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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)

ANNOUNCEMENT ON THE PERFORMANCE OF THE DEED OF NON-COMPETITION

Reference is made to the prospectus (the “Prospectus”) issued by China First Chemical Holdings Limited (the “Company”, and together with the subsidiaries, the “Group”) dated 29 November 2011 relating to the global offering of the Company’s shares for the listing on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the annual report of the Company for the year ended 31 December 2013.

Deed of Non-competition

Mr. Liem Djiang Hwa, the Chairman and non-executive director, Yihua Crown Limited and China First Chemical Ltd. (collectively the “Controlling Shareholders”), have entered into a deed of non-competition dated 16 November 2011 (the “Deed of Non-competition”) in favor of the Company, pursuant to which each of the Controlling Shareholders would not, and would procure that none of his/its associates (other than any member of the Group) will directly or indirectly, engage in any business which competes or is likely to compete directly or indirectly with the Group’s business in the People’s Republic of China (“PRC”) or other places in which the Group carries on business. Details of the Deed of Non-competition are set out in the section headed “Relationship with Controlling Shareholders — Non-Competition Undertakings” of the Prospectus.

In this regard, each of the Controlling Shareholders has provided to the Company a written confirmation in respect of his/its compliance with the Deed of Non-competition for the year ended 31 December 2013. The independent non-executive directors of the Company have also reviewed the status of compliance by each of the Controlling Shareholders with the undertakings in the Deed of Non-competition and have confirmed that, as far as they can ascertain, there is no breach by any of the Controlling Shareholders of the undertakings in the Deed of Non-competition given by them.

As of the date of this announcement, the Company is not aware of any other matters regarding the compliance of the undertakings in the Deed of Non-competition and there has not been any change in terms of the Deed of Non-competition since the Company's listing of shares on the Stock Exchange.

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

PRC, 18 July 2014

As at the date of this announcement, the board of directors 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, Dr. 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。



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(於開曼群島註冊成立的有限公司)

(股份代號：2121)

履行不競爭契約公告

茲提述一化控股(中國)有限公司(「本公司」)，連同其附屬公司統稱「本集團」於二零一一年十一月二十九日就全球發售本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市所刊發的招股章程(「招股章程」)及本公司截至二零一三年十二月三十一日止年度的年報。

不競爭契約

主席兼非執行董事林強華先生，Yihua Crown Limited及中國一化有限公司(統稱「控股股東」)以本公司為受益人而訂立日期為二零一一年十一月十六日的不競爭契約(「不競爭契約」)，據此，各控股股東不會並將促使其聯繫人(本集團成員公司除外)不會直接或間接參與任何與本集團於中華人民共和國(「中國」)或其他地方所經營業務構成或可能構成直接或間接競爭的業務。不競爭契約的詳情載於招股章程「與控股股東的關係 — 不競爭承諾」一節。

就此而言，各控股股東已就截至二零一三年十二月三十一日止年度的不競爭契約遵守情況向本公司提供書面確認。本公司獨立非執行董事亦已審閱各控股股東遵守不競爭契約項下承諾的情況，並在彼等所確知，各控股股東並無違反其根據不競爭契約所作出的承諾。

截至本公告日期，本公司概不知悉任何其他有關遵守不競爭契約項下承諾的事宜，而不競爭契約的條款自本公司股份於聯交所上市以來亦無任何變動。

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，二零一四年七月十八日

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，以及獨立非執行董事陳曉博士、寇會忠博士及李君發先生。