

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated June 9, 2014 (the “**Prospectus**”) issued by Tianhe Chemicals Group Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, Morgan Stanley Asia Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

# TIANHE CHEMICALS GROUP LIMITED

天合化工集團有限公司

*(Incorporated in the British Virgin Islands with limited liability)*

## GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 2,817,264,000 Shares (comprising 2,043,000,000 New Shares and 774,264,000 Sale Shares, subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 281,728,000 Shares (subject to adjustment)
- Number of International Offer Shares** : 2,535,536,000 Shares (comprising 1,761,272,000 New Shares and 774,264,000 Sale Shares, subject to adjustment and the Over-allotment Option)
- Maximum Offer Price** : HK\$2.25 per Offer Share, plus brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value** : US\$0.000001 per Share
- Stock code** : 1619

### *Joint Sponsors*

Morgan Stanley  UBS **BofA Merrill Lynch**

### *Joint Global Coordinators*

Morgan Stanley  UBS **BofA Merrill Lynch** Goldman Sachs

### *Joint Bookrunners and Joint Lead Managers*

Morgan Stanley  UBS **BofA Merrill Lynch** Goldman Sachs  BOC INTERNATIONAL ICBC  工銀国际  Investec

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering and any additional Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme. Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, June 20, 2014, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. on Friday, June 20, 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.tianhechem.com](http://www.tianhechem.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of 281,728,000 New Shares (subject to adjustment) representing approximately 10% of the total number of Offer Shares under the Global Offering, and the International Offering of an aggregate of 2,535,536,000 Shares (comprising 1,761,272,000 New Shares and 774,264,000 Sale Shares, subject to adjustment and the Over-allotment Option) representing approximately 90% of the total number of Offer Shares under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.25 per Offer Share and is currently expected to be not less than HK\$1.75 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.25 per Offer Share together with brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.25 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered 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 Monday, June 9, 2014, until 12:00 noon on Thursday, June 12, 2014 from:

1. the following addresses of the Hong Kong Underwriters:

Morgan Stanley Asia Limited	Level 46, International Commerce Centre 1 Austin Road West, Kowloon, Hong Kong
UBS AG, Hong Kong Branch	52/F, Two International Finance Centre 8 Finance Street, Central, Hong Kong
Merrill Lynch Far East Limited	15/F, Citibank Tower, 3 Garden Road Central, Hong Kong
Goldman Sachs (Asia) L.L.C.	68/F, Cheung Kong Center 2 Queen's Road Central Central, Hong Kong
BOCI Asia Limited	26/F, Bank of China Tower 1 Garden Road, Central, Hong Kong
ICBC International Securities Limited	37/F, ICBC Tower, 3 Garden Road Hong Kong
Investec Capital Asia Limited	Suite 3609, 36th Floor Two International Finance Centre 8 Finance Street, Central, Hong Kong
First Shanghai Securities Limited	1905 Wing On House 71 Des Voeux Road Central Hong Kong
Pacific Foundation Securities Limited	11/F New World Tower II 16–18 Queen's Road Central Hong Kong

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

**Bank of China (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Wan Chai (Wu Chung House) Branch	213 Queen's Road East, Wan Chai
	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
Kowloon	Metro City Branch	Shop 209, Level 2, Metro City, Phase 1, Tseung Kwan O
	Mei Foo Mount Sterling Mall Branch	Shop N47-49 Mount Sterling Mall, Mei Foo Sun Chuen
	Mong Kok Branch	589 Nathan Road, Mong Kok
New Territories	Kau Yuk Road Branch	18-24 Kau Yuk Road, Yuen Long
	Sheung Shui Branch	136 San Fung Avenue, Sheung Shui
	Securities Services Centre	

**Industrial and Commercial Bank of China (Asia) Limited**

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Central Branch	1/F, 9 Queen's Road Central
	Hennessy Road Branch	Shop 2A, G/F & Basement, Cameron Commercial Centre, 468 Hennessy Road, Causeway Bay
	North Point Branch	G/F, 436-438 King's Road, North Point
Kowloon	Hung Hom Branch	Shop 2A, G/F, Hung Hom Shopping Mall, 2-34E Tak Man Street, Hung Hom
	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui
	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong
New Territories	Shatin Branch	Shop 22J, Level 3, Shatin Centre
	Tsuen Wan Castle Peak Road Branch	G/F, 423-427 Castle Peak Road Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, June 9, 2014 until 12:00 noon on Thursday, June 12, 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited — Tianhe Chemicals Public Offer" attached, should be deposited in the special collection boxes provided at any of the branches of the receiving banks referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Monday, June 9, 2014 until 11:30 a.m. on Thursday, June 12, 2014 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, June 9, 2014 until 12:00 noon on Thursday, June 12, 2014.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for the Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Global Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on our website ([www.tianhechem.com](http://www.tianhechem.com)) on Thursday, June 19, 2014. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, June 19, 2014 as described in the section "How to Apply for the Hong Kong Offer Shares — 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, June 20, 2014 provided that the Global Offering has become unconditional and the right of termination described in the section "Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination" in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, June 20, 2014. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1619.

By order of the Board of Directors  
**Tianhe Chemicals Group Limited**  
**Wei Qi**  
Chairman

Hong Kong, June 9, 2014

*As at the date of this announcement, the Board of Directors of the Company comprises Wei Qi, Wei Xuan, Joseph Lee and Jiang Po, as executive Directors; Homer Sun, as non-executive Director; Loke Yu (alias Loke Hoi Lam), Chan Kin Sang and Xu Xiaodong, as independent non-executive Directors.*

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*