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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)

SECOND SUPPLEMENTAL NOTICE OF SPECIAL GENERAL MEETING

Reference is made to the circular (the “**SGM Circular**”) and notice (the “**SGM Notice**”) of Sinofert Holdings Limited (the “**Company**”) dated 26 November 2019, and the supplemental circular (the “**First Supplemental Circular**”) and supplemental notice (the “**First Supplemental Notice**”) of the Company dated 3 December 2019, which set out the time and venue of the special general meeting of the Company (the “**SGM**”) and contain the resolutions to be considered and approved at the SGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the SGM will be held as originally scheduled at Salon II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 19 December 2019 at 10:00 a.m., and in addition to the resolutions contained in the SGM Notice and the First Supplemental Notice, the following supplemental resolution will also be considered and approved at the same meeting:

SUPPLEMENTAL ORDINARY RESOLUTION

4. “**THAT:**

- (a) 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 “**Second Supplemental Circular**”), a copy of which has been produced to the meeting marked “D” and signed by the Chairman of the meeting for the purpose of identification) be and are hereby approved, ratified and confirmed;
- (b) the maximum daily outstanding balance of the Deposit Services under the Financial Services 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

* For identification purpose only

necessary or desirable for the purpose of or in connection with the implementation of the Deposit Services under the Financial Services Framework Agreement and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to the Deposit Services under the Financial Services 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 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

4 December 2019

Notes:

- 1 To be valid, the further revised form of proxy (the “**Further Revised 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, as soon as possible and in any event not less 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**”).
- 2 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 issued 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 SGM 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:
 - (i) 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. The Further Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, if duly completed;
 - (ii) 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. 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 SGM, including the proposed supplemental resolution set out above.
- 3 Apart from the proposed supplemental resolution set out above, all other matters of the SGM remain unchanged. For details of other resolutions to be considered and approved at the SGM, eligibility for attending the SGM, registration procedures and other relevant matters, please refer to the SGM Circular and the SGM Notice of the Company dated 26 November 2019, and the First Supplemental Circular and the First Supplemental Notice of the Company dated 3 December 2019.

As at the date of this second supplemental notice, the executive directors of the Company are Mr. Qin Hengde (Chief Executive Officer) and Mr. Harry Yang; the non-executive director of the Company is Mr. Yang Lin; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Mr. Lu Xin and Mr. Tse Hau Yin, Aloysius.