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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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Sinofert Holdings Limited (the "**Company**") will be held at 24th Floor, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on 30 December 2024 at 10:00 a.m. or any adjournment thereof, to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT**:

   (a) the Agricultural Products Purchase and Sale Framework Agreement (as defined and described in the circular to the shareholders of the Company dated 13 December 2024 (the "**Circular**")) and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;

   (b) the proposed annual caps of the transactions contemplated under the Agricultural Products Purchase and Sale Framework Agreement be and are hereby approved, ratified and confirmed; and

   (c) the directors of the Company or any other person authorized by the directors of the Company be and are hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Agricultural Products Purchase and Sale Framework Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Agricultural Products Purchase and Sale 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."

2. "**THAT**:

(a) the Fertilizer Import Framework Agreement (as defined and described in the Circular) and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;

(b) the proposed annual caps of the transactions contemplated under the Fertilizer Import Framework Agreement be and are hereby approved, ratified and confirmed; and

(c) the directors of the Company or any other person authorized by the directors of the Company be and are hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Fertilizer Import Framework Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Fertilizer Import Framework Agreement which in their opinion is not of a material nature and to effect or implement any other matters referred to in this resolution."

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

Hong Kong Special Administrative Region of the People's Republic of China
13 December 2024

Notes:

1. At the special 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 meeting, the register of members of the Company will be closed from 27 December 2024 to 30 December 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the 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 24 December 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.

4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

5. Where there are joint holders of any ordinary 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 are 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. 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 Mr. Wang Tielin (Chief Executive Officer), Ms. Chen Shengnan and Ms. Wang Ling; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Mr. Lu Xin and Mr. Sun Po Yuen.

7. 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.