

This announcement is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Potential investors should read the prospectus dated November 29, 2011 (the “Prospectus”) issued by China First Chemical Holdings Limited (the “Company”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares being offered.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) 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.

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus may be obtained from the company making the offer or the selling security holder and will contain detailed information about the company and its management and financial statements. No public offer of securities is to be made by the Company in the United States.

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



CHINA FIRST CHEMICAL HOLDINGS LIMITED

一化控股(中國)有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares** : 200,000,000 Shares
(subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 20,000,000 Shares (subject to adjustment)
- Number of International Offer Shares** : 180,000,000 Shares (subject to adjustment and the Over-allotment Option)
- Maximum Offer Price** : not more than HK\$3.25 per Offer Share payable in full on application subject to refund on final pricing, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%
- Nominal Value** : HK\$0.10 per Share
- Stock Code** : 2121

Sole Global Coordinator and Sole Sponsor

MorganStanley

Joint Bookrunners and Joint Lead Managers

MorganStanley



Application has been made to the Stock Exchange for listing of, and permission to deal in, the Shares of the Company, comprising: (a) the Hong Kong Public Offering of 20,000,000 Shares (subject to adjustment) in Hong Kong and (b) the International Offering of 180,000,000 Shares (subject to adjustment and the Over-allotment Option) in the United States with Qualified Institutional Buyers in reliance on Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act, and outside the United States in reliance on Regulation S, representing 10% and 90%, respectively, of the total number of Shares initially being offered in the Global Offering. It is expected that dealings in the Shares on the Stock Exchange are expected to commence on Friday, December 9, 2011. In any event if the Over-allotment Option is exercised, an announcement will be made available at the websites of the Company (www.chinafirstchemical.com) and the Stock Exchange (www.hkexnews.hk).

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

Applicants who wish the Hong Kong Offer Shares to be allotted in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) apply online through the designated website of the **HK eIPO White Form** Service Provider at **www.hkeipo.hk**. Applicants who wish to have the Hong Kong Offer Shares allotted in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, November 29, 2011 until 12:00 noon on Friday, December 2, 2011, from:

1. Morgan Stanley Asia Limited
46/F, International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong
2. CCB International Capital Limited
34/F, Two Pacific Place
88 Queensway
Admiralty
Hong Kong
3. ABCI Securities Company Limited
Room 701,
7/F One Pacific Place
88 Queensway
Hong Kong
4. any of the following branches of:

Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4–4A, Des Voeux Road Central, Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F, Lee Wing Building, No. 156–162 Hennessy Road, Wanchai

	Branch Name	Address
Kowloon	Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong, Kowloon
	Hung Hom Comm. Centre Branch	Shop 33–37, G/F, Hunghom Commercial Centre, 37–39 Ma Tau Wei Road, Hunghom, Kowloon
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Tai Po Branch	23 & 25 Kwong Fuk Road, Tai Po Market, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, November 29, 2011 until 12:00 noon on Friday, December 2, 2011 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or from your stock broker.

Applicants may apply online through the designated website **www.hkeipo.hk** of **HK eIPO White Form** Service Provider from 9:00 a.m. on Tuesday, November 29, 2011 until 11:30 a.m. on Friday, December 2, 2011 (24 hours daily, except the last day of application or such later time as described in the paragraph headed “How to apply for Hong Kong Offer Shares — When to apply for the Hong Kong Offer Shares — Effect of bad weather conditions on the opening of the application lists” in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, November 29, 2011 until 12:00 noon on Friday, December 2, 2011.

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

The final Offer Price will be announced on Thursday, December 8, 2011, and the basis of allotment of Hong Kong Offer Shares will be published on Thursday, December 8, 2011 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and posted on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.chinafirstchemical.com**). Results of allocations in the Hong Kong Public Offering (with successful applicants’ identification document number, where appropriate) will be available through a variety of channels from Thursday, December 8, 2011. The Company will not issue temporary documents of title. No receipt will be issued for monies paid on application. Assuming Hong Kong Public Offering becomes unconditional at 8:00 a.m. on or before 9 December 2011, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday,

9 December 2011. The Shares will be traded in board lots of 1,000 each and the stock code will be 2121.

By order of the Board
China First Chemical Holdings Limited
Mr. Liem Djiang Hwa
Chairman

Hong Kong, November 29, 2011

As of the date of this announcement, the executive Directors are Mr. Chen Hong, Ms. Miao Fei and Mr. Lam Wai Wah, the non-executive Director is Mr. Liem Djiang Hwa and the independent non-executive Directors are Mr. Chen Xiao, Mr. Kou Huizhong and Mr. Li Junfa.

*Please also refer to the published version of this announcement in **South China Morning Post**.*