CHEMFIRST INC
Form DEFA14A
July 25, 2002

<pre>
                            SCHEDULE 14A

                           (Rule 14a-101)

               INFORMATION REQUIRED IN PROXY STATEMENT

                       SCHEDULE 14A INFORMATION

        Proxy Statement Pursuant to Section 14(a) of the Securities
              Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  [x]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ]  Preliminary Proxy Statement            [ ]  Confidential, For Use of
                                            the Commission Only (as
[ ]  Definitive Proxy Statement             permitted by Rule 14a-6(e)(2))
[ ]  Definitive Additional Materials
[x]  Soliciting Material Under Rule 14a-12


                           ChemFirst Inc.
                        -------------------
              (Name of Registrant as Specified in Its Charter)


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    (Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):
[x]  No fee required.

[ ]  Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and
     0-11.

     (1) Title of each class of securities to which transaction applies:
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     (2) Aggregate number of securities to which transaction applies:
------------------------------------------------------------------------------

     (3) Per unit price or other underlying value of transaction computed
     pursuant to Exchange Act Rule 0-11 (Set forth amount on which the
     filing fee is calculated and state how it was determined):
------------------------------------------------------------------------------

     (4) Proposed maximum aggregate value of transaction:
------------------------------------------------------------------------------

     (5) Total fee paid:
------------------------------------------------------------------------------

[ ] Fee paid previously with preliminary materials:
------------------------------------------------------------------------------

[ ] Check box if any part of the fee is offset as provided by Exchange Act
</pre>

Rule 0-11(a)(2) and identify the filing for which the offsetting fee was
paid previously. Identify the previous filing by registration statement
number, or the Form or Schedule and the date of its filing.

    (1) Amount Previously Paid:
--------------------------------------------------------------------------------

    (2) Form, Schedule or Registration Statement No.:
--------------------------------------------------------------------------------

    (3) Filing Party:
--------------------------------------------------------------------------------

    (4) Date Filed:
--------------------------------------------------------------------------------


In connection with the transaction discussed in the following slides,
ChemFirst Inc. intends to file a proxy statement with the Securities and
Exchange Commission. Security holders are urged to read the proxy statement
when it becomes available because it will contain important information.
Security holders may obtain a free copy of the proxy statement when it
becomes available, as well as other materials filed with the Securities and
Exchange Commission concerning ChemFirst, at the Securities and Exchange
Commission's web site at http://www.sec.gov. Security holders of ChemFirst
Inc. may also obtain for free the proxy statement filed by ChemFirst Inc.
with the Securities and Exchange Commission in connection with the
transaction by directing a request to ChemFirst Inc., Attention: Investor
Relations Department, P.O. Box 1249, Jackson, MS 39215-1249, (601)
949-0213.

ChemFirst Inc. and its directors and executive officers may be deemed to be
participants in the solicitation of proxies from ChemFirst shareholders
with respect to the transaction. Information regarding these directors and
executive officers and their ownership of ChemFirst common stock is
contained in ChemFirst Inc.'s proxy statement on Schedule 14A, filed with
the Securities and Exchange Commission on March 25, 2002, in connection
with the 2002 annual meeting ChemFirst shareholders. Investors may obtain
additional information regarding the interests of such participants by
reading the proxy statement regarding the transaction when it becomes
available.

                                                                        1


ChemFirst Overview

ChemFirst is a leading producer of electronic and other specialty chemicals
and is a major producer of polyurethane chemicals with 2001 sales of $278MM
and 486 employees.


|  | ChemFirst Electronic Materials (formerly Triquest) | EKC Technologies | First Chemical Corporation |
|---|---|---|---|
| Products | Semiconductor photoresist polymers | Stippers & Removers CMP | Aniline Nitrotoluenes & Derivatives |

| Principal Segments | Photoresists | Electronic materials for semiconductors, flat panel displays, MPU and DRAM | MDI (foams, fillers, sealants) |
|---|---|---|---|
| 2001 Revenues | $86M | | $192M |
| 2001 EBITDA | $7M | | $43M |

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STRATEGIC FIT:
Provides a high growth Electronic Technologies opportunity while Aniline
adds immediate earnings.

Electronic Technologies Strategic Fit
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Aniline Strategic Fit
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o   Create stronger base in high
    growth semiconductor chip
    fabrication business.

o   Become a leader in current
    generation of advanced
    photoresist polymers – enhance
    DuPont's next generation
    capabilities.

o   Provide greater CMP scale.
    Protentially complements
    current DuPont–Air Products
    Nanomaterials JV.

o   Provides a leading position in
    strippers & removers, as well
    as market access for DuPont
    technologies.

o   Aniline adds attractive
    earnings from day one.
    Complements high future
    growth from electronic
    technologies.

o   MDI is growing at 2X GDP
    driven by polyurethane
    replacing wood and metal in
    construction.

o   Acquisition provides
    step-change growth &
    diversifies customer base.

o   DuPont has the functional
    capabilities to deliver
    technology, operations, and
    supply chain synergies.

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ChemFirst Electronic Technologies – Segments Served

ChemFirst Elec. Materials

Develops and markets 248nm                    [GRAPHIC OMITTED]

photoresist polymers for
semiconductor manufacturing.

                Segment Size

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                    2001        CAGR
                    ----        ----


IC Photoresists
   - Standard      $0.7B         8%
   - Advanced      $0.1B        13%
```

EKC Technologies

Removers/Strippers -- Develops and markets photoresist and etch residue
removers for semiconductor manufacturing.

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                        Segment Size
                          2001        CAGR
                          ----        -----
Strippers/Removers        $0.3B        14%
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CMP -- Develops and markets Chemical Mechanical Planarization slurries
for semiconductor manufacturing.

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                        Segment Size
                          2001        CAGR
                          ----        ----
Chem Mech Planar.         $0.3B        20%+
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ChemFirst Electronic Materials Businesses
(Strong IC Fabrication Materials Position)

| ChemFirst Elec. Materials | EKC Removers | EKC CMP |
| --- | --- | --- |
| o Growth Drivers<br>  - Commercial technology to enable smaller linewidth semi-conductor devices<br>  - Enhance DuPont's 157nm photoresist technology | o Growth Drivers<br>  - Increased number of metal interconnect layers<br>  - Silicon wafer growth<br>  - Expand DuPont Tech | o Growth Drivers<br>  - Shrinking linewidths<br>  - Increased number of metal layers<br>  - Relationship with DANM JV |
| o Position<br>  - Leading global position in 248nm DUV photoresist polymers | o Position<br>  - A leader in US, Europe and Pac Rim | o Position<br>  - Positioned for strong growth with STI, tungsten, and copper slurries |