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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 ANNUAL GENERAL MEETING HELD ON 18 JUNE 2019

The Board is pleased to announce that all the resolutions proposed at the AGM held on 18 June 2019 were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting held on 18 June 2019 (the “**AGM**”) issued by Sinofer Holdings Limited (the “**Company**”) on 17 May 2019. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

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 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.

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 2018.	5,300,164,842 (99.9999996%)	20 (0.0000004%)	5,300,164,862 (100%)
2.	To approve and declare a final dividend for the year ended 31 December 2018 to be paid out of the contributed surplus of the Company.	5,300,176,282 (99.9999996%)	20 (0.0000004%)	5,300,176,302 (100%)
3.	(A) To re-elect Mr. QIN Hengde as an executive director of the Company.	5,298,569,857 (99.9696907%)	1,606,445 (0.0303093%)	5,300,176,302 (100%)
	(B) To re-elect Mr. LU Xin as an independent non-executive director of the Company.	5,267,802,349 (99.3891910%)	32,373,953 (0.6108090%)	5,300,176,302 (100%)
4.	To authorize the board of directors of the Company to fix the remuneration for all directors.	5,300,156,282 (99.9996223%)	20,020 (0.0003777%)	5,300,176,302 (100%)
5.	To re-appoint KPMG as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	5,300,168,842 (99.9998592%)	7,460 (0.0001408%)	5,300,176,302 (100%)
6.	To grant to the directors a general mandate to allot, issue and deal with ordinary shares of the Company.	5,183,403,015 (97.7968037%)	116,773,287 (2.2031963%)	5,300,176,302 (100%)
7.	To grant to the directors a general mandate to buy back ordinary shares of the Company.	5,300,176,282 (99.9999996%)	20 (0.0000004%)	5,300,176,302 (100%)
8.	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 bought back.	5,184,295,826 (97.8136487%)	115,880,476 (2.1863513%)	5,300,176,302 (100%)

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 proposed at the AGM was 7,024,455,733, representing 100% of the total number of Shares in issue.

At the AGM, Shareholders holding an aggregate of 5,300,176,032 Shares (representing approximately 75.45% of the total number of Shares in issue) were present and vote either in person, by proxy or by their duly authorized representatives.

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
QIN Hengde
Executive Director and Chief Executive Officer

Hong Kong, 18 June 2019

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 director of the Company is 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.

* *For identification purposes only*