

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



SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

ANNOUNCEMENT

POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 13 MARCH 2019

The Board is pleased to announce that the resolution proposed at the SGM held on 13 March 2019 was duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Sinofer Holdings Limited (the “**Company**”) both dated 26 February 2019. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE SGM

The board of directors of the Company (the “**Board**”) is pleased to announce that the resolution as set out in the Notice was put to the SGM for voting by poll and was duly passed by the Independent Shareholders.

Tricor Secretaries Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of the resolution proposed at the SGM are set out below:

ORDINARY RESOLUTION		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast (percentage)
		FOR	AGAINST	
1.	To approve the Fertilizer Sale Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the revised annual cap relating thereto and associated matters	1,830,926,789 (99.999998%)	45 (0.000002%)	1,830,926,834 (100%)

As at the date of the SGM, the total number of Shares in issue was 7,024,455,733.

At the SGM, Sinochem Group and its associates, which held 3,698,660,874 Shares representing approximately 52.65% of the total number of Shares in issue as at the date of the SGM, abstained from voting on the resolution proposed at the SGM and the Shares held by them were not counted towards such resolution. As a result, only Independent Shareholders holding a total of 3,325,794,859 Shares were entitled to attend and vote on the resolution at the SGM. The intention of Sinochem Group and its associates to abstain from voting on such resolution was stated in the Circular.

No shareholder was entitled to attend but was required to abstain from voting in favour of the resolution proposed at the SGM.

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. The full text of the resolution was set out in the Notice.

For and on behalf of the Board of
Sinofert Holdings Limited
Qin Hengde
Executive Director and Chief Executive Officer

Hong Kong, 13 March 2019

As at the date of this announcement, 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.

* For identification purposes only