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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)

#### POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2012

At the annual general meeting (the “AGM”) of China First Chemical Holdings Limited (the “Company”) held on 31 May 2012, all the proposed resolutions as set out in the notice of the AGM dated 26 April 2012 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2011.	590,233,000 (100%)	0 (0.00%)
2.	To declare a final dividend of HK\$6.23 cents per share for the year ended 31 December 2011.	590,233,000 (100%)	0 (0.00%)
3.	(a) To re-elect Mr Chen Hong as executive director.	590,174,000 (99.99%)	59,000 (0.01%)
	(b) To re-elect Ms Miao Fei as executive director.	590,071,000 (99.97%)	162,000 (0.03%)
	(c) To re-elect Mr Lam Wai Wah as executive director.	590,174,000 (99.99%)	59,000 (0.01%)
	(d) To authorize the board of directors to fix the respective directors’ remuneration.	590,174,000 (99.99%)	59,000 (0.01%)
4.	To appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration.	590,174,000 (99.99%)	59,000 (0.01%)
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	590,233,000 (100%)	0 (0.00%)
6.	To give a general mandate to the directors to issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	589,794,000 (99.93%)	439,000 (0.07%)

7.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.	589,853,000 (99.94%)	380,000 (0.06%)
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As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 7, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the number of issued shares of the Company was 802,191,000 shares. The total number of shares entitling the holders to attend and vote on the resolutions is 802,191,000 shares. There were no shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders has stated their intention in the Company's circular dated 26 April 2012 to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board of  
**China First Chemical Holdings Limited**  
**Mr Liem Djiang Hwa**  
*Chairman*

Hong Kong, 31 May 2012

*As at the date of this announcement, the Board comprises (1) the chairman and non-executive director namely Mr Liem Djiang Hwa; (2) the executive directors namely Mr Chen Hong, Ms Miao Fei and Mr Lam Wai Wah and; (3) the independent non-executive directors namely Mr Chen Xiao, Mr Kou Huizhong and Mr Li Junfa.*

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## CHINA FIRST CHEMICAL HOLDINGS LIMITED

### 一化控股（中國）有限公司

（於開曼群島註冊成立之有限公司）

（股份代號：2121）

#### 二零一二年五月三十一日舉行之股東周年大會表決結果

一化控股(中國)有限公司(「本公司」)於二零一二年五月三十一日舉行之股東周年大會(「股東周年大會」)上，所有列載於二零一二年四月二十六日的股東周年大會通告內的決議案均以點算股數方式表決。投票表決結果如下：

普通決議案		票數 (%)	
		贊成	反對
1.	審覽及考慮截至二零一一年十二月三十一日止年度經審核綜合財務報表及董事會報告與核數師報告。	590,233,000 (100%)	0 (0.00%)
2.	宣派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。	590,233,000 (100%)	0 (0.00%)
3.	(a) 重選陳洪先生為執行董事。	590,174,000 (99.99%)	59,000 (0.01%)
	(b) 重選繆妃女士為執行董事。	590,071,000 (99.97%)	162,000 (0.03%)
	(c) 重選林維華先生為執行董事。	590,174,000 (99.99%)	59,000 (0.01%)
	(d) 授權董事會釐定各董事的酬金。	590,174,000 (99.99%)	59,000 (0.01%)
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酬金。	590,174,000 (99.99%)	59,000 (0.01%)
5.	授予董事一般授權，以購回不超過於本決議案通過當日本公司已發行股本之 10%本公司股份。	590,233,000 (100%)	0 (0.00%)
6.	授予董事一般授權，以發行不超過於本決議案通過當日本公司已發行股本之 20%本公司額外股份。	589,794,000 (99.93%)	439,000 (0.07%)

7.	擴大授予董事的一般授權，以發行本公司的額外股份，數額為本公司購回股份的總面額。	589,853,000 (99.94%)	380,000 (0.06%)
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由於第 1 項至第 7 項決議案均得到大部分表決票投贊成票，所有決議案已正式獲通過為普通決議案。

本公司於股東周年大會當日已發行股本為 802,191,000 股。給予持有人有權出席股東周年大會並於會上就所有決議案表決的股份持有人所持股份總數為 802,191,000 股。概無任何股份給予其持有人有權出席股東周年大會但須根據《香港聯合交易所證券有限公司上市規則》（「《上市規則》」）第 13.40 條所載放棄表決贊成決議案。

概無股東須根據《上市規則》規定於股東周年大會上就任何決議案放棄投票，亦無股東於本公司日期為二零一二年四月二十六日之通函中表示打算在股東周年大會上就任何決議案投票反對或放棄投票之意向。

本公司的股份過戶登記處卓佳證券登記有限公司於股東周年大會上擔任點票的監票人。

承董事會命  
一化控股（中國）有限公司  
主席  
林強華先生

香港，二零一二年五月三十一日

於本公告日期，董事會包括(1)主席兼非執行董事林強華先生；(2)執行董事陳洪先生、繆妃女士及林維華先生及；(3)獨立非執行董事陳曉先生、寇會忠先生及李君發先生。