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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)**

### **POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 24 JANUARY 2014**

The Board is pleased to announce that all the resolutions proposed at the SGM held on 24 January 2014 were duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of special general meeting (the “**SGM**”) of Sinofer Holdings Limited (the “**Company**”) both dated 8 January 2014. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

#### **POLL RESULTS OF THE SGM**

The board of directors of the Company (the “**Board**”) is pleased to announce that the resolutions as set out in the 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:

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast (percentage)
		FOR	AGAINST	
1.	To approve the Amended MOU (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto, and associated matters	4,423,227,168 (100%)	0 (0%)	4,423,227,168 (100%)
2.	To approve the Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto, and associated matters	2,150,248,435 (100%)	0 (0%)	2,150,248,435 (100%)

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

At the SGM, Potash Corporation and its associates, which held 1,563,312,141 Shares representing approximately 22.26% of the issued share capital of the Company as at the date of the SGM, abstained from voting on resolution numbered 1 above and the Shares held by them were not counted towards such resolution. As a result, only Independent Shareholders holding a total of 5,461,143,592 Shares were entitled to attend and vote on resolution numbered 1 at the SGM. The intention of Potash Corporation and its associates to abstain from voting on such resolution was stated in the Circular.

In addition, Sinochem Group and its associates, which held 3,698,660,874 Shares representing approximately 52.65% of the issued share capital of the Company as at the date of the SGM, abstained from voting on resolution numbered 2 above and the Shares held by them were not counted towards such resolution. As a result, only Independent Shareholders holding a total of 3,325,794,859 Shares were entitled to attend and vote on resolution numbered 2 at the SGM. The intention of Sinochem Group and its associates to abstain from voting on such resolution was stated in the 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.

For and on behalf of the Board of  
**Sinofert Holdings Limited**  
**Feng Zhi Bin**  
*Executive Director and Chief Executive Officer*

Hong Kong, 24 January 2014

*As at the date of this announcement, the executive directors of the Company are Mr. Feng Zhi Bin (Chief Executive Officer) and Mr. Harry Yang; the non-executive directors of the Company are Mr. Liu De Shu (Chairman), Mr. Yang Lin, Dr. Stephen Francis Dowdle and Ms. Xiang Dandan; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Dr. Tang Tin Sek and Mr. Tse Hau Yin, Aloysius.*

\* *For identification purposes only*