
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or the offers referred to herein, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF AGM**

A notice convening the annual general meeting of Tsaker Chemical Group Limited to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m on Friday, 17 June 2016 is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it with Tricor Investor Services Limited, the branch share registrar of Tsaker Chemical Group Limited in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the 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 meeting or any adjournment thereof should you so wish, but the appointment of the proxy will be revoked if you attend in person at the Meeting.

* *For identification purpose only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement	8
Appendix II – Re-election of Directors.	11
Notice of AGM	16

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Friday, 17 June 2016, the notice of which is set out on pages 16 to 20 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Cavalli”	Cavalli Enterprises Inc., a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Ge Yi, an executive Director and one of the controlling Shareholders
“CG Code”	Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Tsaker Chemical Group Limited, a company incorporated in the Cayman Islands and the Shares of which are listed on the Stock Exchange
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to extend the Issue Mandate by an amount representing the aggregate amount of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	18 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	3 July 2015, the date on which dealings in the Shares commenced on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	shares of US\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of the Shares
“Substantial Shareholders”	has the meaning ascribed to it under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. GE Yi
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

Registered office:

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

Head office in the PRC:

6th Floor, Building A
Jiahui International Centre
No. 14 Jiqingli
Chaoyang District
Beijing
People's Republic of China

21 April 2016

To the Shareholders

Dear Sir/Madam

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, and the declaration of final dividend.

* For identification purpose only

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given the Issue Mandate. As at the Latest Practicable Date, a total of 501,125,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 100,225,000 Shares.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total nominal value of Shares which may be allotted and issued under the Issue Mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the end of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; and
- (c) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote in favour of or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to Article 16.3 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than one. Subject to the provisions of these Articles of Association and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

Each of the Directors will retire as Director by rotation at the Annual General Meeting and, being eligible, will offer himself/herself for re-election as Director by the Shareholders at the Annual General Meeting.

Brief particulars of each of the Directors are set out in Appendix II to this circular.

DECLARATION OF FINAL DIVIDEND

According to the announcement of annual results of the Company for the year ended 31 December 2015 dated 29 March 2016, the Board recommended the payment of a final dividend of RMB0.062 per Share for the year ended 31 December 2015. The proposed payment of final dividend is subject to the approval of the Shareholders at the Annual General Meeting. If the resolution for the proposed payment of final dividend is passed at the Annual General Meeting, the final dividend will be payable on 8 July 2016 to the Shareholders whose names appear on the register of members of the Company on 27 June 2016. The final dividend will be payable in HK\$ based on the average of the mean exchange rate for the conversion of RMB against HK\$ as quoted by the People's Bank of China for the 5 business days immediately preceding the date of AGM.

The register of members of the Company will be closed from 23 June 2016 to 27 June 2016, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final dividend, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 22 June 2016.

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the declaration of the final dividend. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for 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, but the appointment of the proxy will be revoked if you attend in person at the Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Board collectively and individually accepts full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Board, having made all reasonable enquiries, confirm that, to the best of its 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 in this circular or this circular misleading.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the declaration of the final dividend are beneficial to the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the declaration of the final dividend at the Annual General Meeting.

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from 15 June 2016 to 17 June 2016, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 14 June 2016.

The register of members of the Company will also be closed from 23 June 2016 to 27 June 2016, both days inclusive, in order to determine the entitlement of the Shareholders to receive the final dividend, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 22 June 2016.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular and the notice of the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board of
Tsaker Chemical Group Limited
Ge Yi
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote in favour of or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below. The Company is empowered by its memorandum of association and the Articles of Association to repurchase its own securities.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 501,125,000 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 50,112,500 Shares.

REASONS FOR THE REPURCHASE

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

FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with that as at 31 December 2015, being the date of its latest published audited consolidated accounts. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months from the Listing Date up to and including the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2015		
July (<i>since the Listing Date</i>)	4.90	3.59
August	4.18	3.30
September	4.09	2.71
October	4.00	3.40
November	4.00	3.55
December	4.30	3.20
2016		
January	4.38	3.63
February	4.18	3.51
March	4.04	3.58
April (<i>Note</i>)	3.93	3.74

Note: up to the Latest Practicable Date

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the securities in the Company if the grant of the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles of Association.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities 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.

The Directors are not aware of any consequences which would give rise to an obligation for it to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, none of the Shareholders or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

As at the Latest Practicable Date, no connected person of the Company had notified the Company that he/she/it had a present intention to sell any securities of the Company nor had such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the date of this circular.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The particulars of the Directors eligible for re-election at the Annual General Meeting are set out below:

Executive Directors

Mr. GE Yi, aged 34, is an executive Director, the Chief Executive Officer and the Chairman of the Company, being responsible for overall business strategy and major business decisions of the Group. Mr. Ge joined the Group in February 2007 and has more than 9 years experience in the chemical industry. Mr. Ge obtained a master's degree in International Business Management for China from Middlesex University in the United Kingdom in February 2007 and completed studies in chemical engineering from Tianjin University in the PRC in July 2004.

In the three years immediately preceding the Latest Practicable Date, Mr. Ge had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ge was the sole beneficial owner of Cavalli, one of the controlling Shareholders, and was deemed to be interested in 341,644,500 Shares, representing approximately 68.18% of the total issued Shares. Save as disclosed above, Mr. Ge was not interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO as at the Latest Practicable Date. Mr. Ge is the son of Mr. Ge Jianhua, the founder of the Group. Save as disclosed above, Mr. Ge was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Mr. Ge has entered into a service contract with the Company for a term of three years commencing from the Listing Date, which may be terminated in accordance with the terms of the service contract. Mr. Ge is entitled to RMB710,000 per annum as service fee for his appointment as an executive Director.

Mr. DUAN Weidong, aged 42 is an executive Director and the Vice-President (Manufacturing Operations) of the Company, being responsible for operations management and day-to-day operation of the Group. Mr. Duan joined the Group in December 1997 and has almost 20 years of experience in the chemical industry. Mr. Duan completed two years' education in Chemical Engineering at the Beijing University of Chemical Technology in the PRC in July 1995.

In the three years immediately preceding the Latest Practicable Date, Mr. Duan had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Duan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Duan was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Mr. Duan has entered into a service contract with the Company for a term of three years commencing from the Listing Date, which may be terminated in accordance with the terms of the service contract. Mr. Duan is entitled to RMB972,000 per annum as service fee for his appointment as an executive Director.

Ms. DONG Zhongmei, aged 46, is an executive Director and the Vice-President (Sales) of the Company. Ms. Dong joined the Group in December 1997 and has over 20 years of experience in the chemical industry. Ms. Dong completed studies in Economic Law through distance learning from Hebei University of Economics and Business in the PRC in July 2001.

In the three years immediately preceding the Latest Practicable Date, Ms. Dong had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Dong does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Ms. Dong was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Ms. Dong has entered into a service contract with the Company for a term of three years commencing from the Listing Date, which may be terminated in accordance with the terms of the service contract. Ms. Dong is entitled to RMB865,000 per annum as service fee for her appointment as an executive Director.

Ms. JIN Ping, aged 39, is an executive Director and the Vice-President (Research & Development in Technology) of the Company, being responsible for the overall technological research and development of the Group. Ms. Jin joined the Group in April 2006 and has more than 10 years of experience in the chemical industry. Ms. Jin obtained a master's degree in Biomedical Engineering from Tianjin University in the PRC in March 2006 and completed a three-year diploma course in Industrial Analysis from Southwest China Institute of Technology (currently known as Southwest University of Science and Technology) in the PRC in July 1998.

In the three years immediately preceding the Latest Practicable Date, Ms. Jin had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Jin does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Ms. Jin was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Ms. Jin has entered into a service contract with the Company for a term of three years commencing from the Listing Date, which may be terminated in accordance with the terms of the service contract. Ms. Jin is entitled to RMB875,000 per annum as service fee for her appointment as an executive Director.

Non-executive Directors

Mr. XIAO Yongzheng, aged 43, is a non-executive Director of the Company. He is responsible for providing advice on corporate governance and internal control matters. Mr. Xiao is also a director of Transfar International Holding Co., Limited (傳化國際控股有限公司) and a general vice-president of Transfar Holding Group Co., Ltd. (傳化控股集團有限公司). Mr. Xiao obtained a degree in Master of Business Administration (International) from The University of Hong Kong in October 2002, and a bachelor's degree in Mining Engineering (採礦工程) from Central South Institute of Technology (中南工學院) in the PRC in June 1995.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Xiao had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xiao does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Xiao was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Mr. Xiao has signed a letter of appointment with the Company for a term of three year commencing from the Listing Date, which may be terminated in accordance with the terms of the letter of appointment. Mr. Xiao is entitled to RMB150,000 per annum as service fee for his appointment as a non-executive Director.

Mr. FONTAINE Alain Vincent, aged 61, is a non-executive Director of the Company. He is responsible for providing advice on corporate governance and internal control matters. He has been a member of the advisory board of Ocean Equity Partners Fund L.P. (the entity which controls Wider Pacific) since September 2012. Mr. Fontaine serves as an executive director of Hong Kong Venture Capital and Private Equity Association. Mr. Fontaine obtained a bachelor's degree in Electrical Engineering from the University of Sherbrooke in Canada in June 1979. He has been a member of the Order of Engineers of Québec since January 1980.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Fontaine had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Fontaine does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Fontaine was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Mr. Fontaine has signed a letter of appointment with the Company for a term of three year commencing from the Listing Date, which may be terminated in accordance with the terms of the letter of appointment. Mr. Fontaine is entitled to RMB150,000 per annum as service fee for his appointment as a non-executive Director.

Independent Non-executive Directors

Mr. HO Kenneth Kai Chung, aged 50, is an independent non-executive Director of the Company, being responsible for overseeing the management of the Group independently. From August 2015, Mr. Ho became the CFO and joint company secretary for Greentown Service Group Co. Ltd. Between January 2014 and March 2015, Mr. Ho served as a managing director of Munsun Asset Management (Asia) Ltd. Since November 2013, Mr. Ho is an independent non-executive director of each of TK Group (Holdings) Limited (stock code: 2283) and BBI Life Sciences Corporation (stock code: 1035). Mr. Ho was also an independent non-executive director of Evershine Group Holdings Limited (formerly known as TLT Lottotainment Group Limited) (stock code: 8022) from November 2013 to April 2014. Mr. Ho received a Master of Commerce degree, specialising in Finance from the University of New South Wales in Australia in April 1991, and a bachelor's degree in Economics from the University of Sydney in Australia in May 1988. He was awarded as Chartered Financial Analyst by the Institute of Chartered Financial Analysts in September 1998, and has been a CFA charterholder and a member of the Association for Investment Management and Research since January 1999.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Ho had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ho does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Ho was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Mr. Ho has signed a letter of appointment with the Company for a term of three year commencing from the Listing Date, which may be terminated in accordance with the terms of the letter of appointment. Mr. Ho is entitled to RMB150,000 per annum as service fee for his appointment as an independent non-executive Director.

Mr. ZHU Lin, aged 42, is an independent non-executive Director of the Company, being responsible for overseeing the management of the Group independently. Mr. Zhu is also a partner of Beijing Legendhouse CPAs (北京潤衡會計師事務所) and a director of Beijing Run Qin Consulting Co. Ltd. (北京潤勤諮詢有限公司). Mr. Zhu obtained a bachelor's degree in Overseas Financial Accounting (會計系外國財務會計專門化) from Central Institute of Finance and Banking (currently known as Central University of Finance and Economics) in the PRC in June 1995. Mr. Zhu has been a member of the Chinese Institute of Certified Public Accountants since February 2000.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Zhu had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Zhu was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Mr. Zhu has signed a letter of appointment with the Company for a term of three year commencing from the Listing Date, which may be terminated in accordance with the terms of the letter of appointment. Mr. Zhu is entitled to RMB150,000 per annum as service fee for his appointment as an independent non-executive Director.

Mr. YU Miao, aged 39, is an independent non-executive Director of the Company, being responsible for overseeing the management of the Group independently. Mr. Yu is also a partner of Global Law Office. Mr. Yu obtained a postgraduate diploma in International Law from The University of Nottingham in the United Kingdom in December 2001, and a bachelor's degree in Economic Law from Heilongjiang University in the PRC in July 1999. Mr. Yu has been a qualified lawyer in the PRC since March 2000.

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, Mr. Yu had not held any directorship in listed public companies or other major appointments and qualifications.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Yu was not related to any Directors, senior management, Substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Mr. Yu has signed a letter of appointment with the Company for a term of three year commencing from the Listing Date, which may be terminated in accordance with the terms of the letter of appointment. Mr. Yu is entitled to RMB150,000 per annum as service fee for his appointment as an independent non-executive Director.

GENERAL

Save as disclosed above, the Directors consider that there is no information to be disclosed pursuant to any requirement of Rule 13.51(2) of the Listing Rules (in particular, paragraphs (h) to (v) of that Rule) and that there are no other matters in relation to the re-election of Directors at the Annual General Meeting which need to be brought to the attention of the Shareholders.

NOTICE OF AGM



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 IS HEREBY GIVEN that the annual general meeting of Tsaker Chemical Group Limited (“**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Friday, 17 June 2016 to transact the following ordinary businesses:

ORDINARY RESOLUTIONS

1. to receive and approve the audited consolidated financial statements and the reports of the directors of the Company and the Company’s auditors for the year ended 31 December 2015;
2. to declare a final dividend of RMB0.062 per share (each a “**Share**”) of US\$0.01 each in the capital of the Company for the year ended 31 December 2015;
3. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. GE Yi as an executive director of the Company;
 - (b) to re-elect Mr. DUAN Weidong as an executive director of the Company;
 - (c) to re-elect Ms. DONG Zhongmei as an executive director of the Company;
 - (d) to re-elect Ms. JIN Ping as an executive director of the Company;
 - (e) to re-elect Mr. XIAO Yongzheng as a non-executive director of the Company;
 - (f) to re-elect Mr. FONTAINE Alain Vincent as a non-executive director of the Company;
 - (g) to re-elect Mr. HO Kenneth Kai Chung as an independent non-executive director of the Company;
 - (h) to re-elect Mr. ZHU Lin as an independent non-executive director of the Company;

* *For identification purpose only*

NOTICE OF AGM

- (i) to re-elect Mr. YU Miao as an independent non-executive director of the Company;
 - (j) to authorise the board of directors to fix the directors' remuneration;
4. to re-appoint the Company's auditors and to authorise the board of directors to fix their remuneration for the financial year ending 31 December 2016;

and, as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company 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 in the Company shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

NOTICE OF AGM

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

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

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of 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 articles of association of the Company, the Companies Law (2013 Revision) of the Cayman Islands (as amended consolidated or otherwise modified from time to time) (**“Companies Law”**) or any other applicable law of the Cayman Islands 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 of the Company by this resolution;

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares in the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the directors of the Company 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).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase shares in the capital of the Company on The Stock

NOTICE OF AGM

Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares in the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of 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 articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands 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 of the Company by this resolution.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

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

Hong Kong, 21 April 2016

NOTICE OF AGM

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

Head office in the PRC:
6th Floor, Building A
Jiahui International Centre
No. 14 Jiqingli
Chaoyang District
Beijing
People's Republic of China

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. 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 notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, 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 meeting or any adjourned meeting.
3. In relation to proposed resolutions numbered 5 and 7 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors have no immediate plans to issue any new shares of the Company.
4. In relation to proposed resolution numbered 6 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be set out in a separate document to be despatched to the shareholders.
5. 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.
6. 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/it were solely entitled thereto. 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.
7. As at the date of this notice, the board of directors of the Company comprises Mr. GE Yi, Mr. DUAN Weidong, Ms. DONG Zhongmei and Ms. JIN Ping as executive directors, Mr. XIAO Yongzheng and Mr. FONTAINE Alain Vincent as non-executive directors, and Mr. HO Kenneth Kai Chung, Mr. ZHU Lin and Mr. YU Miao as independent non-executive directors.