
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 INVOLVING GENERAL MANDATES TO ISSUE AND BUY BACK SHARES FINAL DIVIDEND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Sinofert Holdings Limited to be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 14 May 2020 at 10:00 a.m. is set out on pages 16 to 20 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 Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the meeting 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:

- compulsory body temperature checks and health declarations
- wearing of surgical face masks
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company encourages attendees to wear surgical face masks and reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

* For identification purpose only

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served or arranged to be taken away, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person, by completing and returning the form of proxy attached to this circular.

If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at ir_sinofert@sinochem.com.

If any Shareholder has any question relating to the Annual General Meeting, please contact Tricor Secretaries Limited, the branch share registrar and transfer office of the Company in Hong Kong as follows:

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333

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 Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 14 May 2020 at 10:00 a.m., the notice of which is set out on pages 16 to 20 of this circular, or any adjournment thereof |
| “Board” | the board of Directors of the Company |
| “Bye-law(s)” | the bye-law(s) of the Company, as amended, modified or otherwise supplemented from time to time |
| “close associate(s)” | has the meaning ascribed to it in the Listing Rules |
| “Company” | Sinofert Holdings Limited, a company incorporated 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 in the Listing Rules |
| “core connected person(s)” | has the meaning ascribed to it in the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Existing Issue Mandate” | a general mandate granted to the Directors at the annual general meeting of the Company held on 18 June 2019 to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of Shares in issue as at that date |
| “Existing Buy-back Mandate” | a general mandate granted to the Directors at the annual general meeting of the Company held on 18 June 2019 to buy back Shares not exceeding 10% of the aggregate nominal amount of Shares in issue as at that date |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency in Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

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| “Latest Practicable Date” | 3 April 2020, 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 |
| “New Issue Mandate” | a general mandate to the Directors to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of Shares in issue as at the date of passing of the relevant resolution |
| “New Buy-back Mandate” | a general mandate to the Directors to buy back Shares not exceeding 10% of the aggregate nominal amount of Shares in issue as at the date of passing of the relevant resolution |
| “PCS Barbados” | PCS (Barbados) Investment Company Limited, a company incorporated in Barbados and a substantial shareholder 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 |
| “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 capital of the Company |
| “Shareholder(s)” | registered holder(s) of Share(s) |
| “Sinochem Group” | 中國中化集團有限公司 (Sinochem Group Co., Ltd.), a state-owned enterprise established in the PRC and the ultimate controlling shareholder of the Company |
| “Sinochem HK” | 中化香港(集團)有限公司 (Sinochem Hong Kong (Group) Company Limited), a company incorporated in Hong Kong with limited liability and the immediate controlling shareholder of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

DEFINITIONS

| | |
|------------------------------|--|
| “subsidiary(ies)” | has the meaning ascribed to it in the Listing Rules |
| “substantial shareholder(s)” | has the meaning ascribed to it in the Listing Rules |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission |
| “%” | 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:

QIN Hengde (*Chief Executive Officer*)

FENG Mingwei

Harry YANG

Non-executive Director:

YANG Lin

Independent Non-executive Directors:

KO Ming Tung, Edward

LU Xin

TSE Hau Yin, Aloysius

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business:

Unit 4705, 47th Floor

Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

9 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
AND
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 New Issue Mandate; (b) the granting to the Directors of the New Buy-back Mandate; (c) the extension of the New Issue Mandate to the Directors to allot,

* *For identification purpose only*

LETTER FROM THE BOARD

issue and deal with Shares by adding to it the aggregate number of Shares bought back under the New Buy-back Mandate; (d) approving the payment of final dividend; and (e) approving the re-election of Directors.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 18 June 2019, ordinary resolutions were passed by the Shareholders granting to the Directors the Existing Issue Mandate and the Existing Buy-back Mandate.

In accordance with the Listing Rules and the terms of the Existing Issue Mandate and the Existing Buy-back Mandate, the Existing Issue Mandate and the Existing Buy-back Mandate will lapse on 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 to be held; and (iii) the date on which they are revoked or varied by ordinary resolution of the Shareholders in general meeting.

In order to renew the above mandates, the New Issue Mandate, the New Buy-back Mandate and an extension of the New Issue Mandate by adding to it the aggregate number of Shares bought back under the New Buy-back Mandate (as respectively set out in the resolutions numbered 6, 7 and 8 in the Notice of Annual General Meeting as set out on pages 16 to 19 of this circular) will be proposed at the Annual General Meeting. With respect to the proposed new 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 New 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\$0.0294 per Share for the year ended 31 December 2019 to be paid out of the contributed surplus of the Company subject to the approval of the Shareholders at the Annual General Meeting. It is expected that the relevant dividend will be payable to those entitled on or about 18 June 2020, subject to Shareholders' approval at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87(1), 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 (including those appointed for a specific term) 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.

LETTER FROM THE BOARD

Accordingly, the Directors who will retire by rotation at the Annual General Meeting pursuant to the Bye-laws are Mr. Harry YANG and Mr. YANG Lin. Both of the retiring Directors will offer themselves for re-election at the Annual General Meeting.

In addition, the Board has appointed Mr. FENG Mingwei as an executive Director of the Company on 25 February 2020. Pursuant to Bye-law 86(2), any Director appointed to fill a casual vacancy shall hold office only until the next general meeting of the Company and shall then be eligible for re-election. As such, Mr. FENG Mingwei will offer himself for re-election at the Annual General Meeting.

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

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 14 May 2020 at 10:00 a.m. is set out on pages 16 to 20 of this circular. At the Annual General Meeting, all resolutions put to the vote will be decided by way of poll pursuant to Bye-law 66 of the Company.

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 Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the Annual General Meeting 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

For the purpose of determining Shareholders' entitlement to attend the Annual General Meeting, the register of members of the Company will be closed from 8 May 2020 to 14 May 2020, 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 Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on 7 May 2020.

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed on 21 May 2020, 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

LETTER FROM THE BOARD

share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on 20 May 2020.

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 Directors consider 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 Directors therefore recommend Shareholders to vote in favour of all the resolutions.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Qin Hengde
Executive Director and Chief Executive Officer

This explanatory statement contains the particulars required by the Listing Rules to enable Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the New 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 New 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, or 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 2019, in the event that the New 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 New 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 HK\$ | Lowest HK\$ |
| 2019 | | |
| April | 1.05 | 0.97 |
| May | 0.98 | 0.86 |
| June | 0.91 | 0.84 |
| July | 0.93 | 0.87 |
| August | 0.91 | 0.83 |
| September | 0.87 | 0.80 |
| October | 0.84 | 0.79 |
| November | 0.84 | 0.77 |
| December | 0.81 | 0.75 |
| 2020 | | |
| January | 0.89 | 0.76 |
| February | 0.86 | 0.78 |
| March | 0.83 | 0.62 |
| April (up to the Latest Practicable Date) | 0.69 | 0.67 |

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 and PCS Barbados held 3,698,660,874 Shares and 1,563,312,141 Shares, representing approximately 52.65% and 22.26% of the issued ordinary share capital of the Company respectively. 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 New Buy-back Mandate in full, the shareholdings of Sinochem HK and PCS Barbados would be increased to approximately 58.50% and 24.73% of the entire issued ordinary share capital of the Company, respectively. 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 New 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 New Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the New Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

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 New Buy-back Mandate is approved by the Shareholders.

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 New Buy-back Mandate in full, the aggregate shareholdings of Sinochem HK and PCS Barbados would be increased to approximately 83.23% of the entire issued ordinary share capital of the Company, resulting in less than 25% of the issued Shares being held in public hands. The Directors however do not propose to buy back Shares to such an extent as will 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 Directors proposed for re-election at the Annual General Meeting.

Mr. Harry YANG – Executive Director

Mr. Harry YANG, aged 57, was appointed as an executive Director of the Company in March 2006. He is also a member of the Nomination Committee and the Corporate Governance Committee of the Company. Mr. Harry YANG graduated from the University of International Business and Economics in 1989 with a master's degree in International Business English. Mr. Harry YANG joined Sinochem Group in 1989 and served successively as the general manager of Sinochem (USA) Inc. and Sinochem International London Oil Co., Ltd., and a director, the general manager and the vice chairman of the board of directors of US Agri-Chemicals Corporation. From November 2002 to January 2017, Mr. Harry YANG served as the deputy general manager and the general counsel of the Company. Mr. Harry YANG has served Sinochem Group for more than twenty years. He is also a director of various subsidiaries of the Company. Mr. Harry YANG possesses years of experience in international trade and fertilizer business with a deep understanding of the international fertilizer market.

Save as described above, Mr. Harry YANG has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Harry YANG did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Harry YANG has entered into a director's service contract with the Company for a term of three years. Mr. Harry YANG 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. Harry YANG is entitled to a fixed fee of RMB938,995 per annum and a housing allowance of not more than HK\$720,000 per annum (payable to the extent of accommodation expenses actually incurred by him) pursuant to his service contract. The fee and the housing allowance are determined by, and subject to annual review of, the Remuneration Committee of the Company. As at the Latest Practicable Date, the accommodation expenses actually incurred by Mr. Harry YANG is HK\$48,000 per month. Mr. Harry YANG may also receive end-of-year bonus and other rewards, 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. Harry YANG's remuneration was approved by the Remuneration Committee of the Company and determined with reference to his experience and responsibilities and the prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Mr. Harry YANG that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. FENG Mingwei – Executive Director

Mr. FENG Mingwei, aged 57, was appointed as an executive Director of the Company on 25 February 2020. Mr. FENG Mingwei graduated from Beijing University of Iron and Steel Technology in 1987 majoring in automation, and acquired a postgraduate diploma in world economics from Renmin University of China in 1998. In 1984, Mr. FENG Mingwei joined Sinochem Group, in which he had held positions in the finance department and the representative office in Pakistan. He subsequently served as the sales manager in the business department of SC Polymers Inc. and the deputy general manager of Sinochem Plastic Ltd.. Mr. FENG Mingwei joined Sinochem Fertilizer Co., Ltd. in December 2001, and had held positions of the deputy general manager of the import department, the general manager of the first fertilizer department, the general manager of the potash fertilizer department and an assistant to the general manager of Sinochem Fertilizer Co., Ltd.. Mr. FENG Mingwei served as the deputy general manager of the Company from May 2007 to December 2019. He has been a non-executive director of Qinghai Salt Lake Industry Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000792) since March 2008, and is currently serving as a director of various subsidiaries of the Company. Mr. FENG Mingwei has been deeply involved in marketing and team building for 35 years. He has profound understanding of the supply and demand of fertilizers in both domestic and international markets, as well as the market development trend, possesses strong capability and extensive practical experience in strategic procurement, distribution service, logistics and financial support. Mr. FENG Mingwei is concurrently the vice chairman of the Chinese Society of Plant Nutrition and Fertilizer Science and the executive vice president of Potash Branch of China Inorganic Salts Industry Association, with strong influence in the potash fertilizer industry of the PRC.

Save as described above, Mr. FENG Mingwei has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years.

As at the Latest Practicable Date, Mr. FENG Mingwei did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. FENG Mingwei has entered into a director's service contract with the Company for a term of three years. Mr. FENG Mingwei 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. FENG Mingwei is entitled to a fixed fee of RMB1,356,713 per annum and a housing allowance of not more than HK\$720,000 per annum (payable to the extent of accommodation expenses actually incurred by him) pursuant to his service contract. The fee and the housing allowance are determined by, and subject to annual review of, the Remuneration Committee of the Company. As at the Latest Practicable Date, there is no accommodation expense actually incurred by Mr. FENG Mingwei. Mr. FENG Mingwei may also receive end-of-year bonus and other rewards, 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. FENG Mingwei's remuneration was approved by the Remuneration Committee of the Company and determined with reference to his experience and responsibilities and the prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Mr. FENG Mingwei that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. YANG Lin – Non-executive Director

Mr. YANG Lin, aged 56, was appointed as a non-executive Director of the Company in August 2010. He was appointed as a member of the Remuneration Committee of the Company on 28 March 2018. Mr. YANG Lin graduated from Tianjin University of Commerce in 1985 with a bachelor's degree in economics, majoring in commercial enterprise management. He completed a course of corporate management in University of Stuttgart in Germany from 1990 to 1993. Mr. YANG Lin has over ten years' experience in enterprise fund management. Mr. YANG Lin worked at Siemens AG and later as a product manager at Wella AG from 1993 to 1994 in Germany. He joined Sinochem Group in 1994 and had held various positions, including an assistant to the general manager of the planning and financial department, the deputy general manager of the finance department, the deputy general manager of the investment and development department, the general manager of the fund management department, the deputy general accountant of Sinochem Group, and the deputy chief financial officer of Sinochem Corporation. Mr. YANG Lin is currently the general accountant and the president of the finance division of Sinochem Group. He also holds directorships and senior management positions in various subsidiaries and/or affiliates of Sinochem Group. Mr. YANG Lin was a supervisor of China State Construction Engineering Corporation Limited, a company listed on the Shanghai Stock Exchange (stock code: 601668), from 2007 to 2010. Since October 2009, Mr. YANG Lin has been a non-executive director of Far East Horizon Limited (in which Sinochem Group is a substantial shareholder), whose shares are listed on the Main Board of the Stock Exchange (stock code: 3360). Mr. YANG Lin has been a director of Sinochem International Corporation, a subsidiary of Sinochem Group and listed on the Shanghai Stock Exchange (stock code: 600500) since June 2010. Mr. YANG Lin has been a non-executive director and a member of the audit committee of China Jinmao Holdings Group Limited, a subsidiary of Sinochem Group and listed on the Main Board of the Stock Exchange (stock code: 0817), since February 2014. In addition, Mr. YANG Lin has been the chairman of the board of directors of Sinochem Environment Holdings Limited, a subsidiary of Sinochem Group, since November 2018.

Save as described above, Mr. YANG Lin has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, has not held any other position in the Company or any of its subsidiaries, and has not held any directorship in any Hong Kong or overseas listed public companies in the last three years.

As at the Latest Practicable Date, Mr. YANG Lin 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. YANG Lin, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. YANG Lin will be extended for three years with effect from the date of the Annual General Meeting, upon his successful re-election as a non-executive Director of the Company. In addition, Mr. YANG Lin 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. YANG Lin will not enter into any director's service contract with the Company but is entitled to a director's fee of HK\$443,000 per annum, which was approved by the Board and determined with reference to his duties and responsibilities. Mr. YANG Lin has agreed to waive his director's fee for the year ending 31 December 2020.

Save as described above, the Board is not aware of any matter in relation to Mr. YANG Lin that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his 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 Sinoferf Holdings Limited (the “Company”) will be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 14 May 2020 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 2019.
2. To approve and declare a final dividend for the year ended 31 December 2019 to be paid out of the contributed surplus of the Company.
3. (A) To re-elect Mr. Harry YANG as an executive director of the Company.
(B) To re-elect Mr. FENG Mingwei as an executive director of the Company.
(C) To re-elect Mr. YANG Lin as a 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 additional ordinary shares of the Company (“Shares”) or securities

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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 aggregate nominal amount of the ordinary share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors 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 aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution 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

NOTICE OF ANNUAL GENERAL MEETING

(e) 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.

“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 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 aggregate nominal amount 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 aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution 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 aggregate nominal amount of the ordinary share capital of the Company which may be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the ordinary share capital 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 aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution.”

For and on behalf of the Board

QIN Hengde

Executive Directors and Chief Executive Officer

Hong Kong Special Administrative Region of the People’s Republic of China

9 April 2020

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 of the Company.
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 8 May 2020 to 14 May 2020, 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 Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on 7 May 2020.

For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed on 21 May 2020, 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 Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:30 p.m. on 20 May 2020.

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 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 Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the meeting or any adjournment thereof.
5. Where there are joint holders of any 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 be 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. As at the date of this notice, the executive directors of the Company are Mr. Qin Hengde (Chief Executive Officer), Mr. Feng Mingwei 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.
8. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on the website of the Hong Kong Exchanges and Clearing Limited and website of the Company to notify shareholders of the date, time and place of the rescheduled meeting.