

## IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China First Chemical Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## CHINA FIRST CHEMICAL HOLDINGS LIMITED

一化控股(中國)有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2121)**

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China First Chemical Holdings Limited to be held at Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Thursday, 31 May 2012 at 10:00 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinafirstchemical.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

26 April 2012

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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Thursday, 31 May 2012 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 16 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	China First Chemical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“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;
“Issuance Mandate”	as defined in paragraph 4 of the Letter from the Board/a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular;
“Latest Practicable Date”	20 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of PRC and Taiwan;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shares(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Repurchase Mandate”	as defined in paragraph 3 of the Letter from the Board/a general mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong.



**CHINA FIRST CHEMICAL HOLDINGS LIMITED**

**一化控股(中國)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2121)**

*Executive Directors:*

Mr Chen Hong (*president and chief executive officer*)  
Ms Miao Fei (*vice president*)  
Mr Lam Wai Wah

*Registered Office:*

P.O. Box 309, Uglund House  
Grand Cayman, KY1-1104  
Cayman Islands

*Non-executive Director:*

Mr Liem Djiang Hwa (*chairman*)

*Head Office:*

19 A, Ping An Building  
No. 88 Wu Yi Zhong Road  
Fuzhou City  
Fujian Province  
China

*Independent Non-executive Directors:*

Mr Chen Xiao  
Mr Kou Huizhong  
Mr Li Junfa

*Principal Place of Business in Hong Kong:*

Level 28, Three Pacific Place  
1 Queen's Road East, Hong Kong

26 April 2012

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

## LETTER FROM THE BOARD

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mr Chen Hong, Ms Miao Fei and Mr Lam Wai Wah shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$8,021,910 (equivalent to 80,219,100 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting/no further Shares are issued or repurchased before the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$16,043,820 (equivalent to 160,438,200 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting/no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

## LETTER FROM THE BOARD

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 16 of this circular.

Pursuant to the Listing Rules and the Company's Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where 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. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinafirstchemical.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Mr Liem Djiang Hwa**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

### Mr Chen Hong

Mr Chen Hong (陳洪) (“Mr Chen”), aged 47, has been an executive Director, president and chief executive officer since 10 June 2011. He is responsible for the corporate and strategic development of our Group. Mr Chen has more than 20 years of experience in the chemicals industry. He joined our Group in 1988 and has served on various positions within our Group, such as director of the general manager office, assistant to general manager, deputy general manager, general manager and vice president. Mr Chen is also the vice president of China Inorganic Salt Industry Association (中國無機鹽工業協會) and president of the Chlorate Salt Sub-Division of China Inorganic Salt Industry Association (中國無機鹽工業協會氯酸鹽分會). Mr Chen obtained a bachelor’s degree in economics from Tianjin University of Commerce (天津商學院) in July 1988.

Save as disclosed above, Mr Chen did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr Chen had the following interests in Shares/underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO:

Name	Capacity	No. of share options to be subscribed for Shares of the Company	Approx. Percentage of the issued share capital of the Company
Mr Chen	Beneficial owner	4,000,000	0.50%

Save as disclosed above, Mr Chen did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Mr Chen has entered into a service contract with the Company for a term of 3 years commencing from 9 December 2011 and his appointment would continue thereafter unless and until terminated by either party in accordance with his service contract. As a Director, Mr Chen is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr Chen’s existing remuneration is RMB600,000 per annum. Mr Chen’s remuneration, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.



There is no information which is discloseable nor is Mr Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr Chen that need to be brought to the attention of the Shareholders.

#### Ms Miao Fei

Ms Miao Fei (繆妃) (“Ms Miao”), aged 38, has been an executive Director since 10 June 2011. Ms Miao has more than 14 years of experience in human resources and operations management. She joined our Group in 2005 as administrative director. Ms Miao is currently the vice president of our Company with a focus on human resources management. From 1996 to 2005, Ms Miao worked for a number of private companies where she was responsible for human resources and operations management.

Save as disclosed above, Ms Miao did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and she is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does she hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Ms Miao had the following interests in Shares/underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO:

Name	Capacity	No. of share options to be subscribed for Shares of the Company	Approx. Percentage of the issued share capital of the Company
Ms Miao	Beneficial owner	4,000,000	0.50%

Save as disclosed above, Ms Miao did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Ms Miao has entered into a service contract with the Company for a term of 3 years commencing from 9 December 2011 and her appointment would continue thereafter unless and until terminated by either party in accordance with her service contract. As a Director, Ms Miao is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Ms Miao’s existing remuneration is RMB500,000 per annum. Ms Miao’s remuneration, which is commensurate with her duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.

There is no information which is discloseable nor is Ms Miao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms Miao that need to be brought to the attention of the Shareholders.

#### Mr Lam Wai Wah

Mr Lam Wai Wah (林維華) (“Mr Lam”), aged 55, has been an executive Director since 10 June 2011. He is responsible for our Group’s marketing and business development. He is also the marketing director of our Company. Mr Lam joined our Group in 2006 as director of Fujian Rongping. Mr Lam is the younger brother of Mr Liem Djiang Hwa, a non-executive Director and the chairman of the Company. He has more than 20 years of experience in international trade and sales in Hong Kong and other regions. From 1986 to 2001, he was involved in the management of companies in the textiles and manufacturing industries. From 2001 to 2006, he served as the general manager of Sino Bright International Enterprise Ltd. (香港耀華國際企業有限公司), a trading company in Hong Kong, involving in trading, including the export of electrical appliances and lumber.

Save as disclosed above, Mr Lam did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr Lam had the following interests in Shares/underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO:

Interests in the Company:

Name	Capacity	No. of share options to be subscribed for Shares of the Company	Approx. Percentage of the issued share capital of the Company
Mr Lam	Beneficial owner	4,000,000	0.50%

Interests in China First Chemical Ltd., a substantial Shareholder of the Company (as defined in the SFO):

<b>Name</b>	<b>Capacity</b>	<b>No. of shares in the corporation</b>	<b>Approx. Percentage of the issued share capital of the corporation</b>
Mr Lam	Held by corporation	6,999,165	10%

Save as disclosed above, Mr Lam did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Mr Lam has entered into a service contract with the Company for a term of 3 years commencing from 9 December 2011 and his appointment would continue thereafter unless and until terminated by either party in accordance with his service contract. As a Director, Mr Lam is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr Lam's existing remuneration is RMB500,000 per annum. Mr Lam's remuneration, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.

There is no information which is discloseable nor is Mr Lam involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr Lam that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

#### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 802,191,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting/no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 802,191,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$8,021,910 (equivalent to 80,219,100 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

#### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the 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 made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

#### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

#### **4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2011) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 9 December 2011 (the date of listing of the Shares on the Stock Exchange) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2011</b>		
December (from 9 December 2011)	2.93	2.31
<b>2012</b>		
January	2.58	2.44
February	2.62	2.43
March	2.55	2.38
April (up to the Latest Practicable Date)	2.42	2.25

**6. GENERAL**

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

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the following substantial Shareholders of the Company (as defined in the Listing Rules), were interested in 10% or more of the total issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column “Before repurchase” while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the Annual General Meeting (and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting) is shown under the column “After repurchase”:

	No. of Shares held	Before repurchase	After repurchase
China First Chemical Ltd. <i>(Note 1)</i>	419,949,888	52.35%	58.17%
Trophy Group Limited <i>(Note 2)</i>	180,050,112	22.44%	24.94%

The above are calculated based on issued Shares of 802,191,000 as at the Latest Practicable Date.

*Notes:*

1. Yihua Crown Limited is indirectly interested in the Company through China First Chemical Ltd.
2. China Harvest Fund II, L.P. is the sole shareholder of Trophy Group Limited. China Renaissance Capital Investment II, L.P. is the general partner of China Harvest Fund II, L.P. China Renaissance Capital Investment II GP is the general partner of China Renaissance Capital Investment II, L.P. pursuant to a partnership agreement.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will not result in China First Chemical Ltd. or Trophy Group Limited being obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent which would result in the aggregate number of shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

## 8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

# NOTICE OF ANNUAL GENERAL MEETING



## CHINA FIRST CHEMICAL HOLDINGS LIMITED

### 一化控股(中國)有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2121)**

Notice is hereby given that an Annual General Meeting of China First Chemical Holdings Limited (the “**Company**”) will be held at Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Thursday, 31 May 2012 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2011.
2. To declare a final dividend of HK\$6.23 cents per share for the year ended 31 December 2011.
3. To re-elect directors and to authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, and subject to and in accordance with all applicable laws, rules and regulations;
  - (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes 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 by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and



## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes 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 by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board  
**Mr Liem Djiang Hwa**  
*Chairman*

Fujian, the PRC, 26 April 2012

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 29 May 2012 to Thursday, 31 May 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 28 May 2012.
5. For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed both days of Thursday, 7 June 2012 and Friday, 8 June 2012, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 June 2012.

## 重要提示

閣下對本通函任何方面或應採取的行動如有任何疑問，應諮詢股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已售出或轉讓名下所有一化控股(中國)有限公司的股份，應立即將本通函連同隨附的代表委任表格交予買主或承讓人、或經手買賣或轉讓的銀行、股票經紀或其他代理人，以便轉交買主或承讓人。

香港交易及結算所有限公司及香港聯合交易所有限公司對本通函的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本通函全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



**CHINA FIRST CHEMICAL HOLDINGS LIMITED**

**一化控股(中國)有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：2121)

**建議重選退任董事  
及  
建議授出購回股份及發行新股份的一般授權  
及  
股東週年大會通告**

一化控股(中國)有限公司謹訂於二零一二年五月三十一日(星期四)十時正於香港九龍麼地道64號九龍香格里拉大酒店舉行股東週年大會，大會通告載於本通函第13至16頁。隨函亦附奉股東週年大會適用的代表委任表格，此代表委任表格亦刊載於香港交易及結算所有限公司的網頁(<http://www.hkexnews.hk>)及本公司的網頁(<http://www.chinafirstchemical.com>)。

無論閣下能否出席股東週年大會，請按照隨附代表委任表格印列的指示將表格填妥及簽署，並儘快交回本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，惟無論如何須於股東週年大會或其任何續會指定舉行時間48小時前送達。填妥及交回代表委任表格後，股東仍可依願親身出席股東週年大會並於會上投票。

二零一二年四月二十六日

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## 釋 義

在本通函內，除文義另有所指外，下列詞彙具有以下涵義：

「股東週年大會」	指	本公司謹訂於二零一二年五月三十一日(星期四)十時正於香港九龍麼地道64號九龍香格里拉大酒店舉行的股東週年大會或其任何續會，以考慮及酌情(如適用)通過載於本通函第13至16頁大會通告內的決議案；
「章程細則」	指	本公司當時有效的組織章程細則；
「董事會」	指	董事會；
「本公司」	指	一化控股(中國)有限公司，於開曼群島註冊成立的有限公司，其股份於聯交所主板上市；
「董事」	指	本公司的董事；
「本集團」	指	本公司及其附屬公司；
「港元」	指	港元，香港法定貨幣；
「香港」	指	中華人民共和國香港特別行政區；
「發行授權」	指	如董事會函件第4段所界定／向董事授予一般授權，以配發、發行或處理額外股份，總額以載於本通函第13至16頁股東週年大會通告內授予該授權的普通決議案第6項通過的當日本公司已發行股本總面值的20%為限
「最後實際可行日期」	指	二零一二年四月二十日，即本通函付印前為確定本通函所載若干資料的最後實際可行日期；

## 釋 義

「上市規則」	指	聯交所證券上市規則；
「中國」	指	中華人民共和國，就本通函而言，不包括香港、中國澳門特別行政區及台灣；
「證券及期貨條例」	指	香港法例第571章證券及期貨條例；
「股份」	指	本公司股本中每股面值0.1港元的普通股，或倘本公司曾分拆、合併、重新分類或重組其股本，則指構成本公司普通權益股本的股份；
「購回股份授權」	指	如董事會函件第3段所界定／向董事授予一般授權，以於聯交所購回股份數目，總額以載於本通函第13至16頁股東週年大會通告內授予該授權的普通決議案第5項通過的當日本公司已發行股本總面值的10%為限；
「股東」	指	股份持有人；
「聯交所」	指	香港聯合交易所有限公司；
「收購守則」	指	香港證券及期貨事務監察委員會頒佈的公司收購及合併及回購股份守則。



**CHINA FIRST CHEMICAL HOLDINGS LIMITED**

**一化控股(中國)有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：2121)

執行董事：

陳洪先生(行政總裁兼首席執行官)

繆妃女士(副總裁)

林維華先生

註冊辦事處：

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

非執行董事：

林強華先生(主席)

總辦事處：

中國

福建省福州市

五一中路88號

平安大廈19A

獨立非執行董事：

陳曉先生

寇會忠先生

李君發先生

香港主要營業地點：

香港皇后大道東1號

太古廣場三座28樓

敬啟者：

**建議重選退任董事  
及  
建議授出購回股份及發行新股份的一般授權  
及  
股東週年大會通告**

**1. 緒言**

本通函旨在向股東提供將於股東週年大會提呈的若干決議案的資料，該等決議案涉及(i)重選退任董事；及(ii)向董事授出購回股份授權及發行授權以分別作購回股份及發行新股份。

## 2. 建議重選退任董事

根據章程細則第16.18條的規定，陳洪先生、繆妃女士及林維華先生須於股東週年大會退任。上述所有退任董事均合資格亦願意於股東週年大會上膺選連任。

退任董事詳情載於本通函附錄一。

## 3. 建議授出購回股份的一般授權

為使本公司於適當時能靈活購回股份，建議於股東週年大會提呈一項普通決議案，以批准向董事授予購回股份授權，以於聯交所購回股份，總額以載於本通函第13至16頁股東週年大會通告內授予該授權的普通決議案第5項通過的當日本公司已發行股本總面值的10%為限，股份總面值最多達8,021,910港元(相當於80,219,100股股份)，基準為本公司已發行股本於股東週年大會日期並無變動/於股東週年大會前並無進一步發行或購回股份。董事謹此聲明，彼等現時並無任何計劃根據股份購回授權購回任何股份。

上市規則規定須向股東發出的說明函件，載於本通函附錄二。該說明函件載有合理所需資料，以便股東就投票贊成或反對授出購回股份授權作出知情決定。

## 4. 建議授出發行股份的一般授權

為使本公司於適當時能靈活發行股份，建議於股東週年大會提呈一項普通決議案，以批准向董事授予發行授權，以配發、發行或處理額外股份，總額以載於本通函第13至16頁股東週年大會通告內授予該授權的普通決議案第6項通過的當日本公司已發行股本總面值的20%為限，股份總面值最多達16,043,820港元(相當於160,438,200股股份)，基準為本公司已發行股本於股東週年大會日期並無變動/於股東週年大會前並無進一步發行或購回股份。股東週年大會上亦將提呈一項普通決議案，藉加入本公司根據購回股份授權購回的股份總面值擴大發行授權。

董事謹此聲明，彼等現時並無任何計劃根據發行授權發行任何新股份。



## 5. 股東週年大會及委任代表安排

股東週年大會通告載於本通函第13至16頁。

根據上市規則及本公司章程細則，股東於股東大會所作的任何表決均須以投票方式進行，惟主席可真誠決定容許純粹與程序或行政事宜相關的決議案以舉手方式表決。在股東週年大會後，本公司將按上市規則第13.39(5)條所規定的方式宣佈投票結果。

適用於股東週年大會的代表委任表格已隨附於本通函內。此代表委任表格亦刊載於香港交易及結算所有限公司的網頁(<http://www.hkexnews.hk>)及本公司的網頁(<http://www.chinafirstchemical.com>)。閣下須按印付的指示填妥代表委任表格，連同經簽署的授權書或其他授權文件(如有)，或經核證的該等授權書或授權文件副本，儘快及無論如何最遲須於股東週年大會或其任何續會指定召開時間48小時前送達本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，方為有效。填妥並交回代表委任表格後，閣下仍可親自出席股東週年大會並於會上投票。

## 6. 推薦建議

董事認為建議的重選退任董事及授出購回股份授權及發行授權乃符合本公司及其股東的最佳利益。因此，董事建議股東投票贊成將於股東週年大會上提呈的有關決議案。

此致

列位股東 台照

代表董事會  
主席  
林強華先生  
謹啟

二零一二年四月二十六日

以下載列將於股東週年大會退任、並合資格且願意膺選連任董事的詳情。

#### 陳洪先生

陳洪先生(「陳先生」)，47歲，自二零一一年六月十日起擔任執行董事、行政總裁兼首席行政官，負責本集團的企業及策略發展。陳先生擁有逾20年化工行業經驗。彼於一九八八年加入本集團，曾於本集團擔任多個職位，例如總經理辦公室主任、總經理助理、副總經理、總經理及副總裁。陳先生亦為中國無機鹽協會副會長及中國無機鹽工業協會氯酸鹽分會會長。陳先生於一九八八年七月獲得天津商學院經濟學學士學位。

除上文所披露者外，陳先生於過往三年概無於香港或海外其他上市公眾公司擔任任何董事職務，與本公司任何董事、高級管理層、其他主要或控股股東(定義見上市規則)概無關連，且概無於本公司或其任何附屬公司擔任任何其他職務。

於最後實際可行日期，根據證券及期貨條例第XV部，陳先生於本公司及其相聯法團股份／相關股份擁有以下權益：

姓名	身份	將認購本公司 股份的購股權 數目	佔本公司 已發行股本 概約百分比
陳先生	實益擁有人	<u>4,000,000</u>	<u>0.50%</u>

除上文所披露者外，根據證券及期貨條例第XV部，陳先生於股份或相關股份或其相聯法團中概無擁有或被視為擁有任何其他權益或淡倉。

陳先生與本公司訂立服務合約，由二零一一年十二月九日起計為期三年，而其委任將於其後繼續，除非及直至任何一方按照服務合約終止為止。作為董事，陳先生須按照章程細則於股東週年大會上輪席告退並膺選連任。陳先生現有的酬金為每年人民幣600,000元。陳先生的酬金按其職務及職責釐定，由董事會參照現行市場類似任命後批准。

概無任何須予披露的資料，陳先生亦無涉及任何根據上市規則第13.51(2) (h)至13.51(2) (v)條的任何規定須予披露的事項，且概無任何其他與陳先生有關的事宜需提請股東留意。

#### 繆妃女士

繆妃女士(「繆女士」)，38歲，自二零一一年六月十日起擔任執行董事。繆女士擁有逾14年人力資源及營運管理經驗。繆女士於二零零五年加入本集團，出任行政總監。繆女士現時擔任本公司的副總裁，專責人力資源管理。一九九六年至二零零五年，繆女士任職多家私人公司，負責人力資源及營運管理。

除上文所披露者外，繆女士於過往三年概無於香港或海外其他上市公眾公司擔任任何董事職務，與本公司任何董事、高級管理層、其他主要或控股股東(定義見上市規則)概無關連，且概無於本公司或其任何附屬公司擔任任何其他職務。

於最後實際可行日期，根據證券及期貨條例第XV部，繆女士於本公司及其相聯法團股份／相關股份擁有以下權益：

姓名	身份	將認購本公司 股份的購股權 數目	佔本公司 已發行股本 概約百分比
繆女士	實益擁有人	<u>4,000,000</u>	<u>0.50%</u>

除上文所披露者外，根據證券及期貨條例第XV部，繆女士於股份或相關股份或其相聯法團中概無擁有或被視為擁有任何其他權益或淡倉。

繆女士與本公司訂立服務合約，由二零一一年十二月九日起計為期三年，而其委任將於其後繼續，除非及直至任何一方按照服務合約終止為止。作為董事，繆女士須按照章程細則於股東週年大會上輪席告退並膺選連任。繆女士現有的酬金為每年人民幣500,000元。繆女士的酬金按其職務及職責釐定，由董事會參照現行市場類似任命後批准。

概無任何須予披露的資料，繆女士亦無涉及任何根據上市規則第13.51(2) (h)至13.51(2) (v)條的任何規定須予披露的事項，且概無任何其他與繆女士有關的事宜需提請股東留意。

#### 林維華先生

林維華先生(「林先生」)，55歲，自二零一一年六月十日起擔任執行董事，負責本集團的市場營銷及業務開發。林先生亦為本公司市場營銷總監。林先生於二零零六年加入本集團，出任福建榕屏董事。林先生是本公司非執行董事兼主席林強華先生的胞弟，擁有逾20年在香港及其他地區進行國際貿易與銷售的經驗，一九八六年至二零零一年於紡織及制衣業的公司擔任管理層，二零零一年至二零零六年於香港耀華國際企業有限公司(一家香港貿易公司，從事電器及木材出口等貿易)擔任總經理。

除上文所披露者外，林先生於過往三年概無於香港或海外其他上市公眾公司擔任任何董事職務，與本公司任何董事、高級管理層、其他主要或控股股東(定義見上市規則)概無關連，且概無於本公司或其任何附屬公司擔任任何其他職務。

於最後實際可行日期，根據證券及期貨條例第XV部，林先生於本公司及其聯屬法團股份／相關股份擁有以下權益：

於本公司之權益：

姓名	身份	將認購本公司 股份的購股權 數目	佔本公司 已發行股本 概約百分比
林先生	實益擁有人	<u>4,000,000</u>	<u>0.50%</u>

於本公司主要股東(定義見證券及期貨條例)中國一化有限公司之權益：

姓名	身份	於法團的 股份數目	佔法團 已發行股本 概約百分比
林先生	由法團持有	<u>6,999,165</u>	<u>10%</u>

除上文所披露者外，根據證券及期貨條例第XV部，林先生於股份或相關股份或其相聯法團中概無擁有或被視為擁有任何其他權益或淡倉。

林先生與本公司訂立服務合約，由二零一一年十二月九日起計為期三年，而其委任將於其後繼續，除非及直至任何一方按照服務合約終止為止。作為董事，林先生須按照章程細則於股東週年大會上輪席告退並膺選連任。林先生現有的酬金為每年人民幣500,000元。林先生的酬金按其職務及職責釐定，由董事會參照現行市場類似任命後批准。

概無任何須予披露的資料，林先生亦無涉及任何根據上市規則第13.51(2) (h)至13.51(2) (v)條的任何規定須予披露的事項，且概無任何其他與林先生有關的事宜需提請股東留意。

以下為上市規則規定須向股東提供必須資料的說明函件，旨在使股東可就投票贊成或反對擬於股東週年大會上提呈有關購回股份授權的普通決議案作出知情決定。

## 1. 股本

於最後實際可行日期，本公司的已發行股本為802,191,000股股份。

如股東週年大會通告內第5項有關授予購回股份授權的普通決議案獲通過，及基準為本公司已發行股本於股東週年大會日期並無變動／於股東週年大會前並無進一步發行或購回股份（即802,191,000股股份）的基準計算下，董事將獲授權根據購回股份授權，在購回股份授權生效期間，購回總面值最多達8,021,910港元（相等於80,219,100股股份），佔股東週年大會當日已發行股份總面值的10%。

## 2. 購回股份的理由

董事相信，授出購回股份授權乃符合本公司及其股東的最佳利益。

視乎當時市場情況及資金安排而定，購回股份可提高每股股份的資產淨值及／或每股股份盈利，並僅於董事會認為該項購回將有利於本公司及其股東時方會進行。

## 3. 購回的資金

在購回股份時，本公司僅可動用根據其章程大綱及細則、開曼群島的法律，及／或視乎情況而定的任何其他適用的法律可合法作此用途的資金。

## 4. 購回的影響

倘購回股份授權於所建議的購回期間內任何時間內全面行使，可能對本公司的營運資金或負債水平產生不利影響（相對本公司截至二零一一年十二月三十一日止年度的年報內所載經審核賬目所披露的狀況而言）。然而，倘若行使購回股份授權將令董事不時認為對本公司所須的營運資金或負債水平產生重大不利影響，則董事不擬在該等情況下行使購回股份授權。

## 5. 股份市場價格

股份於二零一一年十二月九日(股份在聯交所上市日期)截至及包括最後實際可行日期止期間在聯交所每月的最高及最低買賣價格如下：

月份	最高 港元	最低 港元
<b>二零一一年</b>		
十二月(由二零一一年十二月九日起)	2.93	2.31
<b>二零一二年</b>		
一月	2.58	2.44
二月	2.62	2.43
三月	2.55	2.38
四月(直至最後實際可行日期)	2.42	2.25

## 6. 一般資料

各董事或(據董事於作出一切合理查詢後所知)任何彼等的關連人士(定義見上市規則)現概無意在股東批准授出購回股份授權後向本公司出售任何股份。

本公司並無接獲本公司的任何關連人士(定義見上市規則)通知，表示彼等現時有意於股東批准授出購回股份授權的情況下，向本公司出售任何股份，或已承諾不會向本公司出售彼等持有的任何股份。

董事已向聯交所承諾，彼等將遵照上市規則及開曼群島適用法例的規定，根據購回股份授權行使本公司的權力以購回股份。

## 7. 收購守則

倘因根據購回股份授權購回股份導致某一股東所佔本公司投票權的權益比例有所增加，則就收購守則而言，該項權益比例的增加將被視為一項收購行動。因此，一位股東或多位行動一致的股東(按收購守則下的定義)可藉此獲得或鞏固其在本公司的控制權(視乎所增加的權益水平而定)，故彼等須根據收購守則第26條的規定提出強制性收購建議。

就本公司所深知，於最後實際可行日期，本公司以下主要股東(定義見上市規則)於本公司已發行股本總額10%或以上擁有權益。各主要股東於最後實際可行日期的權益呈列於「購回前」一欄，而若董事根據有關將於股東週年大會上提呈的購回股份授權的普通決議案的條款行使全部權力購回股份(並假設本公司已發行股本於直至股東週年大會日期仍然不變)則呈列於「購回後」一欄：

	所持 股份數目	購回前	購回後
China First Chemical Ltd. (附註1)	419,949,888	52.35%	58.17%
Trophy Group Limited (附註2)	180,050,112	22.44%	24.94%

上表根據於最後實際可行日期已發行股份802,191,000股計算。

附註：

1. Yihua Crown Limited 透過中國一化有限公司間接於本公司擁有權益。
2. China Harvest Fund II, L.P. 是 Trophy Group Limited 的唯一股東。China Renaissance Capital Investment II, L.P. 是 China Harvest Fund II, L.P. 的一般合夥人。China Renaissance Capital Investment II GP 根據一份合夥協議是 China Renaissance Capital Investment II, L.P. 的一般合夥人。

按照名列上表股東持有的持股量為基準，全面行使購回授權將不會導致中國一化有限公司或 Trophy Group Limited 有責任根據收購守則第26條提出強制性收購要約。

董事不擬於建議行使購回股份授權至須導致公眾股東持有股份總數目低於聯交所規定的相關指定最低百分比的水平。

## 8. 本公司購回股份的行動

在最後實際可行日期前六個月內，本公司並無購回任何股份(不論於聯交所或以其他方式)。





**CHINA FIRST CHEMICAL HOLDINGS LIMITED**

**一化控股(中國)有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：2121)

茲通告一化控股(中國)有限公司(「本公司」)股東週年大會(「股東週年大會」)謹定於二零一二年五月三十一日(星期四)十時正於香港九龍麼地道64號九龍香格里拉大酒店舉行，議程如下：

1. 省覽及考慮本公司截至二零一一年十二月三十一日止年度的經審核綜合財務報表、董事會報告與核數師報告。
2. 宣佈派發截至二零一一年十二月三十一日止年度的末期股息每股6.23港仙。
3. 重選董事及授權董事會釐定各董事的酬金。
4. 續聘羅兵咸永道會計師事務所為核數師並授權董事會釐定其薪酬。

作為特別事項，考慮並酌情通過(不論會否作出修訂)下列普通決議案：

5. **動議：**
  - (a) 在下文(b)段規限下，一般性及無條件授予公司董事一般性授權，於有關期間(定義見下文)內行使本公司的全部權力，於香港聯合交易所有限公司(「聯交所」)或本公司股份可能上市及對購回股份獲香港證券及期貨事務監察委員會及聯交所根據守則就此目的認可的任何其他證券交易所根據所有適用法例、規則及規例購買本公司股本中的股份；
  - (b) 本公司根據上文(a)段授權而購買的股份面值總額不得超過通過本決議案的日期本公司已發行股本面值總額的10%，而上述授權亦須受此數額規限；及

## 股東週年大會通告

(c) 就本決議案而言：

「有關期間」指由本決議案通過之時起至下列任何一項(取最早者)的期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司章程細則或其他適用法例規定本公司下屆股東週年大會須予舉行期限屆滿的日期；及
- (iii) 本決議案所述的授權經由股東在股東大會上通過普通決議案撤銷或修訂的日期。

6. 動議：

- (a) 在下文(c)段的規限下，一般性及無條件授予本公司董事一般性授權，於有關期間(定義見下文)內配發、發行及處理本公司股本內的額外股份及訂立或批出將須或可能須行使該等權力的售股建議、協議及購股權；
- (b) 上文(a)段所述的授權將授權本公司董事於有關期間訂立或批出將須或可能須於有關期間屆滿後行使該等權力的售股建議、協議及購股權；
- (c) 董事依據上文(a)段的授權配發或同意有條件或無條件配發的股本面值總額，惟根據：
  - (i) 供股(定義見下文)；
  - (ii) 因行使本公司購股權計劃所授出的購股權而發行的股份；及
  - (iii) 任何按照本公司章程細則的以股代息或類似安排而配發以代替本公司股份股息的全部或部份的股份除外，

不得超過通過本決議案當日本公司已發行股本總面額的20%，而上述授權亦須受此數額規限；及

## 股東週年大會通告

(d) 就本決議案而言：

「有關期間」指由本決議案通過之時起至下列任何一項(取最早者)的期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司章程細則或其他適用法例規定本公司下屆股東週年大會須予舉行期限屆滿的日期；及
- (iii) 本決議案所述的授權經由股東在股東大會上通過普通決議案撤銷或修訂的日期。

「供股」指董事指定的期間內，向於指定紀錄日期名列股東冊內本公司的股份或各類股份持有人按彼等當時所持的股份或股份類別的比例提呈發售股份的建議(惟須受董事就零碎股權或於考慮任何相關司法管轄區的任何法律限制或責任或任何認可監管機構或任何證券交易所的規定後認為必要或權宜的豁免或其他安排所規限)。

7. **動議** 待召開本大會通告(「通告」)所載上文第5項及第6項段所載決議案獲通過後，擴大依據通告第6項決議案提述的一般授權，在董事依據該項一般授權可配發及發行或有條件或無條件同意配發及發行的股份總面額上，加入本公司依據第5項決議案提述的授權可購買股份的總面額，惟此數額不得超過在本決議案通過當日本公司已發行股本總面額10%。

承董事會命  
主席  
林強華先生

中國福建，二零一二年四月二十六日

## 股東週年大會通告

附註：

1. 根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）要求，大會上所有決議案將以投票方式進行表決，而投票結果將按照上市規則規定刊載於香港交易及結算所有限公司及本公司的網站。
2. 凡任何有權出席上述大會及在會上投票的本公司股東，均可委派其他人士代表代其出席及於表決時代其投票。受委代表毋須為本公司股東。
3. 代表委任表格連同經授權人簽署的授權書或其他授權文件（如有）或經核實證明的該等授權書或授權文件副本，須不遲於上述大會或其續會指定舉行時間48小時之前送達本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，方為有效。交回代表委任表格後，本公司股東仍可親身出席大會並於會上投票；在此情況下，委任代表的文書將視為被撤銷。
4. 為了確定出席上述大會並於會上投票的權利，本公司的股東名冊將於二零一二年五月二十九日（星期二）至二零一二年五月三十一日（星期四）止（首尾兩日包括在內）的期間暫停辦理過戶登記手續，期間將不會進行任何股份過戶。為了符合資格出席上述大會並於會上投票，所有股份過戶文件連同有關股票，須於二零一二年五月二十八日（星期一）下午四時三十分前交回本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，方為有效。
5. 為了確定享有建議末期股息的權利，本公司的股東名冊將於二零一二年六月七日（星期四）至二零一二年六月八日（星期五）兩日的期間暫停辦理過戶登記手續，期間將不會進行任何股份過戶。為了符合享有建議末期股息的權利，所有股份過戶文件連同有關股票，須於二零一二年六月六日（星期三）下午四時三十分前交回本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，方為有效。