
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Sinofert Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
AMENDMENT TO THE BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Sinofert Holdings Limited to be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 19 June 2023 at 10:00 a.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend and vote at the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, 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. Completion and return of the form of proxy as instructed will not preclude you from subsequently attending and voting at the meeting or any adjourned meeting if you so wish.

25 May 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meaning:

“Annual General Meeting”	The annual general meeting of the Company to be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 19 June 2023 at 10:00 a.m., the notice of which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate to the Directors to buy back Shares not exceeding 10% of the aggregate nominal amount of Shares in issue as at the date of passing of the relevant resolution
“Bye-law(s)”	the bye-law(s) of the Company, as amended, modified or otherwise supplemented from time to time
“close associate(s)”	has the meaning ascribed to it in the Listing Rules
“Company”	Sinofert Holdings Limited, a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate to the Directors to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	18 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PCS Barbados”	PCS (Barbados) Investment Company Limited, a company incorporated in Barbados and a substantial shareholder of the Company
“PRC”	the People’s Republic of China, which for the purposes of this circular only, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Syngenta HK”	先正達集團(香港)控股有限公司 (Syngenta Group (HK) Holdings Company Limited), a limited liability company incorporated in Hong Kong and the immediate controlling shareholder of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“%”	per cent

LETTER FROM THE BOARD

SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

Executive Directors:

MA Yue (Chief Executive Officer)

WANG Jun

WANG Ling

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Non-executive Director:

LIU Hongsheng (Chairman)

Principal place of business:

Unit 4705, 47th Floor

Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

Independent Non-executive Directors:

KO Ming Tung, Edward

LU Xin

TSE Hau Yin, Aloysius

25 May 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
AMENDMENT TO THE BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information concerning the resolutions to be proposed at the Annual General Meeting. These include (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Buy-back Mandate; (c) the extension of the Issue Mandate to the Directors to allot, issue and deal with Shares by adding to it the aggregate number of Shares bought back under the Buy-back Mandate; (d) approving the payment of final dividend; (e) approving the re-election of Directors; and (f) approving the amendment to the Bye-laws.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

In accordance with the Listing Rules, the Issue Mandate, the Buy-back Mandate and an extension of the Issue Mandate by adding to it the aggregate number of Shares bought back under the Buy-back Mandate (as respectively set out in the resolutions numbered 6, 7 and 8 in the Notice of Annual General Meeting as set out on pages 17 to 21 of this circular) will be proposed at the Annual General Meeting. With respect to the proposed mandates, the Directors wish to state that they have no immediate plans to allot, issue or buy back any Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

FINAL DIVIDEND

The Board has recommended a final dividend of HK\$0.0623 per Share for the year ended 31 December 2022 to be paid out of the contributed surplus of the Company subject to the approval of the Shareholders at the Annual General Meeting. It is expected that the relevant dividend will be payable to those entitled on or about 18 July 2023, subject to Shareholders' approval at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 84(1) and (2), at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

Accordingly, the Director who will retire by rotation at the Annual General Meeting pursuant to the Bye-laws is Mr. KO Ming Tung, Edward ("**Mr. Ko**"). Mr. Ko will offer himself for re-election at the Annual General Meeting.

In addition, the Board has appointed Mr. LIU Hongsheng as a non-executive Director of the Company and Mr. MA Yue as an executive Director of the Company on 6 January 2023. The Board has further appointed Mr. WANG Jun and Ms. WANG Ling as executive Directors of the Company on 20 March 2023. Pursuant to Bye-law 83(2), any Director appointed to fill a casual vacancy shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Mr. LIU Hongsheng, Mr. MA Yue, Mr. WANG Jun and Ms. WANG Ling will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Pursuant to code provision B.3.4 of the Corporate Governance Code in Appendix 14 of the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular: (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding his seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (iii) the perspectives, skills and experience that the individual can bring to the board; and (iv) how the individual contributes to diversity of the board.

In reviewing the structure of the Board, the Nomination Committee of the Company will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

Mr. Ko, a member of The Law Society of Hong Kong, has been practicing as a solicitor in Hong Kong for more than 31 years. The Nomination Committee is of the view that the re-election of Mr. Ko as an independent non-executive Director of the Company may replenish the professional knowledge of the Board in law, promote the diversity of the Board in terms of skills and experience, and improve the internal control and corporate governance of the Company.

Mr. Ko has been serving as an independent non-executive Director of the Company since April 2000. Pursuant to code provision B.2.3 of the Corporate Governance Code in Appendix 14 of the Listing Rules, having served a company for more than nine years could be relevant to the determination of a non-executive director's independence and if an independent non-executive director has served a company for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

During his term of office, Mr. Ko has actively participated in the meetings of the Board and the Board committees, and provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. Mr. Ko has not involved in any management role in the Company nor in any relationships which would interfere with the exercise of his independent judgement. The Board considers that the continuous appointment of Mr. Ko as an independent non-executive Director of the Company will help maintain the stability of the Board as he will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. In addition, Mr. Ko has declared his independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that Mr. Ko is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Mr. Ko is currently an independent non-executive director of three listed companies (including the Company). With his background and experience, Mr. Ko is fully aware of the responsibilities and expected time involvements in the Company, and will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director of the Company. Based on the foregoing and the performance of Mr. Ko as an independent non-executive Director of the Company in the past years, the Board believes that his positions outside the Company will not affect him in maintaining his current role in, and his functions and responsibilities for, the Company.

On 20 March 2023, the Nomination Committee nominated Mr. Ko to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting.

Biographies of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

AMENDMENT TO THE BYE-LAWS

In order to promote the construction of its compliance system and strengthen its compliance management capabilities, the Company intends to create the position of general counsel/chief compliance officer and to specify the same in the Bye-laws.

The proposed amendment to the Bye-laws has been approved by the Board but is subject to the approval by the Shareholders by way of special resolution at the Annual General Meeting. Save for the proposed amendment, other provisions of the Bye-laws remain unchanged.

The full text of the proposed amendment to the Bye-laws is set out in the Notice of Annual General Meeting of the Company dated 25 May 2023.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 19 June 2023 at 10:00 a.m. is set out on pages 17 to 21 of this circular. At the Annual General Meeting, all resolutions put to the vote will be decided by way of poll pursuant to Bye-law 66(1) of the Company.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not Shareholders are able to attend and vote at the Annual General Meeting, they are requested to complete the enclosed form of proxy and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy as instructed will not prevent Shareholders from subsequently attending and voting at the Annual General Meeting or any adjourned meeting if they so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

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 2023 to 19 June 2023, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 12 June 2023.

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed on 27 June 2023, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 26 June 2023.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend Shareholders to vote in favour of all the resolutions.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Sinofert Holdings Limited
Ma Yue
Executive Director and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED BUY-BACK MANDATE

This explanatory statement contains the particulars required by the Listing Rules to enable Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Buy-back Mandate.

LISTING RULES FOR BUY-BACK OF SHARES

Pursuant to the Listing Rules, companies with primary listing on the Stock Exchange are permitted to buy back their shares on the Stock Exchange subject to certain restrictions.

FUNDING OF SHARE BUY-BACKS

Buy-backs of Shares must be funded out of funds legally available for such purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws provide that funds used for a share buy-back may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose. The amount of premium, if any, payable on a buy-back may only be paid out of the funds of the Company that would otherwise be available for dividend or distribution, or out of the share premium account of the Company before the Shares are bought back.

SHARE CAPITAL

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 7,024,455,733 Shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company would be allowed to buy back a maximum of 702,445,573 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws, or the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REASONS FOR SHARE BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company, as

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED BUY-BACK MANDATE

compared with the positions disclosed in the audited consolidated financial statements of the Group contained in the annual report of the Company for the year ended 31 December 2022, in the event that the Buy-back Mandate were to be exercised in full at any time during the proposed buy-back period. In any event, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing positions of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

SHARE PRICES

The following table shows the highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the last twelve months prior to the Latest Practicable Date.

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	1.38	1.21
June	1.31	1.11
July	1.12	1.04
August	1.10	1.01
September	1.06	0.86
October	0.92	0.78
November	0.94	0.80
December	0.97	0.91
2023		
January	1.09	0.95
February	1.10	0.95
March	1.04	0.96
April	1.01	0.95
May (up to the Latest Practicable Date)	1.17	0.99

TAKEOVERS CODE

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

According to the register of interests maintained by the Company under section 336 of the SFO and so far as was known to the Directors, as at the Latest Practicable Date, Syngenta HK and PCS Barbados held 3,698,660,874 Shares and 1,563,312,141 Shares, representing approximately 52.65% and 22.26% of the issued ordinary share capital of the

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED BUY-BACK MANDATE

Company respectively. On the basis that no further Shares are issued or bought back after the Latest Practicable Date, in the event that the Directors exercise the Buy-back Mandate in full, the shareholdings of Syngenta HK and PCS Barbados would be increased to approximately 58.50% and 24.73% of the entire issued ordinary share capital of the Company, respectively. Such increases would not trigger any obligation to make a mandatory offer for Shares under Rule 26.1 of the Takeovers Code. The Directors are not aware of any consequences under the Takeovers Code in the event of a buy-back of Shares pursuant to the Buy-back Mandate.

GENERAL

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their close associates has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

No core connected person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

On the basis that no further Shares are issued or bought back after the Latest Practicable Date, in the event that the Directors exercise the Buy-back Mandate in full, the aggregate shareholdings of Syngenta HK and PCS Barbados would be increased to approximately 83.23% of the entire issued ordinary share capital of the Company, resulting in less than 25% of the issued Shares being held in public hands. The Directors however do not propose to buy back Shares to such an extent as will result in less than the prescribed minimum percentage of Shares being held by the public.

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

Set out below are the biographies of Directors proposed for re-election at the Annual General Meeting.

Mr. LIU Hongsheng – Non-executive Director and Chairman of the Board

Mr. Liu Hongsheng, aged 56, was appointed as a Non-executive Director and the Chairman of the Board of the Company in January 2023. Mr. Liu graduated from the philosophy department of Peking University with a bachelor's degree in philosophy in August 1987, and obtained a master's degree in business administration from Shanghai Maritime University in October 2005. From August 1987 to April 2000, Mr. Liu was a member and the deputy division head of the human resources department at China's Ministry of Foreign Trade and Economic Cooperation, and the first secretary of the Commercial Counsellor's Office at the Chinese Embassy in Thailand. From April 2000 to December 2016, Mr. Liu held positions including the general manager of the corporate management department and the general manager of the logistics business division of Sinochem International Corporation ("Sinochem International", a company listed on the Shanghai Stock Exchange under stock code 600500), the general manager of Sinochem International Warehouse Co., Ltd., as well as the deputy general manager of Sinochem International. He served as a director and the general manager of Sinochem International from December 2016 to October 2022, and as the chairman of the board of directors of Halcyon Agri Corporation Limited (a company listed on Singapore Exchange Limited under stock code 5VJ) from January 2017 to April 2023. Mr. Liu has been serving as the chairman of China region of Syngenta Group Co., Ltd. ("Syngenta Group", the indirect controlling shareholder of the Company) since October 2022.

Mr. Liu Hongsheng has more than 20 years of experience in leading the development of enterprises, and has excellent strategic vision and resource integration ability and deep understanding of diversified corporate governance. Mr. Liu has a strong professional background and extensive management experience in areas of new materials, new energy, agricultural chemicals and warehousing and logistics.

Save as described above, Mr. Liu has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the Latest Practicable Date, Mr. Liu did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

The Company has issued a formal letter of appointment to Mr. Liu, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Liu will be extended for three years with effect from the date of the Annual General Meeting, upon his successful re-election as a Non-executive Director of the Company. In addition, Mr. Liu is subject to retirement by rotation and is eligible for re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Liu is entitled to a director's fee of HK\$443,000 per annum, which was determined with reference to his duties and responsibilities and will be reviewed every year by the Remuneration Committee of the Company. Mr. Liu has agreed to waive his director's fee.

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as described above, the Board is not aware of any matter in relation to Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. MA Yue – Executive Director, Chief Executive Officer and Chairman of the Corporate Governance Committee

Mr. Ma Yue, aged 43, was appointed as an Executive Director and the Chief Executive Officer of the Company in January 2023, in charge of the Company's overall operation. Currently, he is also the Chairman of the Corporate Governance Committee of the Company. Mr. Ma graduated from the management science engineering department of Beijing Jiaotong University with a bachelor's degree in July 2001, and obtained a master's degree in business administration from Tsinghua University in January 2013. Mr. Ma joined Sinochem Fertilizer Company Limited, a subsidiary of the Company, in July 2001, holding positions including the general manager in its various branch offices and network development department. From November 2015 to December 2022, Mr. Ma served as an assistant general manager and the deputy general manager of the Company. He also holds positions in a number of subsidiaries of the Company, including as the chairman of the board of directors of each of Sinochem Jilin Changshan Chemical Co., Ltd., Sinochem Shandong Fertilizer Co., Ltd. and Sinochem Agricultural Ecological Technology (Hubei) Co., Ltd., and as the executive director and general manager of Sinochem Agricultural Ecological (Hainan) Co., Ltd.. Since April 2020, Mr. Ma has been a director of Beijing Aerospace Hengfeng Technology Corp., Ltd., an affiliated company of the Company which was listed on the National Equities Exchange and Quotations under stock code 839664 and became delisted in July 2021. Mr. Ma has been serving as the vice chairman of China region of Syngenta Group since June 2020.

Mr. Ma has been deeply involved in marketing and team building for more than 20 years. He has a deep understanding of the supply and demand pattern and development trend of crop nutrition products at home and abroad, and has strong strategic insight and rich practical management experience in strategic procurement, cross-country cooperation and channel cultivation. Mr. Ma is also the vice chairman of China Phosphate and Compound Fertilizer Industry Association.

Save as described above, Mr. Ma has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the Latest Practicable Date, Mr. Ma did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

The Company has issued a formal letter of appointment to Mr. Ma, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Ma will be extended for three years with effect from the date of the Annual General Meeting, upon his successful re-election as an Executive Director of the Company. In addition, Mr. Ma is subject to retirement by rotation and is eligible for re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Ma is entitled to a fixed fee

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

of RMB1,550,000 per annum, subject to any adjustment as may be made by the Remuneration Committee of the Company based on the performance of Mr. Ma. Mr. Ma may also receive year-end bonus which will be determined by reference to the operating results of the Company, individual performance and relevant comparable market statistics for the relevant year. Mr. Ma's remuneration was determined based on the remuneration standards approved by the Remuneration Committee of the Company, and taking into account his experience and responsibilities and prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Mr. Ma that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. WANG Jun – Executive Director

Mr. Wang Jun, aged 38, was appointed as an Executive Director, a member of the Nomination Committee and the Corporate Governance Committee of the Company in March 2023. Mr. Wang graduated from Jiangsu Ocean University with a bachelor's degree in food science and engineering in June 2007, and obtained a master's degree in chemical engineering from China University of Mining and Technology (Beijing) in June 2010. Mr. Wang joined Sinochem Fertilizer Company Limited, a subsidiary of the Company, in August 2010, holding various positions from August 2010 to January 2022, including a staff member of the technology management department, an assistant general manager of the human resources department, the general manager of Jiangsu branch, the general manager of Jiangsu-Anhui distribution region and the general manager of Central China distribution region, etc.. Mr. Wang served as an assistant manager, the deputy manager and the manager of the technology management department of Sinochem Yunlong Co., Ltd., a subsidiary of the Company, from January 2012 to July 2015, and the general manager of Sinochem Agricultural Ecological Technology (Hubei) Co., Ltd., a subsidiary of the Company, from August 2020 to January 2022. Mr. Wang has been the director of human resource of the Company since January 2022.

Having been involved in the fertilizer industry for over a decade, Mr. Wang is familiar with the business of the Company, possesses extensive experience in industry management, technology management, marketing management and human resources management, and has a deep understanding of the strategic development and talent team building of the Company.

Save as described above, Mr. Wang has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the Latest Practicable Date, Mr. Wang did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

The Company has issued a formal letter of appointment to Mr. Wang, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Wang will be extended for three years with effect from the date of the Annual General Meeting, upon his successful re-election as an Executive Director of the Company. In addition, Mr.

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

Wang is subject to retirement by rotation and is eligible for re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Wang is entitled to a fixed fee of RMB955,500 per annum, subject to any adjustment as may be made by the Remuneration Committee of the Company based on the performance of Mr. Wang. Mr. Wang may also receive year-end bonus which will be determined by reference to the operating results of the Company, individual performance and relevant comparable market statistics for the relevant year. Mr. Wang's remuneration was determined based on the remuneration standards approved by the Remuneration Committee of the Company, and taking into account his experience and responsibilities and prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Ms. WANG Ling – Executive Director and Chief Financial Officer

Ms. Wang Ling, aged 49, was appointed as an Executive Director and a member of the Corporate Governance Committee of the Company in March 2023, and was appointed as the Chief Financial Officer of the Company in February 2023. Ms. Wang graduated from Renmin University of China and obtained a bachelor's degree in international accounting in August 1997, and received a master's degree in accounting from Renmin University of China in July 2001. Ms. Wang joined China Foreign Economy and Trade Trust Co., Ltd., a subsidiary of Sinochem Group Co., Ltd., in July 2001, and served as a staff member of its finance department, investment banking department and trust business department. From November 2003 to August 2021, Ms. Wang held various positions such as the division head of the tax accounting division of the accounting management department, an assistant general manager of the accounting management department, and the general manager of the taxation and property rights division of the finance department of Sinochem Group Co., Ltd.. From August 2021 to January 2023, Ms. Wang served as the general manager of the taxation management division of the finance department of Sinochem Holdings Corporation Ltd., the ultimate controlling shareholder of the Company. Ms. Wang also serves as a director of a number of subsidiaries of the Company.

Ms. Wang has been involved in the financial sector for over two decades, with extensive experience in finance, financial affairs, taxation and property rights management.

Save as described above, Ms. Wang has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the Latest Practicable Date, Ms. Wang did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

The Company has issued a formal letter of appointment to Ms. Wang, setting out key terms and conditions of her appointment. It is proposed that the term of office of Ms. Wang will be extended for three years with effect from the date of the Annual General Meeting, upon her successful re-election as an Executive Director of the Company. In addition, Ms.

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

Wang is subject to retirement by rotation and is eligible for re-election at annual general meetings of the Company in accordance with the Bye-laws. Ms. Wang is entitled to a fixed fee of RMB679,900 per annum, subject to any adjustment as may be made by the Remuneration Committee of the Company based on the performance of Ms. Wang. Ms. Wang may also receive year-end bonus which will be determined by reference to the operating results of the Company, individual performance and relevant comparable market statistics for the relevant year. Ms. Wang's remuneration was determined based on the remuneration standards approved by the Remuneration Committee of the Company, and taking into account her experience and responsibilities and prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to her re-election.

Mr. KO Ming Tung, Edward – Independent Non-executive Director and the Chairman of Nomination Committee

Mr. Ko Ming Tung, Edward, aged 62, was appointed as an Independent Non-executive Director of the Company in April 2000. He is also the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Ko obtained an external bachelor of Laws degree from the University of London in the United Kingdom in August 1986 and is a member of The Law Society of Hong Kong. Mr. Ko is the principal of Messrs. Edward Ko & Company and has been practicing as a solicitor in Hong Kong for more than 31 years.

Other than the directorship in the Company, currently, Mr. Ko is also an independent non-executive director of EverChina Int'l Holdings Company Limited (a company listed on the Stock Exchange under stock code 202) and Chia Tai Enterprises International Limited (a company listed on the Stock Exchange under stock code 3839). In the last three years, Mr. Ko was an independent non-executive director of Zioncom Holdings Limited (a company listed on the Stock Exchange under stock code 8287), Wai Chun Group Holdings Limited (a company listed on the Stock Exchange under stock code 1013) and Sterling Group Holdings Limited (a company listed on the Stock Exchange under stock code 1825).

Save as described above, Mr. Ko has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years. As at the Latest Practicable Date, Mr. Ko did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

The Company has issued a formal letter of appointment to Mr. Ko, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Ko will be extended for three years with effect from the date of the Annual General Meeting, upon his successful re-election as an Independent Non-executive Director of the Company. In addition, Mr. Ko is subject to retirement by rotation and is eligible for re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Ko is

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

entitled to a director's fee of HK\$538,000 per annum (comprising a fee of HK\$443,000 for his service as a Director for the year 2023 and an additional remuneration of HK\$95,000 for his position as the Chairman of the Nomination Committee), which was approved by the Board and determined with reference to his duties and responsibilities.

Save as described above, the Board is not aware of any matter in relation to Mr. Ko that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

NOTICE OF ANNUAL GENERAL MEETING

SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

NOTICE IS HEREBY GIVEN that an annual general meeting of Sinofert Holdings Limited (the “**Company**”) will be held at Boardroom 8, Lower Lobby, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 19 June 2023 at 10:00 a.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 2022.
2. To approve and declare a final dividend for the year ended 31 December 2022 to be paid out of the contributed surplus of the Company.
3. (A) To re-elect Mr. LIU Hongsheng as a non-executive director of the Company.
(B) To re-elect Mr. MA Yue as an executive director of the Company.
(C) To re-elect Mr. WANG Jun as an executive director of the Company.
(D) To re-elect Ms. WANG Ling as an executive director of the Company.
(E) To re-elect Mr. KO Ming Tung, Edward 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.
6. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for

NOTICE OF ANNUAL GENERAL MEETING

Shares or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorizations given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of the ordinary share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company from time to time;

shall not exceed 20 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares or securities convertible into Shares pursuant to an offer open for a period fixed by the Directors to holders of Shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of Shares or of such securities or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back ordinary shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, and subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be bought back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.”
8. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“**THAT**, subject to the passing of resolutions numbered 6 and 7 as set out in the notice of this meeting, the general mandate granted to the directors of the Company (“**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with ordinary shares of the Company pursuant to the resolution numbered 6 set out in the notice of this meeting be and is hereby extended by the addition to the aggregate nominal amount of the ordinary share capital of the Company which may be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the ordinary share capital of the Company bought back by the Company under the authority granted pursuant to the resolution numbered 7 set out in the notice of this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTION

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

“**THAT** the existing bye-law 124.(1) of the bye-laws of the Company be deleted in its entirety and substituted therefor with the following:

“124. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers including general counsel(s) and/ or chief compliance officer(s) (who may or may not be Directors) as the Board may from time to time determine.””

For and on behalf of the Board of
Sinofert Holdings Limited
MA Yue

Executive Directors and Chief Executive Officer

Hong Kong Special Administrative Region of the People’s Republic of China
25 May 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. At the annual general meeting, all resolutions put to the vote will be decided by way of poll pursuant to Bye-law 66(1) 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 2023 to 19 June 2023, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 12 June 2023.

For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed on 27 June 2023, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 26 June 2023.

3. Any member of the Company who is the holder of two or more shares entitled to attend and vote at the meeting is entitled to 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 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, 17/F, Far East Finance Centre, 16 Harcourt Road, 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. The biographies of the directors proposed for re-election are set out in Appendix II of the circular of which this notice forms part.
7. As at the date of this notice, the executive directors of the Company are Mr. Ma Yue (Chief Executive Officer), Mr. Wang Jun and Ms. Wang Ling; the non-executive director of the Company is Mr. Liu Hongsheng (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.
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 8:00 a.m. 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.