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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 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING HELD ON 15 MAY 2014

The **Board** is pleased to announce that all the resolutions proposed at the **AGM** and the **SGM** held on 15 May 2014 were duly passed by the Shareholders or the Independent Shareholders (as applicable) by way of poll.

POLL RESULTS OF THE AGM

Reference is made to the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of annual general meeting held on 15 May 2014 (the “**AGM**”) issued by Sinofer Holdings Limited (the “**Company**”) on 9 April 2014. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the AGM Circular.

The board of directors of the Company (the “**Board**”) is pleased to announce that the resolutions as set out in the AGM Notice were put to the AGM for voting by poll and were duly passed by the 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 AGM.

* *For identification purposes only*

The poll results in respect of the resolutions proposed at the AGM 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 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 2013. | 5,749,059,520 (100.00%) | 0 (0.00%) | 5,749,059,520 (100.00%) |
| 2. | (A) To re-elect Mr. WANG Hong Jun as an executive director of the Company. | 5,735,895,429 (99.77%) | 13,164,091 (0.23%) | 5,749,059,520 (100.00%) |
| | (B) To re-elect Mr. Harry YANG as an executive director of the Company. | 5,610,905,117 (97.60%) | 138,154,403 (2.40%) | 5,749,059,520 (100.00%) |
| | (C) To re-elect Mr. YANG Lin as a non-executive director of the Company. | 5,706,465,860 (99.26%) | 42,593,660 (0.74%) | 5,749,059,520 (100.00%) |
| | (D) To re-elect Ms. XIANG Dandan as a non-executive director of the Company. | 5,706,465,860 (99.26%) | 42,593,660 (0.74%) | 5,749,059,520 (100.00%) |
| 3. | To authorize the board of directors of the Company to fix the remuneration for all directors. | 5,736,711,520 (100.00%) | 0 (0.00%) | 5,736,711,520 (100.00%) |
| 4. | To re-appoint KPMG as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration. | 5,749,059,520 (100.00%) | 0 (0.00%) | 5,749,059,520 (100.00%) |
| 5. | To grant to the directors a general mandate to allot, issue and deal with ordinary shares of the Company. | 5,258,771,022 (91.47%) | 490,288,498 (8.53%) | 5,749,059,520 (100.00%) |
| 6. | To grant to the directors a general mandate to repurchase ordinary shares of the Company. | 5,749,059,520 (100.00%) | 0 (0.00%) | 5,749,059,520 (100.00%) |
| 7. | To extend the general mandate to the directors to allot, issue and deal with ordinary shares of the Company by the number of ordinary shares repurchased. | 5,264,105,335 (91.56%) | 484,954,185 (8.44%) | 5,749,059,520 (100.00%) |

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

No Shareholder was required to abstain from voting and no Shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions proposed at the AGM. Accordingly, the total number of Shares entitling Shareholders to attend and vote in respect of all the resolutions was 7,024,455,733, representing 100% of the total number of Shares in issue.

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 AGM Notice.

POLL RESULTS OF THE SGM

Reference is made to the circular (the “**SGM Circular**”) and the notice (the “**SGM Notice**”) of special general meeting held on 15 May 2014 (the “**SGM**”) issued by the Company on 25 April 2014. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the SGM Circular.

The Board is pleased to announce that the resolution as set out in the SGM Notice was put to the SGM for voting by poll and was 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 resolution proposed at the SGM are set out below:

| ORDINARY RESOLUTION | | Number of votes cast (percentage of total number of votes cast) | | Total number of votes cast (percentage) |
|---------------------|---|---|--------------|--|
| | | FOR | AGAINST | |
| 1. | To approve the transactions contemplated under the Sulphur Import Framework Agreement (as defined and described in the SGM Circular), the proposed revised annual caps relating thereto and associated matters. | 2,120,147,031 (100.00%) | 0 (0.00%) | 2,120,147,031 (100.00%) |

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 the resolution 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 the resolution at the SGM. The intention of Sinochem Group and its associates to abstain from voting on the resolution was stated in the SGM Circular.

No Shareholder was entitled to attend but was required to abstain from voting in favour of the resolution proposed at the SGM.

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. The full text of the resolution was set out in the SGM Notice.

For and on behalf of the Board of
Sinofert Holdings Limited
Wang Hong Jun
Executive Director and Chief Executive Officer

Hong Kong, 15 May 2014

As at the date of this announcement, the executive directors of the Company are Mr. Wang Hong Jun (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.