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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)

VOLUNTARY ANNOUNCEMENT FRAMEWORK AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION

On 28 January 2013, the Company entered into a framework agreement (the “**Framework Agreement**”) with an independent third party in relation to a proposed acquisition of 30% equity interest in a PRC enterprise (the “**Target Company**”), which is located in western China and principally engaged in production and sale of sodium chlorate and other specialty chemicals (the “**Proposed Acquisition**”).

The entering into of the Framework Agreement does not constitute any legally binding obligations on the parties in respect of the Proposed Acquisition and the completion of which is subject to, among other things, the satisfaction of due diligence results of the Target Company and the entering into formal share sale and purchase agreement between the parties.

REASON FOR ENTERING INTO THE FRAMEWORK AGREEMENT

Proposed Acquisition would enable the Company to enhance its market share and geographical network in the sodium chlorate and other specialty chemicals in the PRC, and thus, to improve the performance of the existing bleaching and disinfectant chemicals business.

Shareholders of the Company and the potential investors are reminded that the Proposed Acquisition may or may not materialise. Once materialised, the Proposed Acquisition may constitute a notifiable transaction of the Company pursuant to Chapter 14 and/or Chapter 14A of the Listing Rules, and the Company shall comply with the relevant disclosure and shareholders’ approval requirements (if applicable) of the Listing Rules. **Shareholders of the Company and the potential investors shall exercise caution in dealing with the shares of the Company.**

INFORMATION OF THE COMPANY

The Company is principally engaged in the production and sale of bleaching and disinfectant chemicals, foaming agent and other specialty chemicals products in the PRC.

GENERAL INFORMATION

Save for the terms in relation to the exclusivity period, confidentiality, governing law and disputes resolution contained in the Framework Agreement, the Framework Agreement is not legally binding or enforceable. The final terms of the Proposed Acquisition, including but not limited to the amount of the consideration, have yet to be determined and shall be set out in the formal share sale and purchase agreement. Further announcement will be made if and when required.

DEFINITIONS

Terms used in this announcement shall have the following meanings:

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|-----------------|---|
| “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 of Hong Kong Limited |
| “Director(s)” | director(s) of the Company |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) |
| “PRC” | The People’s Republic of China which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |

By order of the Board
China First Chemical Holdings Limited
Liem Djiang Hwa
Chairman and non-executive director

PRC, 28 January 2013

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

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公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告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)

**自願性公告
有關建議收購事項之
框架協議**

於二零一三年一月二十八日，本公司與獨立第三方訂立一份框架協議(「**框架協議**」)，內容有關建議收購一間中國企業(「**目標公司**」)30%股權，其位處於中國西部，主要從事生產及銷售氫酸鈉及其他特種化學品(「**建議收購事項**」)。

訂立框架協議對建議收購事項任何一方並不構成任何具法律約束力責任，而完成建議收購事項須待(其中包括)目標公司之盡責審查結果為滿意及訂約各方訂立正式股份買賣協議後，方可作實。

訂立框架協議之理由

建議收購事項能夠加強本公司在中國氫酸鈉及其他特種化學品的市場份額和區域佈局，繼而提升現有漂白消毒化學品業務的表現。

本公司股東及潛在投資者應注意建議收購事項可能或可能不會落實。建議收購事項一旦落實，可能會構成本公司根據上市規則第14章及／或第14A章之須予公告交易，而本公司須遵守上市規則之相關披露及股東批准(如適用)之規定。本公司股東及潛在投資者在買賣本公司股份時務請審慎行事。

有關本公司之資料

本公司主要在中國從事漂白消毒化學品，發泡劑及其他特種化學產品的生產及銷售。

一般資料

除框架協議項下有關獨家期間、保密性、監管法例及糾紛解決方案之條款外，框架協議並無法律約束力或並非可依法執行。建議收購事項之最終條款(包括但不限於代價金額)尚待敲定，並將載入正式股份買賣協議。本公司將於必要時作出進一步公告。

釋義

本公告所用詞匯具有下列涵義：

| | | |
|--------|---|--|
| 「董事會」 | 指 | 董事會 |
| 「本公司」 | 指 | 一化控股(中國)有限公司，一家於開曼群島註冊成立的獲豁免有限公司，其股份於香港聯合交易所有限公司主板上市 |
| 「董事」 | 指 | 本公司董事 |
| 「香港」 | 指 | 中國香港特別行政區 |
| 「上市規則」 | 指 | 香港聯合交易所有限公司證券上市規則(經不時修訂) |
| 「中國」 | 指 | 中華人民共和國，就本公告而言，不包括香港、中國澳門特別行政區及台灣 |

承董事會命
一化控股(中國)有限公司
主席兼非執行董事
林強華

中國，二零一三年一月二十八日

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