



# SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

## FURTHER REVISED FORM OF PROXY

Further revised form of proxy for use by shareholders at the special general meeting (the “Meeting”) of Sinofer Holdings Limited (the “Company”) to be held at Salon II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 19 December 2019 at 10:00 a.m.

I/We<sup>(Note a)</sup>, \_\_\_\_\_, of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>(Note b)</sup> of HK\$0.10 each in the capital of the Company,

HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>(Note c)</sup> \_\_\_\_\_ of \_\_\_\_\_

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.

| ORDINARY RESOLUTIONS              |                                                                                                                                                                                                                                                                                                                      | FOR <sup>(Note e)</sup> | AGAINST <sup>(Note e)</sup> |
|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|
| 1.                                | To approve the Fertilizer Co-operation Framework Agreement (as defined and described in the circular to the shareholders of the Company dated 26 November 2019), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters <sup>(Note d)</sup> .                    |                         |                             |
| 2.                                | To approve the Sulphur Import Framework Agreement (as defined and described in the circular to the shareholders of the Company dated 26 November 2019), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters <sup>(Note d)</sup> .                             |                         |                             |
| SUPPLEMENTAL ORDINARY RESOLUTIONS |                                                                                                                                                                                                                                                                                                                      |                         |                             |
| 3.                                | To approve the Fertilizer Sale Framework Agreement (as defined and described in the first supplemental circular to the shareholders of the Company dated 3 December 2019), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters <sup>(Note d)</sup> .          |                         |                             |
| 4.                                | To approve the Deposit Services under the Financial Services Framework Agreement (as defined and described in the second supplemental circular to the shareholders of the Company dated 4 December 2019), the maximum daily outstanding balance of the Deposit Services and associated matters <sup>(Note d)</sup> . |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Shareholder's signature<sup>(Notes f and g)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this further revised form of proxy (the “Further Revised Form of Proxy”) will be deemed to relate to all the shares in the Company registered in your name(s).
- 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 FURTHER REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- The full text of the resolutions appears in the notice of the Meeting dated 26 November 2019 (the “Notice”), the first supplemental notice of the Meeting dated 3 December 2019 (the “First Supplemental Notice”) and the second supplemental notice of the Meeting dated 4 December 2019 (the “Second Supplemental Notice”).
- 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, the First Supplemental Notice and the Second Supplemental Notice.
- The Further Revised 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.
- Where there are joint registered holders of share(s) of the Company, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share(s) 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(s) shall alone be entitled to vote in respect thereof.
- To be valid, the Further Revised 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, as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the Meeting or any adjournment thereof (the “Closing Time”). Completion and return of the Further Revised 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. In the event that you attend the Meeting after having lodged the Further Revised Form of Proxy, the Further Revised Form of Proxy will be deemed to have been revoked.
- IMPORTANT: Any shareholder who has not yet lodged the form of proxy issued by the Company on 26 November 2019 (the “Original Form of Proxy”) or the revised form of proxy by the Company on 3 December 2019 (the “Revised Form of Proxy”) is requested to lodge the Further Revised Form of Proxy if he or she intends to appoint a proxy to attend the Meeting on his or her behalf. In this case, the Original Form of Proxy or the Revised Form of Proxy should not be lodged. Any shareholder who has already lodged the Original Form of Proxy or the Revised Form of Proxy should note that: (a) if the Further Revised Form of Proxy is lodged before the Closing Time, the Further Revised Form of Proxy will revoke and supersede the Original Form of Proxy or the Revised Form of Proxy previously lodged by the shareholder, and the Further Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, if duly completed; (b) if no Further Revised Form of Proxy is lodged before the Closing Time, the Original Form of Proxy or the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, if duly completed, and the proxy so appointed pursuant to the Original Form of Proxy or the Revised Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the proposed supplemental resolutions set out in the First Supplemental Notice and the Second Supplemental Notice.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

### 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 the Revised 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.

\* For identification purposes only