

This announcement is for information purposes only and does not constitute an offer or an invitation by any person to acquire, purchase or subscribe for the Shares. Potential investors should read the prospectus of M&G Chemicals (the “Company”) dated November 29, 2013 (the “Prospectus”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

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Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.



M&G Chemicals **M&G化工***

(incorporated under the laws of the Grand Duchy of Luxembourg with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 2,353,060,000 Offer Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 235,308,000 Offer Shares (subject to adjustment and reallocation)
Number of International Offer Shares	: 2,117,752,000 Offer Shares (subject to adjustment, reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$1.95 per Offer Share payable in full on application subject to refund on final pricing, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Nominal value	: €0.10
Stock code	: 1040

Sole Sponsor, Bookrunner and Lead Manager



Senior Co-Lead Managers



** For identification purpose only*

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) in issue, Offer Shares to be issued under the Global Offering and any Shares which may be issued upon the exercise of any options that have been granted under the Pre-IPO Share Option Scheme. The Global Offering comprises (a) the Hong Kong Public Offer of initially 235,308,000 new Shares (subject to adjustment and reallocation) and (b) the International Offer of initially 2,117,752,000 new Shares (subject to adjustment, reallocation and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offer and the International Offer is subject to adjustment as stated in the section headed “Structure of the Global Offering” in the Prospectus. If the Stock Exchange grants the listing of, and permission to deal in, our Shares and we comply with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. In connection with the Global Offering, it is expected that the Selling Shareholder will grant the Over-allotment Option to the International Purchasers, exercisable by the Sole Global Coordinator on behalf of the International Purchasers, to require the Selling Shareholder to sell up to 352,958,000 additional Shares, representing approximately 15% of the initial Offer Shares, at the same price per Share under the International Offer. In the event that the Over-allotment Option is exercised, an announcement will be made in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese), and on the website of the Company at www.mg-chemicals.com and the website of the Stock Exchange at www.hkexnews.hk.

The Offer Price will not be more than HK\$1.95 per Offer Share and is expected to be not less than HK\$1.65 per Offer Share. Applicants under the Hong Kong Public Offer are required to pay, on application, the maximum price of HK\$1.95 per Offer Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, equal to a total of HK\$3,939.32 for one board lot of 2,000 Shares, subject to refund if the Offer Price as finally determined is less than the Maximum Offer Price of HK\$1.95 per Offer Share.

Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish the Hong Kong Public Offer Shares to be allotted in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service at www.eipo.com.hk. Applicants who wish to have the Hong Kong Public Offer Shares allotted in the name of HKSCC Nominees and deposited directly into CCASS

for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, November 29, 2013 until 12:00 noon on Friday, December 6, 2013:

1. the following office of the Hong Kong Underwriter:

CITIC Securities Corporate Finance (HK) Limited 26/F, CITIC Tower, 1 Tim Mei Avenue
Central, Hong Kong

2. any of the branches of the following receiving bank:

Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No.6-12 Nam Ning Street, Aberdeen
	Shun Tak Centre Branch	Shop 294-295, 296 A&B, 2/F, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong
Kowloon	Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong, Kowloon
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
	Mei Foo Manhattan Branch	Shop Nos.07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen

	Branch Name	Address
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi
	New Town Plaza Branch	Shop 215, 222 & 223, Phase 1, New Town Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, November 29, 2013 until 12:00 noon on Friday, December 6, 2013 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and copies of the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Horsford Nominees Limited — M&G Chemicals Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

- Friday, November 29, 2013 - 9:00 a.m. to 5:00 p.m.
- Saturday, November 30, 2013 - 9:00 a.m. to 1:00 p.m.
- Monday, December 2, 2013 - 9:00 a.m. to 5:00 p.m.
- Tuesday, December 3, 2013 - 9:00 a.m. to 5:00 p.m.
- Wednesday, December 4, 2013 - 9:00 a.m. to 5:00 p.m.
- Thursday, December 5, 2013 - 9:00 a.m. to 5:00 p.m.
- Friday, December 6, 2013 - 9:00 a.m. to 12:00 noon

The application lists will open from 11:45 a.m. to 12:00 noon on Friday, December 6, 2013, the last application day or such later time as described in the section headed "How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Applications Lists" of the Prospectus.

Applicants submitting applications to the **White Form eIPO** Service Provider at www.eipo.com.hk (24 hours daily, except the last day of application) from 9:00 a.m. on Friday, November 29, 2013 until 11:30 a.m. on Friday, December 6, 2013, and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, December 6, 2013 or such later time as described in the section headed “How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, November 29, 2013 until 12:00 noon on Friday, December 6, 2013. The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, December 6, 2013, the last application day or such later time as described in the section headed “How to Apply for Hong Kong Public Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offer, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Public Offer Shares on Friday, December 13, 2013 in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the website of the Company at www.mg-chemicals.com and the website of the Stock Exchange at www.hkexnews.hk. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offer will be available through a variety of channels as specified in the section headed “How to Apply for Hong Kong Public Offer Shares — Publication of Results” in the Prospectus from Friday, December 13, 2013.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Monday, December 16, 2013 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Monday, December 16, 2013.

Dealing in the Shares on the Stock Exchange is expected to commence on Monday, December 16, 2013. The Shares will be traded in board lots of 2,000 Shares. The stock code of the Company is 1040.

By order of the Board
M&G Chemicals
Marco Ghisolfi
Chairman

Hong Kong, November 29, 2013.

As of the date of this announcement, the executive Directors are Marco Ghisolfi, Marco Toselli, Evert-Jan W. van der Slobe, Mario Barbieri, Fredrick John Fournier and Massimo Martinetto; and the independent non-executive Directors are William John Long Jr., Guido Croci and Rupert William Nicholl.