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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

Voluntary announcement in relation to the Strategic Cooperation Framework Agreement entered into between Sichuan Minjiang Snow Salt Chemical Industry Co., Ltd., a wholly-owned subsidiary of the Company, the State Key Laboratory of Automotive Safety and Energy of Tsinghua University (清華大學汽車安全與節能國家重點實驗室), Beijing Hydrogen Era Environmental Technology Company Limited (北京氫能時代環保科技有限公司), Sichuan Tianyi Science & Technology Co., Ltd. (四川天一科技股份有限公司), Chengdu Huaqi Houpu Holding Co., Ltd. (成都華氣厚普機電設備股份有限公司), Chengdu Bus Co., Ltd. (成都客車股份有限公司) and Shanghai Pujiang Specialty Gases Co., Ltd. (上海浦江特種氣體有限公司).

This voluntary announcement is made by China First Chemical Holdings Limited (the “Company”, together with its wholly-owned subsidiaries the “Group”) for the purpose of providing the shareholders and potential investors of the Company with the latest information on the recent development of the Group.

The Board is pleased to announce that, on 15 December 2016, Sichuan Minjiang Snow Salt Chemical Industry Co., Ltd. (“Minjiang Snow” or “Party C”), a wholly-owned subsidiary of the Company, has entered into the Strategic Cooperation Framework Agreement with the State Key Laboratory of Automotive Safety and Energy of Tsinghua University (清華大學汽車安全與節能國家重點實驗室) (“Party A”), Beijing Hydrogen Era Environmental Technology Company Limited (北京氫能時代環保科技有限公司) (“Party B”), Sichuan Tianyi Science & Technology Co., Ltd. (四川天一科技股份有限公司) (“Party D”), Chengdu Huaqi Houpu Holding Co., Ltd. (成都華氣厚普機電設備股份有限公司) (“Party E”), Chengdu Bus Co., Ltd. (成都客車股份有限公司) (“Party F”) and Shanghai Pujiang Specialty Gases Co., Ltd. (上海浦江特種氣體有限公司) (“Party G”), pursuant to which all parties have agreed to establish strategic cooperation relationship in respect of the HCNG (hydrogen enriched compressed natural gas) hybrid vehicles project in order to facilitate the development of HCNG vehicles business.

I. SUMMARY OF THE STRATEGIC COOPERATION

1. The demonstration and promotion of HCNG (hydrogen enriched compressed natural gas) vehicles has begun nationwide in order to promote the energy saving of vehicles and achieve ultra-low emission (Phase 6 National Emission Standards). During the period of demonstration, Ministry of Industry and Information Technology, National Development and Reform Commission (National Energy Administration), Ministry of Environmental Protection and other governmental departments will joint force to run the demonstration project of HCNG (hydrogen enriched compressed natural gas) public buses and HCNG gas stations in selected cities (or areas) with appropriate conditions such as Chengdu, and will implement relevant supporting policies (including supporting funds), establish and improve the standards related to HCNG vehicles in order to gain experience for large-scale promotion and implementation. Based on the successful demonstration, HCNG (hydrogen enriched compressed natural gas) vehicles will be promoted nationwide.

Based on the principles of good faith, equality and mutual benefits, and common development, Sichuan Minjiang Snow Salt Chemical Industry Co., Ltd. (“Minjiang Snow” or “Party C”), a wholly-owned subsidiary of the Company, has entered into the Strategic Cooperation Framework Agreement with the State Key Laboratory of Automotive Safety and Energy of Tsinghua University (清華大學汽車安全與節能國家重點實驗室) (“Party A”), Beijing Hydrogen Era Environmental Technology Company Limited (北京氫能時代環保科技有限公司) (“Party B”), Sichuan Tianyi Science & Technology Co., Ltd. (四川天一科技股份有限公司) (“Party D”), Chengdu Huaqi Houpu Holding Co., Ltd. (成都華氣厚普機電設備股份有限公司) (“Party E”), Chengdu Bus Co., Ltd. (成都客車股份有限公司) (“Party F”) and Shanghai Pujiang Specialty Gases Co., Ltd. (上海浦江特種氣體有限公司) (“Party G”) on 15 December 2016. In order to accelerate the demonstration and promotion of HCNG (hydrogen enriched compressed natural gas) vehicles, facilitate the energy saving of vehicles, achieve ultra-low emission (Phase 6 National Emission Standards), and fully capitalize on the respective advantages of resources of the seven parties in the overall cooperation, channel integration and resources sharing of HCNG (hydrogen enriched compressed natural gas) vehicles project, all parties have agreed to establish strategic cooperation relationship in respect of the HCNG hybrid vehicles project in order to facilitate the development of HCNG vehicles business.

II. BASIC INFORMATION ON THE STRATEGIC PARTNERS

Party A: State Key Laboratory of Automotive Safety and Energy of Tsinghua University (清華大學汽車安全與節能國家重點實驗室)

The laboratory is one of the 75 state key laboratories constructed by SDPC with loans from the World Bank. It is established in reliance on Tsinghua University and covers two national key disciplines, namely automotive engineering and power machinery and engineering. Since its establishment, the laboratory has been focusing on three main issues of automobile, which are “safety, energy-saving and environmental protection”, as well as major demands of national economic development, targeting at international frontiers, achieving national target, locating common technologies of automobile industry, basic theories of multi-disciplinary research of automobile and engineering and basic problems of macro-development of automobile, dedicating to the research and development of green and smart eco-cars. It has formed its advantageous field of research and own characteristics. Meanwhile, it proactively carries out extensive and in-depth academic exchange and cooperation with would-renowned universities, research centers and automobile companies to establish scientific research bases generally leading in China with some in international advanced level, which serve as a national public scientific research platform for cross-region and cross-discipline integrated innovative research.

Party B: Beijing Hydrogen Era Environmental Technology Company Limited (北京氫能時代環保科技有限公司)

Type: limited liability company (sole proprietorship of natural person)

Scope of operation: Technology promotion services; technology development, technology transfer and technology consultation. (Enterprises shall select operating items and operate autonomously according to law; items that shall be approved according to law can be operated upon approval of relevant departments; enterprises shall not engage in operations prohibited by industrial policies and restricted items in this city.)

Party D: Sichuan Tianyi Science & Technology Co., Ltd. (四川天一科技股份有限公司)

Type: other joint-stock limited company (listed)

Scope of operation: research, development, production (operate through separate branches or operating premises), sales, technical services, relevant engineering design and contracting of carbon-1 chemical technology and catalyst, pressure swing adsorption separation technology and installation, industrial specialty valves, synthetic linalool, fine chemical products (vitamin E) (which do not contain medicines), industrial gases (the operation of hazardous chemicals is within the scope of operation approved by for Hazardous Chemicals Operation License); cylinder inspection; engineering consulting services (except otherwise specified by the state (projects involving certification of qualification are operated with qualified licenses); services involving certification of qualification are operated with qualified licenses); export business of self-produced products and technologies; import business of raw and auxiliary materials,

instruments and apparatuses, machinery and equipment, spare parts and technologies required for production (except those import and export goods and technologies restricted and prohibited by the state); material processing and “three forms of OEM and compensation trade”. Projects which are subject to pre-approval or permission as required by laws, regulations and the State Council are not included above.

Party E: Chengdu Huaqi Houpu Holding Co., Ltd. (成都華氣厚普機電設備股份有限公司)

Type: joint-stock limited company (listed, invested or controlled by natural person)

Scope of operation: design, development, manufacturing, sales, leasing, repair and technological services of equipment's of compressed and liquefied natural gas filling stations (except for those prohibited by national laws and regulations); sales, installation and relevant technical services of software and hardware of computers; mechanical products, chemicals (which do not contain hazardous materials), electricals (except otherwise specified by the state), production, sales and technical services of office equipment and stationery; fire-fighting equipment engineering, electrical and mechanical equipment installation works, chemical and oil equipment and pipeline installation works (the above items are operated with qualified licenses); export and import of goods, export and import of technology; design and consultation of ship and ship engineering (which is operated with qualified licenses); (For items subject to approval pursuant to laws, operation could only be commenced upon approval by relevant authorities).

Party F: Chengdu Bus Co., Ltd. (成都客車股份有限公司)

Type: other joint-stock limited company (non-listed)

Scope of operation: manufacturing, installation, repair, sales of buses, special buses and vehicle components; export and import of goods. (For items subject to approval pursuant to laws, operation could only be commenced upon approval by relevant authorities).

Party G: Shanghai Pujiang Specialty Gases Co., Ltd. (上海浦江特種氣體有限公司)

Type: limited liability company (domestic joint venture)

Scope of operation: sales of chemical products (see the hazardous chemical operation license for the scope), pressure vessels, gas equipment, instruments and apparatuses, metal materials and products, hardware and electrical equipment, corporate management consultation, and export and import of goods and export and import of technology. (For items subject to approval pursuant to laws, operation could only be commenced upon approval by relevant authorities)

III. MAIN CONTENT OF THE FRAMEWORK AGREEMENT

(I) Main content of cooperation

The seven partners commenced cooperation in respect of overall cooperation, channel integration, sharing of resources and other aspects of the HCNG vehicle project by capitalizing their advantages. Specific division of labor is as follows: Party A: HCNG patents and technology application; Party B: promotion of HCNG technology and overall technology for HCNG vehicles and commercial demonstration work for whole industry chain; Party C: hydrogen purification and production installation and supply of source of hydrogen; Party D: technologies for massive hydrogen production by pressure swing adsorption and hydrogen production by coke oven gas; Party E: hydroforming machinery and hydrogen refueling station equipment, and relevant complementary market; Party F: research and development of HCNG buses and production of HCNG vehicles; Party G: transport of hydrogen and HCNG and operation of refueling stations.

(II) Rights and obligations of the parties

Based on the current progress of the project, the current rights and obligations of the parties shall form strategic cooperation framework supplementary agreement, cooperation agreements/contracts between each party, cooperation agreements/contracts among parties, bilateral cooperation agreements/contracts formed between individual units.

(III) Confidentiality

1. Each party shall keep the trade secrets of other parties obtained through business connections and other channels as strictly confidential, and shall not disclose to any other party without prior consent in writing by the relevant parties.
2. Save for the work required by this Agreement, without prior consent, use and replication of technical information, commercial information and other information of other parties shall be prohibited.

(IV) This Agreement shall come into force upon signature and seal of the parties. This Agreement shall be valid for three years from 15 December 2016 to 14 December 2019. This Agreement shall be automatically renewed for three years as mutually agreed if each party is satisfied with the cooperation.

IV. IMPACT OF THE STRATEGIC COOPERATION AGREEMENT ON THE COMPANY

1. Since this strategic cooperation agreement did not involve definite transaction amount, the impact on results of operation of the Company cannot be estimated at the moment.
2. The Company commenced cooperation with the cooperating parties for the HCNG (hydrogen-enriched compressed natural gas) vehicle project through this strategic cooperation, promoting the development of the above business together. Meanwhile, the cooperating parties achieve synergy effects, fully integrate their own resources and quality resources of the industry, and promote HCNG (hydrogen-enriched compressed natural gas) hybrid vehicles, which is in line with the development strategy of hydrogen resources industry chain application of the Company.

By Order of the Board
China First Chemical Holdings Limited
Liem Djiang Hwa
Chairman

16 December 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

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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的有限公司)

(股份代號：2121)

自願性公告

有關本公司全資附屬公司四川岷江雪鹽化有限公司與清華大學汽車安全與節能國家重點實驗室、北京氫能時代環保科技有限公司、四川天一科技股份有限公司、成都華氣厚普機電設備股份有限公司、成都客車股份有限公司、上海浦江特種氣體有限公司訂立《戰略合作框架協議》之自願性公告

本自願性公告乃由一化控股(中國)有限公司(「本公司」，連同其全資附屬公司統稱「本集團」)作出，以向本公司股東及潛在投資者提供本集團近期發展的最新資料。

董事會欣然宣佈於二零一六年十二月十五日，本公司全資附屬公司四川岷江雪鹽化有限公司(以下簡稱「岷江雪」或「丙方」)與清華大學汽車安全與節能國家重點實驗室(以下簡稱「甲方」)、北京氫能時代環保科技有限公司(以下簡稱「乙方」)、四川天一科技股份有限公司(以下簡稱「丁方」)、成都華氣厚普機電設備股份有限公司(以下簡稱「戊方」)、成都客車股份有限公司(以下簡稱「己方」)、上海浦江特種氣體有限公司(以下簡稱「庚方」)訂立《戰略合作框架協議》，一致同意在HCNG(天然氣摻氫)混合燃料汽車項目建立戰略合作關係，促進HCNG燃料汽車業務發展。

一、戰略合作情況簡述

- 1、鑒於已開始在全國範圍內開展HCNG(天然氣摻氫)燃料汽車示範推廣，促進汽車節能、實現超低排放(國六排放)。在示範階段，將由工信部、國家發改委(國家能源局)、環保部等部門牽頭，選擇成都等具備條件的城市(或地區)開展HCNG(天然氣摻氫)燃料公交汽車、HCNG燃料加氣站示範運行，並出臺相應的扶持政策(包括配套資金)，建立和完善HCNG燃料汽車相關標準，為大規模推廣應用積累經驗；在成功示範運行的基礎上，在全國推廣普及HCNG(天然氣摻氫)混合燃料汽車。

本公司全資附屬公司四川岷江雪鹽化有限公司(以下簡稱「岷江雪」或「丙方」)與清華大學汽車安全與節能國家重點實驗室(以下簡稱「甲方」)、北京氫能時代環保科技有限公司(以下簡稱「乙方」)、四川天一科技股份有限公司(以下簡稱「丁方」)、成都華氣厚普機電設備股份有限公司(以下簡稱「戊方」)、成都客車股份有限公司(以下簡稱「己方」)、上海浦江特種氣體有限公司(以下簡稱「庚方」)本著誠實信用、平等互利、共同發展的原則，於2016年12月15日簽訂了《戰略合作框架協議》，七方為了加快HCNG(天然氣摻氫)燃料汽車示範推廣，促進汽車節能、實現超低排放(國六排放)。在就HCNG(天然氣摻氫)汽車項目整體合作、渠道整合、資源共享等方面，充分發揮合作各方在各自領域的資源優勢，一致同意在HCNG混合燃料汽車項目建立戰略合作關係，促進HCNG燃料汽車業務的發展。

二、戰略合作方的基本情況

甲方：清華大學汽車安全與節能國家重點實驗室

該實驗室是國家計委利用世行貸款建設的75個國家重點實驗室之一。實驗室依託清華大學，涵蓋車輛工程、動力機械及工程兩個國家重點學科。自創建以來，實驗室圍繞汽車的「安全、節能、環保」三大主題以及我國國民經濟發展中的重大需求，瞄準國際前沿、國家目標，定位於汽車工業共性關鍵基礎技術、汽車工程交叉學科基礎理論、汽車領域宏觀發展基本問題，致力於綠色化、智能化的生態汽車的研究與發展，已經形成了自己的優勢研究領域和特色。同時積極開展與世界著名大學、研究院所、汽車公司的廣泛深入的學術交流與合作，形成了具有總體國內領先和部分國際先進水平的科研基地，在跨地區、跨學科集成創新研究中發揮了國家公共科研基礎平台作用。

乙方：北京氫能時代環保科技有限公司

類型：有限責任公司(自然人獨資)

經營範圍：技術推廣服務；技術開發、技術轉讓、技術諮詢。(企業依法自主選擇經營項目，開展經營活動；依法須經批准的項目，經相關部門批准後依批准的內容開展經營活動；不得從事本市產業政策禁止和限制類項目的經營活動。)

丁方：四川天一科技股份有限公司

類型：其他股份有限公司(上市)

經營範圍：碳一化學技術及催化劑、變壓吸附氣體分離技術及裝置、工業特種閥門、合成芳樟醇、維生素E系列精細化工產品(不含藥品)、工業氣體(經營危險化學品按危險化學品經營許可證核定的經營範圍從事經營)的研製、開發、生產(工業行業另設分支機構經營或另擇經營場地經營)、銷售、技術服務及相關的工程設計與工程承包；氣瓶檢驗；工程諮詢服務(國家有專項規定的除外(涉及資質許可的項目憑資質許可證經營)；涉及資質許可的憑資質許可證經營)；經營本企業自產產品及技術的出口業務；經營本企業生產所需的原輔材料、儀器儀錶、機械設備、零配件及技術的進口業務(國家限定公司經

營和國家禁止進出口商品及技術除外)；經營進料加工和「三來一補」業務。以上經營項目不含法律、法規和國務院決定需要前置審批或許可的項目。

戊方：成都華氣厚普機電設備股份有限公司

類型：股份有限公司(上市、自然人投資或控股)

經營範圍：壓縮、液化天然氣加氣站設備的設計、開發、製造、銷售、租賃、維修及技術服務(國家法律、法規禁止的除外)；計算機軟硬件的銷售、安裝及相關技術服務；機電產品、化工產品(不含危險品)、電子產品(國家有專項規定的除外)、辦公設備及文體用品的生產、銷售及技術服務；消防設施工程、機電設備安裝工程、化工石油設備管道安裝工程(以上項目憑資質證書從事經營)；貨物進出口、技術進出口；船舶及船舶工程設計、諮詢(憑資質證書經營)；(依法須經批准的項目，經相關部門批准後方可經營)。

己方：成都客車股份有限公司

類型：其他股份有限公司(非上市)

經營範圍：製造、裝配、修理、銷售客車、特種客車及汽車零部件；貨物進出口。(依法須經批准的項目，經相關部門批准後方可開展經營活動)。

庚方：上海浦江特種氣體有限公司

類型：有限責任公司(國內合資)

經營範圍：化工產品(範圍詳見危險化學品經營許可證)，壓力容器、氣體設備、儀器儀錶、金屬材料及製品、五金交電的銷售，企業管理諮詢，從事貨物進出口及技術進出口業務。(依法須經批准的項目，經相關部門批准後方可開展經營活動)

三、框架協議的主要內容

(一) 主要合作內容

合作七方通過發揮各方優勢在HCNG汽車項目整體合作、渠道整合、資源共享等方面展開合作。具體分工如下：甲方：天然氣摻氫專利及技術應用；乙方：推進HCNG技術與HCNG汽車的整體技術和全產業鏈商用示範工程；丙方：氫氣提純生產裝置和氫源的供給；丁方：大型變壓吸附制氫、焦爐氣制氫氣技術；戊方：加氫機及加氫站成套設備，以及相應的配套市場；己方：HCNG客車研發及HCNG汽車生產；庚方：氫及HCNG的運輸和加注站的運營。

(二) 各方的權利和義務

基於目前項目的推進情況，目前各方的權利和義務將在後續形成戰略合作框架協議補充版、各方合作協議／合同、多方合作協議／合同、在獨立單元形成雙方合作協議／合同。

(三) 保密

- 1、各方應對其通過工作接觸和通過其他渠道得知的有關對方商業秘密嚴格保密，未經對方事先書面同意，不得向外界披露。
- 2、除本協議規定工作所需外，未經事先同意，不得擅自使用、複製對方的技術資料、商業信息及其他資料。

(四) 本協議經各方簽字蓋章後生效。本協議有效期三年，自2016年12月15日起至2019年12月14日止。如果各方對於彼此之間的合作感到滿意，經雙方同意則本協議將自動續延三年。

四、戰略合作協議對公司的影響

- 1、本次簽署的戰略合作協議，不涉及具體交易金額，暫無法預計對公司經營業績造成的影響。
- 2、通過本次戰略合作，公司將與合作方在HCNG(天然氣摻氫)汽車項目展開合作，共同致力於推動上述業務的發展。同時，合作各方發揮協同效應，充分整合自身及業界優質產業資源，共同在全國推廣普及HCNG(天然氣摻氫)混合燃料汽車，符合公司氫氣能源產業鏈應用的發展戰略。

特此公告。

承董事會命
一化控股(中國)有限公司
主席
林強華

二零一六年十二月十六日

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