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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Sinofert Holdings Limited to be held at 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 7 June 2024 at 9:30 a.m. is set out on pages 24 to 32 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, 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 if you so wish.

14 May 2024

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## DEFINITIONS

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*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 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 7 June 2024 at 9:30 a.m., the notice of which is set out on pages 24 to 32 of this circular, or any adjournment thereof
“Audit Committee”	the audit committee of the Company established by the Board in 1999
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution (excluding any treasury Shares)
“Bye-law(s)”	the bye-law(s) of the Company, as amended, modified or otherwise supplemented from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general mandate to the Directors to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution (excluding any treasury Shares)
“Latest Practicable Date”	9 May 2024, 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
“Nomination Committee”	the nomination committee of the Company established by the Board in 2005
“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
“Remuneration Committee”	the remuneration committee of the Company established by the Board in 2005
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“Syngenta HK”	先正達集團(香港)控股有限公司 (Syngenta Group (HK) Holdings Company Limited), a limited liability company incorporated in Hong Kong and the immediate controlling shareholder of the Company

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## DEFINITIONS

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“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“treasury Share(s)”	has the meaning ascribed to it in the proposed amendments to the Listing Rules as set out in the Consultation Conclusions on Proposed Amendments to Listing Rules relating to Treasury Shares published by the Stock Exchange on 12 April 2024, which will come into effect on 11 June 2024
“%”	per cent

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**LETTER FROM THE BOARD**

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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)**

*Non-executive Director:*

SU Fu (*Chairman*)

*Executive Directors:*

WANG Ling

WANG Jun

*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

14 May 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
FINAL DIVIDEND  
RE-ELECTION OF DIRECTORS  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AMENDMENTS TO THE BYE-LAWS  
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 Issue Mandate; (b) the granting to the Directors of the Buy-back Mandate; (c) the extension of the Issue Mandate to the Directors to allot, issue and deal with Shares by adding to it the aggregate number of Shares bought back under the Buy-back Mandate; (d) approving the payment of final dividend; (e) approving the re-election of Directors; (f) approving the appointment of an independent non-executive Director; and (g) approving the amendments to the Bye-laws.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

In accordance with the Listing Rules, the Issue Mandate, the Buy-back Mandate and an extension of the Issue Mandate by adding to it the total number of Shares bought back under the Buy-back Mandate (as respectively set out in the resolutions numbered 7, 8 and 9 in the Notice of Annual General Meeting as set out on pages 24 to 32 of this circular) will be proposed at the Annual General Meeting. With respect to the proposed 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 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\$0.0491 per Share for the year ended 31 December 2023 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 July 2024, subject to Shareholders' approval at the Annual General Meeting.

### RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 84(1) and (2), 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 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.

Accordingly, the Directors who will retire by rotation at the Annual General Meeting pursuant to the Bye-laws are Mr. TSE Hau Yin, Aloysius (“**Mr. Tse**”) and Mr. LU Xin (“**Mr. Lu**”). Mr. Lu will offer himself for re-election at the Annual General Meeting. Mr. Tse has decided not to offer himself for re-election and will retire from the office of directorship at the conclusion of the Annual General Meeting.

Mr. Tse has confirmed that he has no disagreement with the Board and that there are no matters relating to his retirement that need to be brought to the attention of the Shareholders. Following Mr. Tse's retirement, he will cease to be the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.

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## LETTER FROM THE BOARD

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In addition, the Board has appointed Mr. SU Fu (“**Mr. Su**”) as a non-executive Director of the Company on 24 January 2024. Pursuant to Bye-law 83(2), any Director appointed to fill a casual vacancy shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Mr. Su will offer himself for re-election at the Annual General Meeting.

Pursuant to code provision B.3.4 of the Corporate Governance Code in Appendix C1 of the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular: (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding his seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (iii) the perspectives, skills and experience that the individual can bring to the board; and (iv) how the individual contributes to diversity of the board.

In reviewing the structure of the Board, the Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board’s composition.

Mr. Lu has over 31 years of experience in finance, investment and corporate management with extensive knowledge about economic activities of Hong Kong and Mainland China. The Nomination Committee is of the view that the re-election of Mr. Lu as independent non-executive Director may replenish the professional knowledge of the Board in economics and financial related matters, promote the diversity of the Board in terms of skills and experience, and improve the corporate governance of the Company.

Mr. Lu has been serving as an independent non-executive Director of the Company since February 2015. Pursuant to code provision B.2.3 of the Corporate Governance Code in Appendix C1 of the Listing Rules, if an independent non-executive director has served a company for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

During his term of office, Mr. Lu has actively participated in the meetings of the Board and the Board committees, and provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. Mr. Lu has not been involved in any management role in the Company nor has he been involved in any relationships which would interfere with the exercise of his independent judgement. The Board considers that the continuous appointment of Mr. Lu as independent non-executive Director will help maintain the stability of the Board as he will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. In addition, Mr. Lu has declared his independence by submitting an annual written confirmation of independence to the Board



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## LETTER FROM THE BOARD

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pursuant to Rule 3.13 of the Listing Rules. The Board believes that Mr. Lu is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

Having considered the factors set out above, on 25 March 2024, the Nomination Committee nominated Mr. Lu to the Board. The Board, having considered the recommendation of the Nomination Committee, accepted the nomination by the Nomination Committee and considers that the re-election of Mr. Lu as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole, and therefore, it is recommended that Shareholders approve his 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.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

In consideration of the recommendation of the Nomination Committee, the Board has proposed to appoint Mr. SUN Po Yuen (“**Mr. Sun**”) as an independent non-executive Director to fill the vacancy on the Board following the retirement of Mr. Tse. The proposed appointment of Mr. Sun is subject to the approval by the Shareholders at the Annual General Meeting by way of ordinary resolution and will take effect, if approved, from the conclusion of the Annual General Meeting. Following the approval of his appointment as an independent non-executive Director, Mr. Sun will also act as the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.

With nearly four decades of experience in accounting, Mr. Sun has extensive experience working in accounting firms and multinational corporations. He is familiar with business logic and regulatory requirements for listed companies, and has a deep understanding of the Hong Kong capital market and the sustainable development of listed companies. Mr. Sun has also been engaged in charity and social service work for a long time, demonstrating good social influence.

Mr. Sun has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. The Board and the Nomination Committee also consider that Mr. Sun meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent from the Company.

Having considered the professionalism of Mr. Sun as an independent non-executive Director, the Board and the Nomination Committee are of the view that his appointment will bring valuable perspectives, knowledge, skills and experience to the Board to ensure the efficient and effective operation of the Board and will contribute to the diversification of the Board, which will be conducive to the Company’s compliance with the operational requirements and healthy and sustainable development.

Biography of Mr. Sun is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### AMENDMENTS TO THE BYE-LAWS

The Board proposed to amend the existing Bye-laws to bring the Bye-laws in line with certain amendments made to the Listing Rules in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers which took effect from 31 December 2023, and to make other consequential and house-keeping amendments.

The proposed amendments to the Bye-laws have been approved by the Board but are subject to the approval by the Shareholders by way of special resolution at the Annual General Meeting. Save for the proposed amendments, other provisions of the Bye-laws remain unchanged.

The full text of the proposed amendments to the Bye-laws are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Bye-laws do not contravene the Listing Rules, and the legal advisers to the Company as to Bermuda laws have confirmed that the proposed amendments to the Bye-laws do not violate the applicable laws of Bermuda. The Company further confirms that there is nothing unusual about the proposed amendments to the Bye-laws for a company listed in Hong Kong.

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 7 June 2024 at 9:30 a.m. is set out on pages 24 to 32 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(1) of the Company. For the avoidance of doubt, holders of treasury Shares (if any) are prohibited by law or the Listing Rules from exercising their right to vote the treasury Shares at the Company's general meeting(s).

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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours 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.

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## LETTER FROM THE BOARD

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### 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 3 June 2024 to 7 June 2024, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 31 May 2024.

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed on 17 June 2024, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 14 June 2024.

### 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 of  
**Sinofert Holdings Limited**  
**Su Fu**  
*Chairman*

*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 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 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 2023, in the event that the 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 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\$
<b>2023</b>		
May	1.17	0.99
June	1.09	0.90
July	1.05	0.93
August	1.05	0.95
September	0.99	0.90
October	0.93	0.88
November	0.91	0.87
December	0.91	0.83
<b>2024</b>		
January	0.91	0.79
February	0.83	0.75
March	0.87	0.80
April	0.88	0.80
May (up to the Latest Practicable Date)	0.98	0.88

### USE OF SHARES BOUGHT BACK

Following a buy-back of Shares, the Company may cancel any Shares bought back and/or hold them as treasury Shares subject to, among others, market conditions and its capital management needs at the relevant time of the buy-backs, which may change due to evolving circumstances. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return (which shall identify, among others, the number of Shares bought back that are to be held in treasury or cancelled upon settlement of such buy-backs, and where applicable, disclose the reasons for any deviation from the intention statement previously disclosed) and any relevant monthly return.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures:

- (i) the Company shall procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), the Company shall withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) take any other measures to ensure that the Company will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

### **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, Syngenta 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 Buy-back Mandate in full, the shareholdings of Syngenta 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 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 Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules and all applicable laws of Bermuda. In addition, the Company has confirmed that neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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 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 Buy-back Mandate in full, the aggregate shareholdings of Syngenta 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 and appointment at the Annual General Meeting.*

**Mr. SU Fu – Non-executive Director, Chairman of the Board and Chairman of the Strategy Committee**

**Mr. SU Fu**, aged 49, was appointed as a non-executive Director, the Chairman of the Board, and the Chairman of the Strategy Committee of the Company in January 2024. Mr. Su graduated from the Department of Economics of Beijing Wuzi University majoring in international trade with a bachelor's degree in economics in July 1995. From July 1995 to March 2000, Mr. Su worked at Beijing Chemical Industry and Light Industry Company and Huaxing Import & Export Trading Co., Ltd. Mr. Su joined Sinochem International Corporation ("**Sinochem International**", formerly known as Sinochem International Company Limited, a company listed on the Shanghai Stock Exchange under stock code 600500) in March 2000, and held various positions including the assistant general manager and the deputy general manager of Sinochem International. From January 2013 to November 2022, Mr. Su served as the chief executive officer of Sennics Co., Ltd. (formerly known as Jiangsu Sinorgchem Technology Co., Ltd.), a subsidiary of Sinochem International. Mr. Su was the director of the strategy implementation department and the production and operation department of Sinochem Holdings Corporation Ltd. in November 2022 and September 2023, respectively. Mr. Su has been serving as the president of Syngenta Group China since December 2023. Mr. Su has many years of experience in leading the development of enterprises, with a deep understanding of the rules on international business operations. He is also familiar with the chemical industry chain and the competitive landscape of the industry, has good strategic judgement, decision-making and business operation skills, and possesses strong capabilities in investment, merger and acquisition, as well as industry integration.

Other than the abovementioned positions in the Company, Mr. Su is also a director and chairman of the board of directors of Jiangsu Yangnong Chemical Co., Ltd. (a company listed on the Shanghai Stock Exchange under stock code 600486).

Save as described above, Mr. Su 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. Su 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. Su, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Su 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. Su 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. Su is entitled to a director's fee of



HK\$443,000 per annum, which was determined with reference to his duties and responsibilities and will be reviewed every year by the Remuneration Committee. Mr. Su has agreed to waive his director's fee.

Save as described above, the Board is not aware of any matter in relation to Mr. Su 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. LU Xin – Independent Non-executive Director and Chairman of the Remuneration Committee**

**Mr. LU Xin**, aged 60, was appointed as an independent non-executive Director of the Company in February 2015. He is also the Chairman of the Remuneration Committee, and a member of the Audit Committee, the Nomination Committee and the Strategy Committee of the Company. Mr. Lu graduated from Dongbei University of Finance and Economics in China in 1987 with a bachelor's degree in economics, and has been awarded a master of business administration by the University of South Australia in 2006. Mr. Lu worked for the Ministry of Finance of the People's Republic of China from 1987 to 1992, and China Trust and Investment Corporation for Economic Development from 1992 to 1995. Since 1995, Mr. Lu has successively served as the assistant general manager, deputy general manager and managing director of Golden Sino (Holdings) Limited. From 2001 to 2004, Mr. Lu was the executive director and deputy chairman of the Board and the managing director of the Company (formerly known as Wah Tak Fung Holdings Limited). From 2008 to 2010, Mr. Lu was an independent non-executive director of Sino Resources Group Limited, whose shares are listed on the Main Board of the Stock Exchange.

Other than the directorship in the Company, currently Mr. Lu is also an investment consultant of Wai Chun Group Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange, and the chairman of the board of directors of World International Consulting Limited. Mr. Lu has over 31 years of experience in finance, investment and corporate management with extensive knowledge about economic activities of Hong Kong and Mainland China.

Save as described above, Mr. Lu 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. Lu was interested in 2,900,000 Shares. Saved as disclosed, Mr. Lu 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. Lu, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Lu will be extended for three years with effect from the date of the Annual General Meeting, upon his successful re-election as an independent non-executive Director of the Company. In

addition, Mr. Lu 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. Lu is entitled to a director's fee of HK\$538,000 per annum (comprising a fee of HK\$443,000 for his service as a Director for the year 2024 and an additional remuneration of HK\$95,000 for his position as the Chairman of the Remuneration Committee), which was approved by the Board and determined with reference to his duties and responsibilities.

Save as described above, the Board is not aware of any matter in relation to Mr. Lu 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. SUN Po Yuen – Proposed Independent Non-executive Director**

**Mr. SUN Po Yuen**, aged 63, is a Justice of the Peace of the Hong Kong Special Administrative Region. Mr. Sun graduated from the Hong Kong Polytechnic University (formerly known as The Hong Kong Polytechnic) in 1984 with a Professional Diploma in Accountancy. He is currently a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Upon graduation, Mr. Sun joined PricewaterhouseCoopers and served as a partner at PricewaterhouseCoopers in Hong Kong from 1996 to 2021. During his tenure at PricewaterhouseCoopers, Mr. Sun held various leadership positions in different assurance business units, including institutional group for Hong Kong and Macau, entrepreneurial group for Hong Kong and southern China and capital markets services group for Hong Kong and mainland China. From 2017 to 2021, he concurrently served as Lead Director of both governance boards of PricewaterhouseCoopers China and PricewaterhouseCoopers Asia Pacific and was a member of the global board of PricewaterhouseCoopers. Mr. Sun retired in July 2021. In terms of public service, he has served as a director of the Hong Kong Science and Technology Parks Corporation, the Hong Kong Applied Science and Technology Research Institute Company Limited, and the Estate Agents Authority. Mr. Sun has served as a senior advisor to Chartwell Capital Ltd. since August 2021. In October 2022, he was appointed as a non-executive director of FWD Group Limited and re-designated to independent non-executive director since October 2023. He has served as an independent non-executive director of Bank of Shanghai (Hong Kong) Limited (a subsidiary of Bank of Shanghai Co., Ltd., a company listed on the Shanghai Stock Exchange under stock code 601229) since April 2023.

Mr. Sun served as a member of the Listing Committee of The Stock Exchange of Hong Kong Limited from 2009 to 2014 and was appointed as a Justice of the Peace of the Hong Kong Special Administrative Region in 2012. He has been a governance committee member of the Hong Kong Polytechnic University Foundation since 2014. In 2013, he was awarded the Outstanding PolyU Alumni Award by the Hong Kong Polytechnic University, and in 2018, he was conferred a university fellowship by the Hong Kong Polytechnic University.

Save as described above, Mr. Sun 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. Sun did not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

The Company will issue a formal letter of appointment to Mr. Sun, setting out key terms and conditions of his appointment. The term of office of Mr. Sun will be three years from the conclusion of the Annual General Meeting. Pursuant to the Bye-laws, Mr. Sun will be subject to retirement by rotation at least once every three years and will be eligible for re-election at the annual general meeting of the Company. Mr. Sun is entitled to a director's fee of HK\$633,000 per annum (comprising a fee of HK\$443,000 for his service as a Director for the year 2024 and an additional remuneration of HK\$190,000 for his position as the Chairman of the Audit Committee), which was approved by the Board and determined with reference to his duties and responsibilities.

Save as described above, the Board is not aware of any matter in relation to Mr. Sun 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 proposed appointment as an independent non-executive Director.

*Details of the proposed amendments to the Bye-laws are as follows, of which the full text or extract of the relevant Bye-laws are reproduced, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and Bye-law numbers referred to herein are clauses, paragraphs and Bye-law numbers of the existing Bye-laws.*

**Bye-law No. Proposed amendments (showing changes to the existing Bye-laws)**

2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:

.....

(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;

~~(m)~~(n) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

~~(n)~~(o) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64E;

~~(o)~~(p) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

Bye-law No.	Proposed amendments (showing changes to the existing Bye-laws)
	<p>(p)(q) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</p>
	<p>(q)(r) where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</p>
3.	<p>(2) Subject to the Act, <del>the Company's memorandum of association</del> and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority, <u>any power of the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine</u> <del>shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.</del></p>
64.	<p>Subject to Bye-law 64C, <del>the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting),</del> <u>the chairman may (without the consent of the meeting) or shall at the direction of the meeting at which a quorum is present,</u> adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.</p>
151.	<p><del>The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</del> <u>The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner permitted by these Bye-laws, including on the Company's computer network.</u></p>

Bye-law No.	Proposed amendments (showing changes to the existing Bye-laws)
158.	<p data-bbox="379 325 1369 527"><del>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</del></p> <ul style="list-style-type: none"><li data-bbox="440 570 1066 597"><del>(a) by serving it personally on the relevant person;</del></li><li data-bbox="440 640 1369 736"><del>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</del></li><li data-bbox="440 778 1166 806"><del>(c) by delivering or leaving it at such address as aforesaid;</del></li><li data-bbox="440 849 1369 1012"><del>(d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</del></li><li data-bbox="440 1055 1369 1257"><del>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</del></li><li data-bbox="440 1300 1369 1566"><del>(f) by publishing it on the Company’s website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the Notice, document or publication is available on the Company’s computer network website (a “notice of availability”);</del></li><li data-bbox="440 1608 1369 1704"><del>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</del></li></ul> <p data-bbox="379 1747 1369 1810"><del>(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.</del></p> <p data-bbox="379 1853 1369 1951"><del>(3) In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</del></p>

**Bye-law No. Proposed amendments (showing changes to the existing Bye-laws)**

~~(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.~~

~~(5) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.~~

~~(6) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any Notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.~~

(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable, or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;
- (f) by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any additional consent or notification;

**Bye-law No. Proposed amendments (showing changes to the existing Bye-laws)**

(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

(2) In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

(3) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.

(4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any Notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.

159. Any Notice or other document:

...

~~(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;~~

~~(c) if published on the Company's website, shall be deemed to have been served on the day on which the Notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later; if placed or published on either the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;~~

...



Bye-law No.	Proposed amendments (showing changes to the existing Bye-laws)
160.	<p>(1) Any Notice or other document delivered or sent <del>by post to or left at the registered address of</del> <u>in any manner permitted by any Member in pursuance of</u> these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p> <p>(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such <del>an</del><u>electronic or postal</u> address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Sinofert Holdings Limited (the “**Company**”) will be held at 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 7 June 2024 at 9:30 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 2023.
2. To approve and declare a final dividend for the year ended 31 December 2023 to be paid out of the contributed surplus of the Company.
3. (A) To re-elect Mr. SU Fu as a non-executive director of the Company.  
  
(B) To re-elect Mr. LU Xin as an independent non-executive director of the Company.
4. To appoint Mr. SUN Po Yuen as an independent non-executive director of the Company.
5. To authorize the board of directors of the Company to fix the remuneration for all directors.
6. 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.
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 (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 ordinary shares of the Company (“**Shares**”, including any sale and transfer of Shares out of treasury that are held as treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited coming into effect on 11 June 2024)) or securities convertible into Shares, or options,

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## NOTICE OF ANNUAL GENERAL MEETING

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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 total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors (including any treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred) 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 total number of Shares of the Company in issue as at the date of passing of this resolution (excluding any treasury Shares) 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
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

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:**

- (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 total number 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 total number of Shares of the Company in issue as at the date of passing of this resolution (excluding any treasury Shares) and the said approval shall be limited accordingly;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”
9. 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 7 and 8 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 7 set out in the notice of this meeting be and is hereby extended by the addition to the total number of Shares of the Company which may be allotted by the Directors pursuant to such general mandate (including any treasury Shares that may be sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred), an amount representing the total number of Shares of the Company bought back by the Company under the authority granted pursuant to the resolution numbered 8 set out in the notice of this meeting, provided that such amount shall not exceed 10 per cent. of the total number of Shares of the Company in issue as at the date of passing of this resolution (excluding any treasury Shares).”

### SPECIAL RESOLUTION

10. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT**:

- (A) the existing bye-laws of the Company (“**Bye-laws**”) be and is hereby amended as follows:
- (a) Bye-law 2 be amended by:
    - (i) inserting the following new sub-paragraph (m) after sub-paragraph (l):

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## NOTICE OF ANNUAL GENERAL MEETING

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- “(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.”
- (ii) inserting “, and shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64E” immediately after the words “attendance and participation shall be construed accordingly” in sub-paragraph (n).
- (iii) re-alphabetising the existing sub-paragraphs (m) to (q) as sub-paragraphs (n) to (r) accordingly.
- (b) Bye-law 3(2) be deleted in its entirety and be replaced by “Subject to the Act and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine.”
- (c) Bye-law 64 be amended by replacing “, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting),” with “, the chairman may (without the consent of the meeting) or shall at the direction of the meeting at which a quorum is present,”
- (d) Bye-law 151 be deleted in its entirety and replaced with the following:
- “151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner permitted by these Bye-laws, including on the Company’s computer network.”
- (e) Bye-law 158 be deleted in its entirety and replaced with the following:
- “158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules),

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## NOTICE OF ANNUAL GENERAL MEETING

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whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
  - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
  - (c) by delivering or leaving it at such address as aforesaid;
  - (d) by placing an advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable, or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;
  - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;
  - (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;
  - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.

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- (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any Notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.”
- (f) Bye-law 159 be amended by:
- (i) sub-paragraph (b) be deleted in its entirety and replaced with the following:
- “(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;”
- (ii) sub-paragraph (c) be deleted in its entirety and replaced with the following:
- “(c) if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules; ”
- (g) Bye-law 160(1) and (2) be deleted in its entirety and be replaced with the following:
- “(1) Any Notice or other document delivered or sent in any manner permitted by these Bye laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.



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(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”; and

(B) any director(s) of the Company be and is hereby authorised for and on behalf of the Company to, amongst other matters, do all such acts, deeds and things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary, desirable or expedient to implement and/or give effect to the proposed amendments to the Bye-laws.”

For and on behalf of the Board of  
**Sinofert Holdings Limited**  
**SU Fu**  
*Chairman*

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

14 May 2024

*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(1) of the Company. For the avoidance of doubt, holders of treasury Shares (if any) have no right to vote at the Company’s general meeting(s).
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 3 June 2024 to 7 June 2024, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 31 May 2024.

For the purpose of determining shareholders’ entitlement to the final dividend, the register of members of the Company will be closed on 17 June 2024, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 14 June 2024.

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.

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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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, 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.
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 and appointment are set out in Appendix II of the circular of which this notice forms part.
7. As at the date of this notice, the non-executive director of the Company is Mr. Su Fu (Chairman); the executive directors of the Company are Ms. Wang Ling and Mr. Wang Jun; 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 a “black” rainstorm warning is in effect or “extreme conditions” caused by super typhoon is announced by the Government of Hong Kong any time after 7:30 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.