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If you are in any doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Yip's Chemical Holdings Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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Yip's Chemical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 408)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF AGM**

A notice convening an annual general meeting of Yip's Chemical Holdings Limited to be held at Monaco Room, B1, Regal Hong Kong Hotel, 88 Yee Woo Street, Causeway Bay, Hong Kong on Friday, 5 June 2015 at 3:00 p.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the annual general meeting is enclosed. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the head office and principal place of business of the Company at Yip's Chemical Building, 13 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude you from subsequently attending and voting at the annual general meeting or any adjourned meeting should you so wish.

27 April 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Monaco Room, B1, Regal Hong Kong Hotel, 88 Yee Woo Street, Causeway Bay, Hong Kong on Friday, 5 June 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice convening the AGM set out on pages 13 to 16 in this circular
“Articles”	the existing articles of association of the Company adopted by special resolution dated 19 August 2004 and as amended from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Company”	Yip’s Chemical Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Allotment Mandate”	a general allotment mandate to the Directors to allot and issue Shares the aggregate number of which shall not exceed 20 per cent. of the issued share capital of the Company at the date of approval of the mandate
“General Extension Mandate”	a general mandate to the Directors to add to the General Allotment Mandate the number 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

“Latest Practicable Date”	22 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	12 June 2015, being the record date for determining entitlements of the Shareholders to the final dividend for the year ended 31 December 2014
“Repurchase Mandate”	a general mandate to the Directors to exercise all the powers of the Company to repurchase Shares not exceeding 10 per cent. of the issued share capital of the Company at the date of approval of the mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) of HK\$0.10 each (or of such other nominal amount as shall result from a sub-division, consolidation, re-classification or re-construction of such shares from time to time) in the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	any entity within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers

LETTER FROM THE CHAIRMAN



Yip's Chemical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 408)

Chairman:

Mr. Ip Chi Shing *(Non-executive Director)*

Executive Directors:

Mr. Yip Tsz Hin *(Deputy Chairman)*

Mr. Wong Kam Yim *(Chief Executive Officer)*

Mr. Ho Sai Hou *(Chief Financial Officer)*

Mr. Kwong Kwok Chiu

Non-Executive Director:

Mr. Tong Wui Tung

Independent Non-executive Directors:

Mr. Wong Kong Chi

Mr. Li Chak Man

Mr. Ku Yuen Fun

Mr. Ng Siu Ping

Registered office:

PO Box 309GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Yip's Chemical Building

13 Yip Cheong Street

On Lok Tsuen

Fanling, New Territories

Hong Kong

27 April 2015

To: the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

(2) RE-ELECTION OF DIRECTORS

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the following proposals to be put forward to the Shareholders for their consideration and, if thought fit, approval of:

- (a) grant of General Allotment Mandate to the Directors;
- (b) grant of Repurchase Mandate to the Directors;

LETTER FROM THE CHAIRMAN

- (c) grant of General Extension Mandate to the Directors;
- (d) re-election of Directors; and
- (e) the final dividend of HK15 cents per Share for the year ended 31 December 2014.

2. GENERAL ALLOTMENT MANDATE

It is proposed that a new General Allotment Mandate be granted to the Directors to issue further Shares up to 20 per cent. of the share capital of the Company in issue as at the date of passing the relevant resolution. There is however no present intention for any issuance of Shares pursuant to the General Allotment Mandate.

As at the Latest Practicable Date, the issued share capital of the Company was 563,255,160 fully paid-up Shares. Subject to the passing of the resolution granting the General Allotment Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Allotment Mandate could result in up to new issue of 112,651,032 Shares.

3. REPURCHASE MANDATE

In the annual general meeting of the Company held on 24 June 2014, a general mandate was given to the Directors to exercise all the powers of the Company to repurchase its own Shares which will lapse at the conclusion of the forthcoming AGM. An ordinary resolution will be proposed at the AGM to approve the grant of a new Repurchase Mandate.

An explanatory statement to provide the Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed Repurchase Mandate as required by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in the Appendix I to this circular.

4. GENERAL EXTENSION MANDATE

It is recommended that a General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Allotment Mandate the number of Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Allotment Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until 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 to be held by any applicable law of the Cayman Islands or the Articles; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE CHAIRMAN

5. RE-ELECTION OF DIRECTORS

Pursuant to Article 112 of the Articles, Mr. Ip Chi Shing and Mr. Tong Wui Tung, being non-executive Directors and Mr. Wong Kam Yim and Mr. Ho Sai Hou, being executive Directors, will retire by rotation at the conclusion of the AGM and, all being eligible, will offer themselves for re-election at the AGM. All remaining Directors will continue in office. The non-executive and independent non-executive Directors were appointed for a specific term until the closing of the next annual general meeting at which each of them is being re-elected by the Shareholders.

Notwithstanding the abovementioned, if re-elected, all the aforesaid Directors, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the Listing Rules and/or the applicable laws. In accordance with Article 112 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance practices of the Listing Rules, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

The particulars of the aforesaid retiring Directors required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

6. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 13 to 16 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Yip's Chemical Building, 13 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjourned meeting should you so desire.

7. CLOSURE OF REGISTER OF MEMBERS

7.1. Book Close for ascertaining the Shareholders' entitlement to attend and vote at the AGM

The Hong Kong branch register of members of the Company will be closed from Wednesday, 3 June 2015 to Friday, 5 June 2015 (both dates inclusive) for the purpose of ascertaining Shareholders' entitlement to attend and vote at the forthcoming AGM. No transfer of the Shares may be registered on those dates. In order to qualify for the Shareholders' entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's Branch Registrar in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2015.

LETTER FROM THE CHAIRMAN

7.2. Book Close for ascertaining the shareholders' entitlement to the proposed final dividend

The Hong Kong branch register of members of the Company will be closed from Thursday, 11 June 2015 to Friday, 12 June 2015 (both dates inclusive) for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. No transfer of Shares may be registered on those dates. In order to qualify for the Shareholders' entitlement to the proposed final dividend, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's Branch Registrar in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2015.

8. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except, the chairman, 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. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

9. RESPONSIBILITY OF THE DIRECTORS

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 this circular misleading.

10. RECOMMENDATION

The Board believes that the resolutions proposed in this circular are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

Your attention is also drawn to the Appendices I and II to this circular and the AGM Notice.

Yours faithfully,
Ip Chi Shing
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF THE COMPANY'S SHARES AND SECURITIES

This explanatory statement contains all the information required pursuant to rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

1. THE SHARE REPURCHASE RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up Shares on the Stock Exchange subject to certain restrictions. In this regard, the definition of "shares" in Chapter 10 of the Listing Rules would, and where used below in this explanatory statement (including the use of the word "Share(s)") shall (unless the context otherwise requires) include shares of all classes and securities which carry a right to subscribe or purchase Shares of the Company. The most important restrictions contained in the Listing Rules are summarised below:

1.1. Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of 563,255,160 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares are issued prior to the date of the resolution approving the Repurchase Mandate, could result in up to 56,325,516 Shares being repurchased by the Company during the period from the date on which the resolution granting the Repurchase Mandate is passed until 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 to be held by any applicable law of the Cayman Islands or the Articles; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

1.2. Reasons for Repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and its assets per Share and/ or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

1.3. Funding of Repurchases

In repurchasing Shares, the Company may only apply funds from the Company's internal source legally available for such purpose in accordance with the laws of the Cayman Islands and the Memorandum of Association of the Company and the Articles.

On the basis of the consolidated net tangible assets of the Group as at 31 December 2014, and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate is exercised in full at any time during the effective period of the

**APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF
THE COMPANY'S SHARES AND SECURITIES**

Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels.

2. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
April	5.84	5.43
May	5.64	5.30
June	5.60	4.99
July	5.13	4.91
August	5.65	5.02
September	5.85	5.19
October	5.48	5.05
November	5.31	5.04
December	5.08	4.40
2015		
January	4.75	4.47
February	4.60	4.05
March	4.44	3.90
April (up to the Latest Practicable Date)	4.83	4.33

3. GENERAL

No purchase of Shares was made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

None of the Directors, to the best of their knowledge and having made all reasonable enquiries, nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any of the Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to make purchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and any applicable laws of the Cayman Islands.

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 563,255,160 to 506,929,644. As at the Latest Practicable Date, Mr. Ip Chi Shing, Ms. Ip Fung Kuen and Mr. Yip Tsz Hin who were deemed to be acting in concert together held 289,790,693 Shares. Should the Repurchase Mandate be exercised in full, their percentage shareholding will increase from 51.45% to 57.17% of the entire issued share capital of the Company. The Directors are not aware of any consequences which may arise under Rule 26 of the Takeovers Code as a result of any repurchase pursuant to the Repurchase Mandate.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

Set out below are details of the Directors who will be proposed to be re-elected at the AGM.

1. **Mr. Ip Chi Shing**, aged 67, is the chairman and the co-founder of the Group and Mr. Ip was re-designated as the chairman of the Group and a non-executive director of the Company on 1 January 2012. Mr. Ip focuses on the leading of the Board, the Group's long-term development strategy and the planning and inheritability of human resources of the Group. He is the brother of Mr. Yip Tsz Hin, the deputy chairman of the Group, an executive director of the Company as well as the chairman of the Group Executive Committee and the father of Mr. Ip Kwan, a member of the Group Executive Committee. In 2006, Mr. Ip established "Ip Chi Shing Charitable Foundation Limited" with the objectives of fostering education in China and providing care for the underprivileged groups in Hong Kong.

Save as disclosed herein, Mr. Ip does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed company.

As at the Latest Practicable Date, Mr. Ip holds 188,002,532 Shares (note). Each of Mr. Ip and his wife holds one non-voting deferred share of Yip's H.C. (Holding) Limited, a subsidiary of the Company. Save as disclosed herein, he does not have any other interests in the Shares within the meaning of Part XV of the SFO.

If re-elected at the AGM, Mr. Ip's term of directorship will last the conclusion of the 2018 annual general meeting of the Company, subject to terms of the Articles, the Listing Rules and the laws of the Cayman Islands.

Note: Out of those Shares, 2,006,000 Shares are held by his wife, 6,796,000 Shares are held by Mr. Ip and his wife jointly and 24,380,000 Shares are held respectively by Ip Chi Shing Charitable Foundation Limited, a charitable organization, as to 20,300,000 Shares and Yip's Care Extension Foundation Limited as to 4,080,000 Shares. Mr. Ip Chi Shing controls 50% (together with his wife control 100%) and 60% (together with his younger sister and brother control 100%) of the voting power at the general meetings of Ip Chi Shing Charitable Foundation Limited and Yip's Care Extension Foundation Limited respectively. He is therefore deemed to be interested in these Shares held by these two corporations.

2. **Mr. Tong Wui Tung**, aged 65, was elected as an independent non-executive director of the Company in 1993 and was re-designated as a non-executive director of the Company in 2004. Mr. Tong is a partner of the law firm, Messrs. Cheung Tong & Rosa Solicitors, legal advisers of the Group on Hong Kong Law which receives usual professional fees in connection with services rendered to the Group. Mr. Tong has been practising as a solicitor in Hong Kong for over 30 years and is also an independent non-executive director of Country Garden Holdings Company Limited, a company listed on The Stock Exchange of Hong Kong Limited.

Save as disclosed herein, Mr. Tong does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed company.

As at the Latest Practicable Date, Mr. Tong's wife holds 700,000 Shares. Save as disclosed herein, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

If re-elected at the AGM, Mr. Tong's term of directorship will last until the conclusion of the 2018 annual general meeting of the Company, subject to terms of the Articles, the Listing Rules and the laws of the Cayman Islands.

3. **Mr. Wong Kam Yim**, aged 54, joined the Group in 1996 and has been an executive director of the Company since 2002. He is also the chief executive officer of the Company. Mr. Wong was appointed as a member of the Group Executive Committee on 1 January 2012 and was appointed as the general manager of the Lubricants group on 1 January 2013. He graduated from The University of Sheffield in the United Kingdom with a Bachelor's Degree in Business Studies and obtained a Master's Degree in Business Administration from The University of Wales in the United Kingdom. He has over 20 years of experience in marketing and management.

Save as disclosed herein, Mr. Wong does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed company.

As at the Latest Practicable Date, Mr. Wong's holds 1,008,000 Shares and options to subscribe for 900,000 Shares. Save as disclosed herein, he does not have any other interests in the Shares within the meaning of Part XV of the SFO.

If re-elected at the AGM, Mr. Wong will hold office until the conclusion of 2018 annual general meeting of the Company, subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the Listing Rules.

4. **Mr. Ho Sai Hou**, aged 48, joined the Group as the chief financial officer in 2010. Mr. Ho was appointed as an executive director of the Company on 1 January 2011 and a member of the Group Executive Committee on 1 January 2012. He was also appointed as the company secretary of the Company on 1 March 2015. Mr. Ho obtained a Bachelor of Social Sciences Degree in Accounting from The University of Hong Kong and completed his EMBA with The China Europe International Business School in 2007. Previously, Mr. Ho had worked for several listed companies in Hong Kong as their chief financial officer, executive director and company secretary. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He has over 20 years of experience in accounting, finance, taxation and company secretarial work.

Save as disclosed herein, Mr. Ho does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and does not at present, and in the past three years did not, hold any directorship in any listed company.

As at the Latest Practicable Date, Mr. Ho holds options to subscribe for 200,000 Shares. Save as disclosed herein, he does not have any other interests in the Shares within the meaning of Part XV of the SFO.

If re-elected at the AGM, Mr. Ho will hold office until the conclusion of the 2018 annual general meeting of the Company, subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the Listing Rules.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received by the above Directors, to be re-elected at the upcoming AGM, for the year ended 31 December 2014 are set out in the table below:

Directors	Other emoluments					Total emoluments
	Directors Fees	Salaries and other benefits	Discretionary bonus	Share-based payments	Retirement benefit scheme contributions	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Mr. Ip Chi Shing	–	1,449	–	–	–	1,449
Mr. Tong Wui Tung	320	–	–	–	–	320
Mr. Wong Kam Yim	400	1,909	121	123	176	2,729
Mr. Ho Sai Hou	400	1,663	183	123	77	2,446

The emoluments of the above Directors for the year ending 31 December 2015 will be determined by the Board based on the recommendation to be given by the remuneration committee with reference to the Company's remuneration policy and taking into account, among other factors, the Directors' qualification and experience, responsibilities undertaken, contribution to the Company, and the prevailing market level of remuneration for similar position.

OTHER INFORMATION

Save as disclosed herein, there is no information which is discloseable nor are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Yip's Chemical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 408)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Monaco Room, B1, Regal Hong Kong Hotel, 88 Yee Woo Street, Causeway Bay, Hong Kong on Friday, 5 June 2015 at 3:00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 December 2014;
2. To approve the final dividend of HK15 cents per Share for the year ended 31 December 2014;
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the board of Directors to fix their remuneration;
4. To re-elect the Directors; and
5. To authorise the board of Directors to fix the remuneration of the Directors.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions (with or without modification):

6. **“THAT**
 - a. a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company (“Share”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of

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Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend pursuant to the articles of association of the Company, not exceeding twenty per cent. of the share capital of the Company in issue as at the date of this resolution; and

- b. for the purpose of this resolution, “Relevant Period” means the period from 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 to be held by any applicable law of the Cayman Islands or the articles of association of the Company; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

- 7. **“THAT** an unconditional general mandate be and is hereby granted to the Directors to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
 - a. such mandate shall not extend beyond the Relevant Period;
 - b. such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - c. the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent. of the Shares in issue at the date of passing this resolution; and
 - d. for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- ii. the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law of the Cayman Islands or the articles of association of the Company; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 7 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 6 above.”

By order of the Board
Ip Chi Shing
Chairman

Hong Kong, 27 April 2015

Notes:

1. The Hong Kong branch register of members of the Company will be closed from Wednesday, 3 June 2015 to Friday, 5 June 2015 (both dates inclusive) for the purpose of ascertaining shareholders’ entitlement to attend and vote at the forthcoming annual general meeting. No transfer of Shares may be registered on those dates. In order to qualify for the shareholders’ entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company’s Branch Registrar in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2015.

The Hong Kong branch register of members of the Company will be closed from Thursday, 11 June 2015 to Friday, 12 June 2015 (both dates inclusive) for the purpose of ascertaining shareholders’ entitlement to the proposed final dividend. In order to qualify for the shareholders’ entitlement to the proposed final dividend, all transfer forms accompanied by the relevant share certificates should be lodged with the Company’s Branch Registrar in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2015.

2. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and vote in person. In such event, the form of proxy will be deemed to have been revoked.
3. A form of proxy for the AGM is enclosed with the Company’s circular. In order to be valid, a 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 that power of attorney, must be deposited at the Head Office of the Company at Yip’s Chemical Building, 13 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or adjourned meeting.
4. With regard to resolutions nos. 6 and 8 above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the general mandate granted allotment under resolution no. 6 above and general extension under resolution no. 8 above.

NOTICE OF ANNUAL GENERAL MEETING

5. As at the date hereof, the Board of Directors comprises the following Directors:

Non-executive Directors:

Mr. Ip Chi Shing (*Chairman*)

Mr. Tong Wui Tung

Mr. Wong Kong Chi*

Mr. Li Chak Man*

Mr. Ku Yuen Fun*

Mr. Ng Siu Ping*

Executive Directors:

Mr. Yip Tsz Hin (*Deputy Chairman*)

Mr. Wong Kam Yim (*Chief Executive Officer*)

Mr. Ho Sai Hou (*Chief Financial Officer*)

Mr. Kwong Kwok Chiu

* *Independent non-executive Directors*