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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**(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES****(2) FINAL DIVIDEND****(3) RE-ELECTION OF DIRECTORS****(4) RE-APPOINTMENT OF THE COMPANY'S AUDITORS****AND****(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Sinofert Holdings Limited to be held at 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 5 June 2026 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 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 Investor Services 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 Annual General Meeting (i.e. no later than 10:00 a.m. on Wednesday, 3 June 2026) 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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I – EXPLANATORY STATEMENT ON THE PROPOSED BUY-BACK MANDATE	I-1
APPENDIX II – BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION	II-1
NOTICE OF ANNUAL GENERAL MEETING	AGM-1

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 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 5 June 2026 at 10:00 a.m., the notice of which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution (excluding any treasury Shares)
“Bye-law(s)”	the bye-law(s) of the Company, as amended, modified or otherwise supplemented from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Sinofert Holdings Limited, a company incorporated on 26 May 1994 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 under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate to the Directors to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution (excluding any treasury Shares)
“Latest Practicable Date”	8 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee 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
“Remuneration Committee”	the remuneration committee of the Company
“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 share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Sinochem Holdings”	中國中化控股有限責任公司 (Sinochem Holdings Corporation Ltd.), the ultimate controlling shareholder of the Company
“Sinochem HK”	Sinochem Hong Kong (Group) Company Limited (中化香港(集團)有限公司), a limited company incorporated in Hong Kong and the immediate controlling shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Strategy Committee”	the strategy committee of the Company

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	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:

ZHANG Xuegong (*Chairman*)
WANG Tielin (*Chief Executive Officer*)
CHEN Shengnan
WANG Ling

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Non-Executive Director:

ZHANG Guangyan

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
SUN Po Yuen

13 May 2026

To: the Shareholders

Dear Sir or Madam,

PROPOSALS

- (1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**
- (2) FINAL DIVIDEND**
- (3) RE-ELECTION OF DIRECTORS**
- (4) RE-APPOINTMENT OF THE COMPANY'S AUDITORS**
- AND**
- (5) 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) the re-appointment of the Company's auditors.

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 total number of Shares bought back under the Buy-back Mandate (as respectively set out in resolutions numbered 6, 7 and 8 in the Notice of Annual General Meeting as set out on pages AGM-1 to AGM-5 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\$0.0693 per Share for the year ended 31 December 2025 to be paid out of the retained earnings of the Company, subject to the approval of the Shareholders at the Annual General Meeting. It is expected that the relevant dividend will be paid on 24 July 2026 to those entitled, 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 Directors who will retire by rotation at the Annual General Meeting pursuant to the Bye-laws are Mr. LU Xin (“**Mr. Lu**”) and Mr. SUN Po Yuen (“**Mr. Sun**”), both of whom are independent non-executive Directors. Mr. Lu and Mr. Sun will offer themselves for re-election at the Annual General Meeting.

In addition, the Board has appointed Ms. ZHANG Guangyan (“**Ms. Zhang**”) as a non-executive Director on 25 August 2025 and Mr. ZHANG Xuegong (“**Mr. Zhang**”) as an executive Director on 13 February 2026. Pursuant to Bye-law 83(2), any Director appointed to fill a casual vacancy or appointed as an addition to the Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Ms. Zhang and Mr. Zhang 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 C1 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 the diversity of the board.

In reviewing the structure of the Board, the Nomination Committee 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. Lu Xin has over 31 years of experience in finance, investment and corporate management with extensive knowledge about economic activities of Hong Kong and Mainland China. The Nomination Committee is of the view that the re-election of Mr. Lu as an independent non-executive Director may replenish the professional knowledge of the Board in economic and financial affairs, promote the diversity of the Board in terms of skills and experience, and improve the corporate governance of the Company.

Mr. Lu has been serving as an independent non-executive Director of the Company since February 2015. Pursuant to code provision B.2.3 of the Corporate Governance Code in Appendix C1 of the Listing Rules, 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. Lu 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. Lu has not been involved in any management role in the Company nor has he been involved in any relationship which would interfere with the exercise of his independent judgement. The Board considers that the continuous appointment of Mr. Lu as an independent non-executive Director 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. Lu 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. Lu is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

With nearly four decades of experience in accounting, Mr. Sun has extensive experience working in accounting firms and services for multinational corporations. He is familiar with business logic and regulatory requirements for listed companies, and has a deep understanding of the Hong Kong capital market and the sustainable development of listed companies. Mr. Sun has also been engaged in charity and social service work for a long time, demonstrating good social influence. In addition, Mr. Sun has declared his

LETTER FROM THE BOARD

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. Sun is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

The Board and the Nomination Committee are of the view that their appointment will bring valuable perspectives, knowledge, skills, and experience to the Board, to ensure its efficient and effective operation, and will facilitate the Board to achieve diversity, benefiting the Company's compliant operation, as well as robust and sustainable development.

The Board has considered the recommendation of the Nomination Committee and recommended to the Shareholders that Mr. Lu and Mr. Sun be re-elected as independent non-executive Directors, Mr. Zhang be re-elected as an executive Director, and Ms. Zhang be re-elected as a non-executive Director at the Annual General Meeting. Each of them has abstained from voting at the Board meeting in respect of their respective nominations.

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

PROPOSED RE-APPOINTMENT OF THE COMPANY'S AUDITOR

KPMG will retire as the Company's auditor at the Annual General Meeting and, being eligible, offers itself for re-appointment. The Board recommends the re-appointment of KPMG as the Company's auditor for a term until the conclusion of the next Annual General Meeting, based on the recommendation of the Audit Committee.

For the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2026, the audit fees payable to KPMG are RMB3.6 million (excluding relevant taxes and out-of-pocket expenses). The audit fees were determined by the Company and KPMG after due consideration and on an arm's length basis, taking into account the scale, nature and complexity of the Group's business operations, the expected audit scope (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and composition of professional staff to be deployed. The audit fees are also based on the assumption that there will be no material changes in the Group's operating conditions, accounting policies or regulatory environment during the financial year, and that the Company will provide timely adequate assistance and information as reasonably required for the audit.

Unless there are material changes to the above basis or assumptions, the final audit fees shall not differ materially from the amount disclosed. The Company will make further disclosure in a timely manner should any material changes occur.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 5 June 2026 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. At the Annual General Meeting, all

LETTER FROM THE BOARD

resolutions put to the vote will be decided by way of poll pursuant to Bye-law 66(1) of the Company. For the avoidance of doubt, holders of treasury Shares (if any) are prohibited by law or the Listing Rules from exercising their right to vote at the Company's general meeting(s).

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 Investor Services 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 (i.e. no later than 10:00 a.m. on Wednesday, 3 June 2026) 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.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

For the purpose of determining Shareholders' entitlement to attend the Annual General Meeting, the register of members of the Company will be closed from Monday, 1 June 2026 to Friday, 5 June 2026, 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:30 p.m. on Friday, 29 May 2026. Shareholders whose names appear on the register of members of the Company on 5 June 2026 are entitled to attend the Annual General Meeting.

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed on Friday, 12 June 2026, 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:30 p.m. on Thursday, 11 June 2026. Shareholders whose names appear on the register of members of the Company on 12 June 2026 are entitled to receive the final dividend in cash for the year ended 31 December 2025.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any voting by shareholders at a general meeting must be taken by poll, save that the chairman of the meeting may, in good faith, permit a resolution which relates purely to procedural or administrative matters to be voted on by a show of hands. Accordingly, the chairman of the Annual General Meeting will demand that each of the resolutions proposed at the Annual General Meeting be voted on by poll. The Company will announce the poll results in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

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 Board considers 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 necessary information for seeking Shareholders' approval of the proposed matters has been set out in this circular for consideration. The Board recommends that the Shareholders to vote in favour of the relevant resolutions set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, none of the Shareholders are required to abstain from voting on any of the ordinary resolutions proposed at the Annual General Meeting pursuant to the Listing Rules.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular and the notice of Annual General Meeting.

For and on behalf of the Board of
Sinofert Holdings Limited
Zhang Xuegong
Chairman of the Board

This explanatory statement contains the particulars required by the Listing Rules to enable Shareholders to make an informed decision 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, 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 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 2025, 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>
2025		
May	1.360	1.120
June	1.390	1.240
July	1.530	1.256
August	1.500	1.320
September	1.500	1.330
October	1.690	1.360
November	1.760	1.480
December	1.640	1.450
2026		
January	1.880	1.460
February	1.860	1.560
March	2.070	1.480
April	1.660	1.530
May (up to the Latest Practicable Date)	1.640	1.550

USE OF SHARES BOUGHT BACK

Following a buy-back of Shares, the Company may cancel any Shares bought back and/or hold them as treasury Shares subject to, among others, market conditions and its capital management needs at the relevant time of the buy-backs, which may change due to evolving circumstances. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return (which shall identify, among others, the number of Shares bought back that are to be held in treasury or cancelled upon settlement of such buy-backs, and where applicable, disclose the reasons for any deviation from the intention statement previously disclosed) and any relevant monthly return.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures:

- (i) the Company shall procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), the Company shall withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) take any other measures to ensure that the Company will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

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, Sinochem HK held 3,698,660,874 Shares, representing approximately 52.65% of the issued ordinary share capital of the Company. 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 Sinochem HK would be increased to approximately 58.50% of the entire issued ordinary share capital of the Company. 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 will exercise the Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Bermuda. In addition, the Company has confirmed that neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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.

In addition, the Directors do not propose to buy back Shares to such an extent as would 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.

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

Mr. ZHANG Xuegong – Executive Director, the Chairman of the Board and the Chairman of Strategy Committee

Mr. ZHANG Xuegong, aged 55, was appointed as an executive Director, the chairman of the Board and the chairman of Strategy Committee in February 2026. Mr. Zhang graduated from Tsinghua University in July 1995 with a Master of Science degree in physical chemistry, and obtained a master of business administration degree from China Europe International Business School in November 2004. Mr. Zhang joined China Chemical Import and Export Corporation in August 1995, and has since held various positions, including section chief of the Personnel Department and director of the president's office of China Chemical Import and Export Corporation; deputy general manager and general manager of the logistics business division of Sinochem International Corporation; assistant to the general manager, deputy director and director of the strategic execution department of Sinochem Group Co., Ltd.; director of the strategic execution department of Sinochem Holdings Corporation Ltd.; and executive director, secretary to the Party Committee and general manager of China National Seed Group Co., Ltd. Between March 1999 and February 2001, Mr. Zhang served in the Company, during which he successively held various positions including that of a staff member of the phosphate fertilizer division, deputy director and director of the general office. From October 2022 to February 2026, Mr. Zhang served as secretary to the Party Committee and president of the chemical business division of Sinochem Holdings Corporation Ltd., secretary to the Party Committee and general manager of Sinochem International Corporation (Stock Code: 600500.SH), and director and chairman of Sinochem International Corporation. Since February 2026, Mr. Zhang has been serving as secretary to the Party Committee of Sinochem Fertilizer Company Limited. Mr. Zhang has extensive experience in leading corporate development, is familiar with the agricultural and chemical industry chains and competitive landscape, possesses a thorough understanding of international business practices, and has strong capabilities in strategic planning, operational management, corporate leadership and business execution.

Save as described above, as at the Latest Practicable Date, Mr. Zhang (i) has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) has not held any other position in the Company or any of its subsidiaries; (iii) and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years; and (iv) 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. Zhang, setting out the key terms and conditions of his appointment. It is proposed that the term of office of Mr. Zhang 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. In addition, Mr. Zhang 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. Zhang is entitled to a fixed fee of RMB880,000 per annum, subject to any adjustment as may be made by the Remuneration Committee based on the responsibilities and performance of Mr. Zhang. Mr. Zhang may also

receive annual bonus which will be determined by reference to the operating results of the Group, individual performance and relevant comparable market statistics for the relevant year. Mr. Zhang's remuneration was determined based on the remuneration standards approved by the Remuneration Committee, and taking into account his experience and responsibilities and prevailing market standards.

Ms. ZHANG Guangyan – Non-executive Director

Ms. ZHANG Guangyan, aged 51, was appointed as a non-executive Director and a member of the Audit Committee in August 2025. Ms. Zhang graduated from the University of International Business and Economics in July 1996 in International Trade with a Bachelor's degree in Economics. She subsequently obtained a Master of Science degree in Business Management from the University of International Business and Economics in June 2014. In July 1996, Ms. Zhang joined Sinochem Group, serving as Assistant General Manager of the Risk Management Department of China National Chemicals Import & Export Corporation* (中國化工進出口總公司); Assistant Director of the Disciplinary Inspection and Supervision Office and director of the First Department, Manager of the First Division of the Disciplinary Inspection and Supervision Department and Disciplinary Inspector; as well as Inspection Commissioner and Deputy Head of the Party Group Inspection Office of Sinochem Holdings Corporation Ltd. (中國中化控股有限責任公司). From September 2003 to June 2011, she served at Sinochem Fertilizer Company Limited* (中化化肥有限公司), as Deputy General Manager of the Logistics Department, Deputy General Manager of the Legal and Risk Department, and Deputy General Manager of the Audit and Inspection Department. Since July 2025, Ms. Zhang has also serves as a director of Cangzhou Dahua Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600230), which is the indirect controlling shareholder of the Company. Since December 2025, Ms. Zhang has also served as a director of Sinochem Capital Limited* (中化資本有限公司) and Sinochem Capital Investment Management Corporation Ltd.* (中化資本投資管理有限責任公司). Ms. Zhang has nearly 30 years of work experience, with profound knowledge in the regulatory requirements for listed companies and modern corporate governance, whilst being armed with strong risk identification, compliance review, and corporate governance capabilities, and being well versed in the fertilizer business, with extensive professional experience in risk management, compliance management, auditing, and team management practices.

Save as described above, as at the Latest Practicable Date, Ms. Zhang (i) has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) has not held any other position in the Company or any of its subsidiaries; (iii) has not held any directorship in any Hong Kong or overseas listed public companies in the last three years; and (iv) 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. Zhang, setting out the key terms and conditions of her appointment. It is proposed that the term of office of Ms. Zhang will be extended for three years with effect from the date of the Annual General Meeting, upon her successful re-election as a non-executive Director. In addition, Ms. Zhang 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. Zhang is not entitled to receive director's fee from the Company.

Mr. LU Xin – Independent Non-executive Director and the Chairman of Remuneration Committee

Mr. LU Xin, aged 62, was appointed as an independent non-executive Director in February 2015. He is also the chairman of the Remuneration Committee, and a member of the Audit Committee, the Nomination Committee and the Strategy Committee. Mr. Lu graduated from Dongbei University of Finance and Economics in China in 1987 with a bachelor's degree in Economics, and has been awarded a master of business administration by the University of South Australia in 2006. Mr. Lu worked for the Ministry of Finance of the People's Republic of China from 1987 to 1992, and China Trust and Investment Corporation for Economic Development from 1992 to 1995. Since 1995, Mr. Lu has successively served as the assistant general manager, deputy general manager and managing director of Golden Sino (Holdings) Limited. From 2001 to 2004, Mr. Lu was the executive director and deputy chairman of the Board and the managing director of the Company (formerly known as Wah Tak Fung Holdings Limited). From 2008 to 2010, Mr. Lu was an independent non-executive director of Sino Resources Group Limited, whose shares are listed on the Main Board of the Stock Exchange in Hong Kong. Mr. Lu has over 31 years of experience in finance, investment and corporate management with extensive knowledge about economic activities of Hong Kong and Mainland China.

Other than the directorship in the Company, currently Mr. Lu is also an investment consultant of Wai Chun Group Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange in Hong Kong, and the chairman of the board of directors of World International Consulting Limited.

As at the Latest Practicable Date, Mr. Lu is beneficially interested in 2,900,000 shares of the Company.

Save as described above, as at the Latest Practicable Date, Mr. Lu (i) has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) has not held any other position in the Company or any of its subsidiaries; (iii) has not held any directorship in any Hong Kong or overseas listed public companies in the last three years; and (iv) 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. Lu, setting out the key terms and conditions of his appointment. It is proposed that the term of office of Mr. Lu 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. Lu 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. Lu is 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 2026 and an additional remuneration of HK\$95,000 for his position as the chairman of the Remuneration Committee), which was approved by the Board and determined with reference to his duties and responsibilities.

Mr. SUN Po Yuen, JP – Independent Non-executive Director and the Chairman of Audit Committee

Mr. SUN Po Yuen, JP, aged 65, was appointed as an independent non-executive Director in June 2024. He is also the chairman of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee. Mr. Sun graduated from the Hong Kong Polytechnic University (formerly known as The Hong Kong Polytechnic) in 1984 with a Professional Diploma in Accountancy. Upon graduation, Mr. Sun joined PricewaterhouseCoopers, and served as a partner and held various leadership positions at PricewaterhouseCoopers in Hong Kong from 1996 to 2021. From 2017 to 2021, he concurrently served as lead director of both governance boards of PricewaterhouseCoopers China and PricewaterhouseCoopers Asia Pacific and was a member of the global board of PricewaterhouseCoopers. Mr. Sun retired in July 2021. In terms of public service, Mr. Sun has served as a director of the Hong Kong Science and Technology Parks Corporation, the Hong Kong Applied Science and Technology Research Institute Company Limited, and the Estate Agents Authority. Mr. Sun served as a member of the Listing Committee of The Stock Exchange of Hong Kong Limited from 2009 to 2014 and has been a governance committee member of the Hong Kong Polytechnic University Foundation since 2014. He is a Justice of the Peace of the Hong Kong Special Administrative Region, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. With nearly four decades of experience in accounting, Mr. Sun has extensive experience working in accounting firms and auditing services for multinational corporations. He is familiar with business logic and regulatory requirements for listed companies, and has a deep understanding of the Hong Kong capital market and the sustainable development of listed companies.

Other than the directorship in the Company, currently Mr. Sun is also an independent non-executive director of Jolimark Holdings Limited, Nameson Holdings Limited and Nine Dragons Paper (Holdings) Limited, whose shares are listed on the Main Board of the Stock Exchange in Hong Kong. In addition, Mr. Sun is a senior advisor to Chartwell Capital Ltd., and also an independent non-executive director of Bank of Shanghai (Hong Kong) Limited (a subsidiary of Bank of Shanghai Co., Ltd., a company listed on the Shanghai Stock Exchange under stock code 601229). Mr. Sun previously served as the non-executive director of FWD Group Holdings Limited and FWD Management Holdings Limited since October 2022, and was re-designated as an independent non-executive director of the above companies in October 2023 until he retired from both directorships in February 2025.

Save as described above, as at the Latest Practicable Date, Mr. Sun (i) has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) has not held any other position in the Company or any of its subsidiaries; (iii) has not held any directorship in any Hong Kong or overseas listed public companies in the last three years; and (iv) 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. Sun, setting out the key terms and conditions of his appointment. It is proposed that the term of office of Mr. Sun 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. In addition, Mr. Sun 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. Sun is entitled to a director's fee of HK\$633,000 per annum (comprising a fee of HK\$443,000 for his service as a Director for the year 2026 and an additional remuneration of HK\$190,000 for his position as the chairman of the Audit Committee), which was approved by the Board and determined with reference to his duties and responsibilities.

Save as disclosed above, the Board is not aware of any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, or any other matters in relation to the above Directors that need to be brought to the attention of the Shareholders in relation to their 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 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 5 June 2026 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 2025.
2. To approve and declare a final dividend for the year ended 31 December 2025 to be paid out of the retained earnings of the Company.
3. (A) To re-elect Mr. ZHANG Xuegong as an executive director of the Company.

(B) To re-elect Ms. ZHANG Guangyan as a non-executive director of the Company.

(C) To re-elect Mr. LU Xin, who has served the Company as an independent non-executive director for more than nine years, as an independent non-executive director of the Company.

(D) To re-elect Mr. SUN Po Yuen 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 ordinary shares of the Company (“**Shares**”, including any sale and

NOTICE OF ANNUAL GENERAL MEETING

transfer of Shares out of treasury that are held as treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited)) or securities convertible into Shares, or options, warrants or similar rights to subscribe for 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 total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors (including any treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred) 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 total number of Shares of the Company in issue as at the date of passing of this resolution (excluding any treasury Shares) 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:

NOTICE OF ANNUAL GENERAL MEETING

“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.

“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 the 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 total number 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 total number of Shares of the Company in issue as at the date of passing of this resolution (excluding any treasury Shares) and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (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
 - (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 total number of Shares of the Company which may be allotted by the Directors pursuant to such general mandate (including any treasury Shares that may be sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred), an amount representing the total number of Shares 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 total number of Shares of the Company in issue as at the date of passing of this resolution (excluding any treasury Shares).

For and on behalf of the Board of
Sinofert Holdings Limited
Mr. ZHANG Xuegong
Chairman of the Board

Hong Kong, 13 May 2026

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. For the avoidance of doubt, holders of treasury Shares (if any) have no right to vote at the Company's general meeting(s).
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 Monday, 1 June 2026 to Friday, 5 June 2026, 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:30 p.m. on Friday, 29 May 2026. Shareholders whose names appear on the register of members of the Company on 5 June 2026 are entitled to attend the annual general meeting.

For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed on Friday, 12 June 2026, 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:30 p.m. on Thursday, 11 June 2026. Shareholders whose names appear on the register of members of the Company on 12 June 2026 are entitled to receive the final dividend in cash for the year ended 31 December 2025.

3. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. no later than 10:00 a.m. on Wednesday, 3 June 2026) or any adjournment thereof.
5. Where there are joint holders of any ordinary 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 are 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. 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 7:30 a.m. on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on the website of 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. ZHANG Xuegong (Chairman), Mr. WANG Tielin (Chief Executive Officer), Ms. CHEN Shengnan and Ms. WANG Ling; the non-executive director of the Company is Ms. ZHANG Guangyan; and the independent non-executive directors of the Company are Mr. KO Ming Tung, Edward, Mr. LU Xin and Mr. SUN Po Yuen.