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SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

ANNOUNCEMENT

POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 19 DECEMBER 2019

The Board is pleased to announce that all the resolutions proposed at the SGM held on 19 December 2019 were duly passed by the Independent Shareholders by way of poll.

Reference is made to (i) the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Sinofer Holdings Limited (the “**Company**”) both dated 26 November 2019, (ii) the supplemental circular (the “**First Supplemental Circular**”) and the supplemental notice (the “**First Supplemental Notice**”) of the SGM both dated 3 December 2019, and (iii) the second supplemental circular (the “**Second Supplemental Circular**”) and the second supplemental notice (the “**Second Supplemental Notice**”) of the SGM both dated 4 December 2019. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular, the First Supplemental Circular and the Second Supplemental Circular.

POLL RESULTS OF THE SGM

The board of directors of the Company (the “**Board**”) is pleased to announce that all the resolutions as set out in the Notice, the First Supplemental Notice and the Second Supplemental Notice were put to the SGM for voting by poll and were duly passed by the Independent Shareholders.

Tricor Secretaries Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of the resolutions proposed at the SGM are set out below:

RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast (percentage)
		FOR	AGAINST	
Ordinary resolutions				
1.	To approve the Fertilizer Co-operation Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters	1,702,330,415 (99.9994%)	10,000 (0.0006%)	1,702,340,415 (100%)
2.	To approve the Sulphur Import Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters	1,702,330,415 (99.9994%)	10,000 (0.0006%)	1,702,340,415 (100%)
Supplemental ordinary resolutions				
3.	To approve the Fertilizer Sale Framework Agreement (as defined and described in the First Supplemental Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters	1,702,330,415 (99.9994%)	10,000 (0.0006%)	1,702,340,415 (100%)
4.	To approve the Deposit Services under the Financial Services Framework Agreement (as defined and described in the Second Supplemental Circular), the maximum daily outstanding balance of the Deposit Services and associated matters	1,570,380,753 (92.2483%)	131,959,662 (7.7517%)	1,702,340,415 (100%)

As at the date of the SGM, the total number of Shares in issue was 7,024,455,733.

At the SGM, Sinochem Group and its associates, which held 3,698,660,874 Shares representing approximately 52.65% of the total number of Shares in issue as at the date of the SGM, abstained from voting on all the resolutions proposed at the SGM and the Shares held by them were not counted towards such resolutions. As a result, only Independent Shareholders holding a total of 3,325,794,859 Shares were entitled to attend and vote on the resolutions at the SGM. The intention of Sinochem Group and its associates to abstain from voting on the resolutions was stated in the Circular, the First Supplemental Circular and the Second Supplemental Circular.

No shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions proposed at the SGM.

As more than 50% of the votes were cast in favour of each resolution, all the resolutions were duly passed as ordinary resolutions. The full text of the resolutions was set out in the Notice, the First Supplemental Notice and the Second Supplemental Notice.

For and on behalf of the Board of
Sinofert Holdings Limited
Qin Hengde
Executive Director and Chief Executive Officer

Hong Kong, 19 December 2019

As at the date of this announcement, the executive directors of the Company are Mr. Qin Hengde (Chief Executive Officer) and Mr. Harry Yang; the non-executive director of the Company is Mr. Yang Lin; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Mr. Lu Xin and Mr. Tse Hau Yin, Aloysius.

* *For identification purposes only*