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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

POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 20 DECEMBER 2018

The Board is pleased to announce that all the resolutions proposed at the SGM held on 20 December 2018 were duly passed by the shareholders and independent shareholders (as applicable) by way of poll.

Reference is made to (i) the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Sinofert Holdings Limited (the “**Company**”) both dated 20 November 2018, and (ii) the supplemental circular (the “**Supplemental Circular**”) and the supplemental notice (the “**Supplemental Notice**”) of the SGM both dated 5 December 2018. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular and the Supplemental Circular.

POLL RESULTS OF THE SGM

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

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.

* For identification purposes only

The poll results in respect of the resolutions proposed at the SGM are set out below:

RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast (percentage)
		FOR	AGAINST	
Ordinary resolutions				
1.	To approve the Fertilizer Sales Co-operation Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters	1,820,998,777 (99.9999%)	2,050 (0.0001%)	1,821,000,827 (100%)
2.	To approve the Sulphur Import Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters	1,820,998,777 (99.9999%)	2,050 (0.0001%)	1,821,000,827 (100%)
Special resolution				
3.	To approve the Share Premium Reduction (as defined and described in the Circular) and associated matters	5,449,847,651 (99.9998%)	12,050 (0.0002%)	5,449,859,701 (100%)
Supplemental ordinary resolutions				
4.	To approve the transaction contemplated under the Entrusted Loan Contract (as defined and described in the Supplemental Circular) and associated matters	1,671,476,287 (91.8430%)	148,450,540 (8.1570%)	1,819,926,827 (100%)
5.	To approve the transaction contemplated under the Agreement for the Use of Fund (as defined and described in the Supplemental Circular) and associated matters	1,671,476,287 (91.8430%)	148,450,540 (8.1570%)	1,819,926,827 (100%)

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 resolutions numbered 1, 2, 4 and 5 proposed at the SGM and the Shares held by them were not counted towards such resolutions. As a result, only independent shareholders holding a total of 3,325,794,859 Shares were entitled to attend and vote on resolutions numbered 1, 2, 4 and 5 at the SGM. The intention of Sinochem Group and its associates to abstain from voting on such resolutions was stated in the Circular and the Supplemental Circular.

No shareholder was required to abstain from voting on resolution numbered 3 proposed at the SGM, and the total number of Shares entitling shareholders to attend and vote on resolution numbered 3 at the SGM was 7,024,455,733, representing 100% of the total number of Shares in issue as at the date of the SGM.

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 resolutions numbered 1, 2, 4 and 5, such resolutions were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of resolution numbered 3, such resolution was duly passed as a special resolution. The full text of the resolutions was set out in the Notice and the Supplemental Notice.

For and on behalf of the Board of
Sinofert Holdings Limited
Qin Hengde
Executive Director and Chief Executive Officer

Hong Kong, 20 December 2018

As at the date of this announcement, the executive directors of the Company are Mr. Qin Hengde (Chief Executive Officer) and Mr. Harry Yang; the non-executive directors of the Company are Mr. Zhang Wei (Chairman) and Mr. Yang Lin; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Mr. Lu Xin and Mr. Tse Hau Yin, Aloysius.