

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Sinofert Holdings Limited (the “**Company**”) will 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-meeting.tricor.hk> on 27 April 2022 at 3:00 p.m. or any adjournment thereof, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Framework Agreement (as defined and described in the circular to the shareholders of the Company dated 8 April 2022 (the “**Circular**”), a copy of which has been produced to the meeting marked “A”) and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual cap of the transactions contemplated under the Framework Agreement be and is hereby approved, ratified and confirmed; and
- (c) the directors of the Company or any other person authorized by the directors of the Company be and are hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Framework Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Framework Agreement which in their opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”

For and on behalf of the Board of

Sinofert Holdings Limited

Qin Hengde

Executive Director and Chief Executive Officer

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

8 April 2022

Notes:

1. The register of members of the Company will be closed from 22 April 2022 to 27 April 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for voting at the SGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 21 April 2022.
2. Voting of the ordinary resolution set out in this notice will be by way of poll.
3. In light of the COVID-19 pandemic, the SGM 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 SGM in person. The Company strongly encourages shareholders to exercise their rights to attend and vote at the SGM by electronic facilities via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk>.
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 at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or submitted electronically at <https://spot-emeeting.tricor.hk>, in each case as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
5. All shareholders will be able to join the SGM via the Tricor e-Meeting System. The Tricor e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.
6. Through the Tricor e-Meeting System, registered shareholders will be able to view the live video broadcast and participate in voting and submit questions online. Each registered shareholder's login username and password, together with the instructions to access the Tricor e-Meeting System, will be included in a separate notification letter to registered shareholders which will be despatched on or before w.
7. Non-registered shareholders whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the SGM, vote and submit questions online via the Tricor e-Meeting System. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
8. 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.

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. J. Erik Fyrwald (Chairman); and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Mr. Lu Xin and Mr. Tse Hau Yin, Aloysius.