeting which is to be held on the same day and at the same place at 10:00 a.m., whichever is later for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company, where appropriate:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the form and substance of the conditional agreement (“**Agreement**”) dated 4 May 2016 entered into 彩客化學(東營)有限公司 (Tsaker Chemical (Dongying) Co., Ltd.*) (“**Tsaker Dongying**”) and 華戈控股集團有限公司 (Huage Holdings Group Co., Ltd.*) (“**Huage Holdings**”) (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), in relation to the acquisition of the entire equity interests in 勝利油田東奧化工有限責任公司 (Shengli Oil Field Dongao Chemicals Co., Ltd.*) (“**Target Company**”) from Huage Holdings by Tsaker Dongying at the consideration of RMB17,361,000 (equivalent to approximately HK\$20,668,000), and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors (“**Directors**”) of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement, or any of the transactions contemplated under the Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

Yours faithfully,
By order of the Board
Tsaker Chemical Group Limited
Ge Yi
Chairman

Beijing, People's Republic of China, 25 May 2016

Registered office:

P.O. Box 472
2nd Floor, Harbour Place
103 South Church Street
Grand Cayman, KY1-1106
Cayman Islands

Principal place of business

in Hong Kong:
36th Floor
Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. The register of members of the Company will be closed from 15 June 2016 to 17 June 2016 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for the attendance of the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 14 June 2016.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of the Company, vote in his stead. A proxy need not be a member of the Company.
3. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarised/certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the above meeting or any adjourned meeting.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date hereof, the Board comprises the following Directors:

Executive Directors:

Mr. Ge Yi (*Chairman and Chief executive officer*)

Mr. Duan Weidong

Ms. Dong Zhongmei

Ms. Jin Ping

Non-executive Directors:

Mr. Xiao Yongzheng

Mr. Fontaine Alain Vincent

Independent non-executive Directors:

Mr. Ho Kenneth Kai Chung

Mr. Zhu Lin

Mr. Yu Miao

* *For identification purpose only*