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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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of China First Chemical Holdings (the “Company”) will be held at Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 13 June 2014 at 10:00 a.m. for the following purposes:

1. To review and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2013.
2. To declare a final dividend of HK3.90 cents (RMB3.12 cents) per share for the year ended 31 December 2013.
3. To re-elect directors and to authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint 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 Repurchase, 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

(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 passing of this resolution and said mandate shall be limited accordingly; and

(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.

“Right 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 issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board
Liem Djiang Hwa
Chairman

28 April 2014

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”). 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 Level 22, Hopewell Centre, 183 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 Thursday, 12 June 2014 to Friday, 13 June 2014, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 11 June 2014.
5. For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Thursday, 19 June 2014 to Friday, 20 June 2014, both dates inclusive, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 18 June 2014.

As at the date of this notice, the Board comprises the Chairman and the 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 Dr. 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)

股東週年大會通告

茲通告一化控股(中國)有限公司(「本公司」)股東週年大會謹定於二零一四年六月十三日(星期五)上午十時正於香港中環干諾道中五號香港文華東方酒店舉行，議程如下：

1. 審閱及考慮本公司截至二零一三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. 宣派截至二零一三年十二月三十一日止年度的末期股息每股3.90港仙(人民幣3.12分)。
3. 重選董事及授權董事會釐定各董事的酬金。
4. 續聘核數師並授權董事會釐定其酬金。

作為特別事項，考慮並酌情通過(不論會否作出修訂)下列決議案為普通決議案：

5. 「動議：

- (a) 在下文(b)段規限下，一般及無條件授予公司董事一般授權，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就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於本決議案通過當日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

(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(以最早者為準)的期間：

(i) 本公司下屆股東週年大會結束時；

(ii) 本公司章程細則或任何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，一般及無條件授予本公司董事一般授權，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授出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授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，

不得超過本決議案通過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

(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(以最早者為準)的期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司章程細則或任何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名冊內本公司的股份或任何類別股份持有人按彼等當時所持的股份或類別股份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，加入本公司依據通告第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

二零一四年四月二十八日

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。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頁。
2. 凡任何有權出席上述大會及在會上投票的本公司股東，均可委派受委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，地址為香港皇后大道東183號合和中心22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，本公司將於二零一四年六月十二日（星期四）至二零一四年六月十三日（星期五）（首尾兩日包括在內）的期間暫停辦理股份過戶登記手續，期間將不會進行任何本公司股份過戶。為了符合資格出席股東週年大會並於會上投票，本公司之未登記股份持有人應確保所有股份過戶文件連同有關股票，須於二零一四年六月十一日（星期三）下午四時三十分前交回本公司的香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。
5. 為了確定享有建議末期股息的權利，本公司將於二零一四年六月十九日（星期四）至二零一四年六月二十日（星期五）（首尾兩日包括在內）的期間暫停辦理股份過戶登記手續，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，須於二零一四年六月十八日（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，地址為香港皇后大道東183號合和中心22樓，方為有效。

於本通告日期，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博士、寇會忠先生及李君發先生。