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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)

ANNOUNCEMENT APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement (the “**Announcement**”) of Sinofer Holdings Limited (the “**Company**”) dated 4 December 2015 in relation to the continuing connected transactions contemplated under the Fertilizer Sales Co-operation Framework Agreement and the Sulphur Import Framework Agreement. Unless otherwise defined, the capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board wishes to announce that Somerley Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), has been appointed as the independent financial adviser (the “**Independent Financial Adviser**”) of the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Fertilizer Sales Co-operation Framework Agreement and the Sulphur Import Framework Agreement, the transactions contemplated thereunder and the proposed annual caps.

The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee. The letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders will be included in the circular to be despatched to the shareholders of the Company on or about 4 February 2016.

For and on behalf of the Board
SINOFERT HOLDINGS LIMITED

Wang Hong Jun

Executive Director and Chief Executive Officer

Hong Kong, 10 December 2015

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, Mr. Lu Xin and Mr. Tse Hau Yin, Aloysius.

* *For identification purposes only*