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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sinofert Holdings Limited (the “**Company**”) will be held at Library, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 17 June 2022 at 3:00 p.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2021.
2. To approve and declare a final dividend for the year ended 31 December 2021 to be paid out of the contributed surplus of the Company.
3. (A) To re-elect Mr. FENG Mingwei as an executive director of the Company.

(B) To re-elect Mr. Harry YANG as an executive director of the Company.

(C) To re-elect Mr. LU Xin as an independent non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the remuneration for all directors.
5. To re-appoint KPMG as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix their remuneration.

SPECIAL RESOLUTION

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix II to the circular of the Company dated 18 May 2022, be and are hereby approved;
- (b) the new bye-laws (the “**New Bye-laws**”), incorporating and consolidating all the Proposed Amendments and all previous amendments to the bye-laws and changes in names of the Company approved by the Company in compliance with the applicable laws, a copy of which is produced to the meeting, be and are hereby adopted, confirmed and approved as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of the meeting; and
- (c) any director of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Bye-laws.”

For and on behalf of the Board

QIN Hengde

Executive Directors and Chief Executive Officer

Hong Kong Special Administrative Region of the People’s Republic of China

18 May 2022

Notes:

- 1. At the annual general meeting, all resolutions put to the vote will be decided by way of poll pursuant to existing bye-law 66 of the Company.
- 2. For the purpose of determining shareholders’ entitlement to attend the annual general meeting, the register of members of the Company will be closed from 13 June 2022 to 17 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by not later than 4:30 p.m. on 10 June 2022.

For the purpose of determining shareholders’ entitlement to the final dividend, the register of members of the Company will be closed on 24 June 2022, on which date no transfer of shares will be registered. In order to qualify for the final dividend to be approved at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by not later than 4:30 p.m. on 23 June 2022.

3. A member who is the holder of two or more shares may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. In respect of resolution numbered 3 in this notice, the biographies of the directors proposed for re-election are set out in Appendix I to the circular of which this notice forms part.
7. In respect of resolution numbered 6 in this notice, details of the proposed amendments to the existing bye-laws of the Company and the full text of the new bye-laws are set out in Appendix II to the circular of which this notice forms part.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect or "extreme conditions" caused by super typhoon is announced by the Government of Hong Kong any time after 12:00 noon on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on the website of the Hong Kong Exchanges and Clearing Limited and website of the Company to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. QIN Hengde (Chief Executive Officer), Mr. FENG Mingwei and Mr. Harry YANG; the non-executive director of the Company is J. Erik FYRWALD (Chairman); and the independent non-executive directors of the Company are Mr. KO Ming Tung, Edward, Mr. LU Xin and Mr. TSE Hau Yin, Aloysius.