

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司 *

(Incorporated in Bermuda with limited liability)

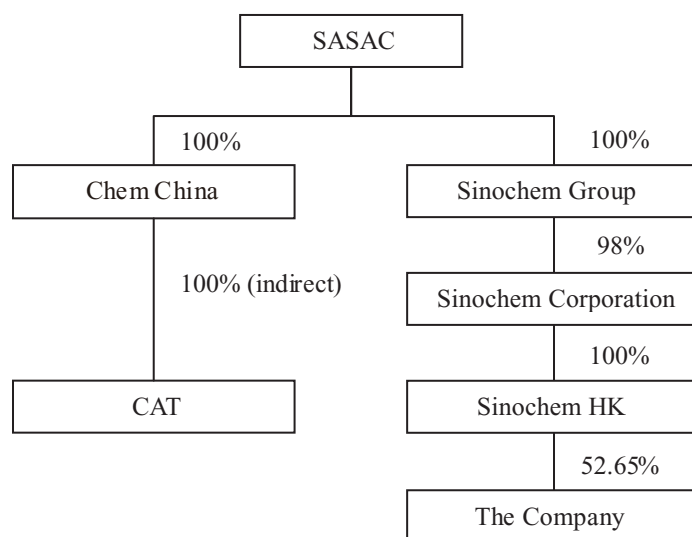
(Stock Code: 297)

**VOLUNTARY ANNOUNCEMENT:
CHANGE OF SHAREHOLDING IN THE COMPANY**

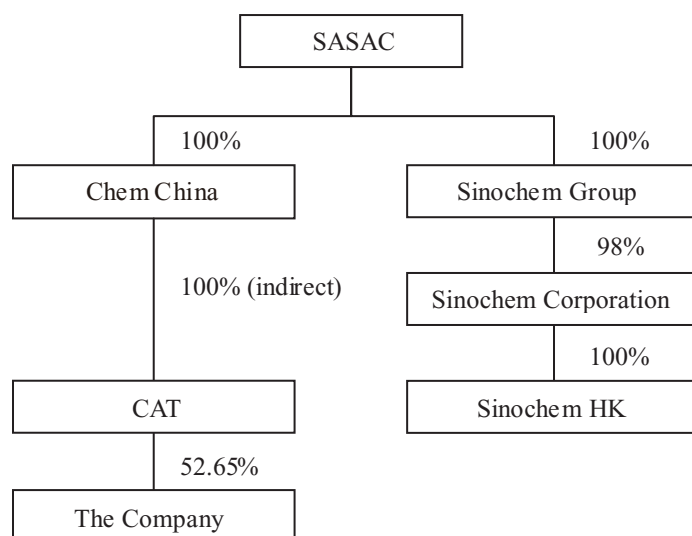
The Board wishes to inform the Shareholders that the Company has been informed by Sinochem HK, the Controlling Shareholder of the Company indirectly held as to 98% by Sinochem Group, a PRC wholly state-owned enterprise under the direct supervision and administration of SASAC that, Sinochem HK has entered into a Share Transfer Agreement with CAT on 5 January 2020, pursuant to which Sinochem HK has agreed to transfer 3,698,660,874 Shares held by it, representing approximately 52.65% of the total issued share capital of the Company to CAT or one or more of its affiliate(s), for an aggregate consideration of US\$1.

CAT is an indirect wholly-owned subsidiary of ChemChina, a PRC wholly state-owned chemical enterprise under the direct supervision and administration of SASAC. Following the completion of the Transfer, CAT (or its affiliate(s), as the case may be) will become the Controlling Shareholder of the Company.

The following diagram sets out the shareholding structure of the Company before the Transfer:



The following diagram sets out the shareholding structure of the Company after completion of the Transfer:



Note: According to the Certificate of Property Rights Registration by National Investments of PRC, the State-owned Assets Supervision and Administration Commission of the State Council will transfer the 10% shares in ChemChina it holds to the National Council for Social Security Fund; as of the date of this announcement, the corresponding company registration at relevant market regulation authorities for the above-mentioned transfer has not been completed yet.

IMPLICATIONS UNDER THE TAKEOVERS CODE

After completion of the Transfer, CAT (or its affiliate(s), as the case may be) is required to make a mandatory general offer for all the issued Shares of the Company (not already owned by CAT (or its affiliate(s), as the case may be) and parties acting in concert with it) under Rule 26 of the Takeovers Code, unless a waiver is granted by the Executive to dispense with such obligation. In connection with this, the ultimate parent company of CAT, ChemChina, acting through its wholly-owned subsidiary

CNAC (the holding company of CAT) has applied to, and has been granted by, the Executive a waiver from the obligation to make a mandatory general offer pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of directors of the Company
“CAT”	China Chemical (Shanghai) Agricultural Technology Corporation Ltd. (中化工(上海)農業科技股份有限公司), to be renamed as Syngenta Group Co., Ltd. (先正達集團股份有限公司), a joint stock limited company incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of ChemChina
“ChemChina”	China National Chemical Corporation Ltd. (中國化工集團有限公司), a limited liability company incorporated under the laws of the PRC
“CNAC”	China National Agrochemical Co., Ltd. (中國化工農化有限公司), a limited liability company incorporated under the laws of the PRC, a wholly-owned subsidiary of ChemChina and the holding company of CAT
“Company”	Sinofert Holdings Limited, a limited liability company incorporated under the laws of Bermuda, the Shares of which are listed on the Stock Exchange
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中國國務院國有資產監督管理委員會)

“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Transfer Agreement”	a share transfer agreement entered into by and between Sinochem HK and CAT on 5 January 2020
“Shareholder(s)”	shareholder(s) of the Company
“Sinochem Corporation”	Sinochem Corporation (中國中化股份有限公司), a joint stock limited company incorporated under the laws of the PRC
“Sinochem Group”	Sinochem Group Co., Ltd. (中國中化集團有限公司), a limited liability company incorporated under the laws of the PRC
“Sinochem HK”	Sinochem Hong Kong (Group) Company Limited, a limited liability company incorporated in Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Shares Buy-backs as amended from time to time and administered by the SFC
“Transfer”	the transfer by Sinochem HK of the 3,698,660,874 Shares held by it, for an aggregate consideration of US\$1, under the terms of the Share Transfer Agreement
“US\$”	United States dollars, the lawful currency of the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“%”	per cent

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

Hong Kong
5 January 2020

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