



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)

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 17 June 2016 at 10:15 a.m. 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 on Friday, 17 June 2016 and at any adjournment thereof

I/We ^(note a) _____ of _____ being the registered holder(s) of ^(note b) _____ shares of US\$0.01 each in the capital of Tsaker Chemical Group Limited (the “**Company**”) hereby appoint the Chairman of the Meeting^(note c) or _____ of _____ to act as my/our proxy at the extraordinary general meeting (the “**Meeting**”) of the Company to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 17 June 2016 at 10:15 a.m. 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 on Friday, 17 June 2016 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast.^(note d)

RESOLUTIONS		FOR	AGAINST
1.	(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.		

Signature(s) ^(notes e, f, g and h) _____ Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish, but the appointment of the proxy will be revoked if you attend in person at the Meeting.

* For identification purpose only