

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF AUDIT COMMITTEE, CHAIRMAN OF REMUNERATION COMMITTEE AND CHAIRMAN OF NOMINATION COMMITTEE

(2) NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10A, RULE 3.21 AND RULE 3.25 OF THE LISTING RULES

The Board announces that Dr. Kou Huizhong has resigned as an independent non-executive director, member of audit committee, chairman of remuneration committee and chairman of nomination committee of the Company with effect from 15 October 2016.

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF AUDIT COMMITTEE, CHAIRMAN OF REMUNERATION COMMITTEE AND CHAIRMAN OF NOMINATION COMMITTEE

The board of directors (the “Board”) of China First Chemical Holdings Limited (the “Company”) announces that Dr. Kou Huizhong (“Dr. Kou”) has resigned as an independent non-executive director, member of audit committee, chairman of remuneration committee and chairman of nomination committee of the Company with effect from 15 October 2016 due to his personal and other business commitments.

Dr. Kou has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Dr. Kou for his valuable efforts and contributions to the Company during his tenure of office.

(2) NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10A, RULE 3.21 AND RULE 3.25 OF THE LISTING RULES

After the resignation of Dr. Kou, the Company's number of independent non-executive directors as well as the composition of the Company's audit committee, remuneration committee and nomination committee fail to meet the requirements under Rule 3.10(1), Rule 3.10A, Rule 3.21 and Rule 3.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules and terms of reference of the relevant committees of the Company.

As such, the Board will make its best endeavours to identify suitable candidate(s) to fill the vacancies as soon as practicable, with the relevant appointment to be made within three months from the date of resignation to meet the requirements under the Listing Rules.

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

28 October 2016

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Chen Hong
Ms. Miao Fei
Mr. Lam Wai Wah

Non-executive Director:

Mr. Liem Djiang Hwa (*Chairman*)

Independent non-executive Directors:

Dr. Wang Xin
Dr. Lin Zhang

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)

(1) 獨立非執行董事、審核委員會成員、 薪酬委員會主席及提名委員會主席辭任

(2) 未能符合上市規則第3.10(1)、3.10A、3.21及3.25條

董事會宣布，寇會忠博士已辭任本公司獨立非執行董事、審核委員會成員、薪酬委員會主席及提名委員會主席，自二零一六年十月十五日起生效。

(1) 獨立非執行董事、審核委員會成員、薪酬委員會主席及提名委員會主席辭任

一化控股(中國)有限公司(「本公司」)董事會(「董事會」)宣佈，由於個人及其他事務承擔，寇會忠博士(「寇博士」)已辭任本公司獨立非執行董事、審核委員會成員、薪酬委員會主席及提名委員會主席，自二零一六年十月十五日起生效。

寇博士已確認，彼與董事會之間並無意見分歧，亦無任何有關彼辭任的事宜須促請本公司股東垂注。

董事會謹此感謝寇博士於任內為本公司作出寶貴努力及貢獻。

(2) 未能符合上市規則第3.10(1)、3.10A、3.21及3.25條

繼寇博士辭任後，本公司的獨立非執行董事人數以及本公司審核委員會、薪酬委員會及提名委員會的組成均未能符合香港聯合交易所有限公司證券上市規則（「上市規則」）第3.10(1)、3.10A、3.21及3.25條的規定、上市規則附錄十四所載企業管治守則的守則條文第A.5.1條及本公司相關委員會的職權範圍。

因此，董事會將竭盡所能物色合適人選於實際可行情況下盡快填補有關空缺，且相關委任將於辭任日期起計三個月內進行，以符合上市規則的規定。

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

二零一六年十月二十八日

於本公告日期，本公司董事為：

執行董事：

陳洪先生

繆妃女士

林維華先生

非執行董事：

林強華先生(主席)

獨立非執行董事：

王鑫博士

林璋博士