

SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of Sinofert Holdings Limited (the “Company”) to be held in a combination of an in-room meeting at Unit 4705, 47th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk> on 27 April 2022 at 3:00 p.m.

I/We^(Note a), _____,
of _____,

being the registered holder(s) of _____ ordinary shares^(Note b) of HK\$0.10 each in the capital of the Company,
HEREBY APPOINT THE CHAIRMAN OF THE MEETING or^(Note c) _____

of (address) _____

at (email address)^(Note d) _____

as my/our proxy to vote and act for me/us at the Meeting and at any adjourned meeting as directed below or, if no such indication is given, as my/our proxy thinks fit^(Note e).

ORDINARY RESOLUTION		FOR ^(Note e)	AGAINST ^(Note e)
1.	To approve the Framework Agreement (as defined and described in the circular to the shareholders of the Company dated 8 April 2022), the transactions contemplated thereunder, the proposed annual cap relating thereto and associated matters ^(Note f) .		

Dated this _____ day of _____ 2022

Shareholder's signature^(Note g) _____

Notes:

- (a) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (c) If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- (d) Registered shareholders submitting this form of proxy are requested to provide a valid email address of their proxy (except for the appointment of the Chairman of the Meeting as their proxy) for the proxy to receive the login username and password, together with relevant instructions to participate online via the Tricor e-Meeting System.
- (e) IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. Failure to tick any box will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (f) The full text of the resolution appears in the notice of the Meeting dated 8 April 2022.
- (g) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- (h) To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with 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, or submitted electronically via <https://spot-emeeting.tricor.hk> by using the username and password provided in the notification letter to be sent by the Company, as soon as possible and in any event not later than 48 hours 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 via electronic facilities should you so wish and in such event, the form of proxy will be deemed to have been revoked.
- (i) In the case of joint holders of any ordinary share of the Company, only one set of login username and password for the Tricor e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such shares as if he were solely entitled thereto.
- (j) The proxy need not be a member of the Company but must attend the Meeting to represent you.
- (k) In light of the COVID-19 pandemic, the Meeting will be held with the minimum number of persons present as is required under the bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting. No other shareholder, proxy or corporate representative should attend the Meeting in person. The Company strongly encourages shareholders to exercise their rights to attend and vote at the Meeting by electronic facilities via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk>.

Personal Information Collection Statement

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form of proxy (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.