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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
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 10 June 2025 at 10:00 a.m. is set out on pages 18 to 22 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 Investor Services 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.

16 May 2025

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DEFINITIONS

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 10 June 2025 at 10:00 a.m., the notice of which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Board”	the board of Directors
“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 under the Listing Rules
“Company”	Sinofert Holdings Limited, a company incorporated on 26 May 1994 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 under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of 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

DEFINITIONS

“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 2025, 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
“PRC”	the People’s Republic of China, which for the purposes of this circular only, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“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 share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Sinochem Holdings”	中國中化控股有限責任公司 (Sinochem Holdings Corporation Ltd.), the ultimate controlling shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Syngenta Group”	先正達集團股份有限公司 (Syngenta Group Co., Ltd.), the indirect controlling shareholder of the Company
“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

DEFINITIONS

“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 under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD

SINOVERT 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 Tielin (*Chief Executive Officer*)

CHEN Shengnan

WANG Ling

Independent Non-executive Directors:

KO Ming Tung, Edward

LU Xin

SUN Po Yuen

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

16 May 2025

To: the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
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; and (e) approving the re-election of Directors.

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 6, 7 and 8 in the

LETTER FROM THE BOARD

Notice of Annual General Meeting as set out on pages 18 to 22 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\$0.0571 per Share for the year ended 31 December 2024 to be paid out of the contributed surplus and retained earnings 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 25 July 2025, 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 Ms. WANG Ling ("**Ms. Wang**") and Mr. KO Ming Tung, Edward ("**Mr. Ko**"). Ms. Wang and Mr. Ko will offer themselves for re-election at the Annual General Meeting.

In addition, the Board has appointed Mr. WANG Tielin ("**Mr. Wang**") and Ms. CHEN Shengnan ("**Ms. Chen**") as executive Directors on 11 June 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. Wang and Ms. Chen will offer themselves 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.

LETTER FROM 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. Ko, a member of The Law Society of Hong Kong, has been practicing as a solicitor in Hong Kong for more than 33 years. The Nomination Committee is of the view that the re-election of Mr. Ko as an independent non-executive Director may replenish the professional knowledge of the Board in law, promote the diversity of the Board in terms of skills and experience, and improve the internal control and corporate governance of the Company.

Mr. Ko has been serving as an independent non-executive Director since April 2000. 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. Ko 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. Ko 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. Ko 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. Ko has declared his independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that Mr. Ko is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules.

Mr. Ko is currently an independent non-executive director of four listed companies (including the Company). With his background and experience, Mr. Ko is fully aware of the responsibilities and expected time involvements in the Company, and will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director. Based on the foregoing and the performance of Mr. Ko as an independent non-executive Director of the Company in the past years, the Board believes that his positions outside the Company will not affect him in maintaining his current role in, and his functions and responsibilities for, the Company.

Having considered the factors set out above, on 25 March 2025, the Nomination Committee nominated Mr. Ko to the Board. The Board, having considered the recommendation of the Nomination Committee, accepted the nomination by the Nomination

LETTER FROM THE BOARD

Committee and considers that the re-election of Mr. Ko as an independent non-executive Director is in the best interests 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.

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 10 June 2025 at 10:00 a.m. is set out on pages 18 to 22 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 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 Investor Services 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.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

For the purpose of determining Shareholders' entitlement to attend the Annual General Meeting, the register of members of the Company will be closed from 4 June 2025 to 10 June 2025, 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 3 June 2025. Shareholders whose names appear on the register of members of the Company on 10 June 2025 are entitled to attend the Annual General Meeting.

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed on 17 June 2025, 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 16 June 2025. Shareholders whose names appear on the register of members of the Company on 17 June 2025 are entitled to receive the final dividend in cash for the year ended 31 December 2024.

LETTER FROM THE BOARD

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 of the Board

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 2024, 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
May	1.02	0.88
June	1.00	0.86
July	1.11	0.95
August	1.01	0.91
September	1.17	0.92
October	1.22	1.16
November	1.20	1.07
December	1.22	1.06
2025		
January	1.18	1.09
February	1.13	1.04
March	1.26	1.04
April	1.26	1.14
May (up to the Latest Practicable Date)	1.16	1.13

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 held 3,698,660,874 Shares, representing approximately 52.65% of the issued ordinary share capital of the Company. 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 would be increased to approximately 58.50% of the entire issued ordinary share capital of the Company. 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.

In addition, the Directors 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 at the Annual General Meeting.

Mr. WANG Tielin – Executive Director, Chief Executive Officer and the Chairman of Corporate Governance Committee

Mr. WANG Tielin, aged 57, was appointed as an executive Director, Chief Executive Officer, the Chairman of the Corporate Governance Committee and a member of the Strategy Committee of the Company in June 2024. Mr. Wang graduated from Tsinghua University in August 1990 with a bachelor's degree in mechanical design and manufacturing, and he obtained a master's degree in mechanical engineering from Tsinghua University in July 1994. Mr. Wang was a teacher at Tsinghua University, and worked at China National Industrial Machinery Import and Export Corporation and CMC International Tendering Corporation. After joining Sinochem Group Co., Ltd. in November 2002, Mr. Wang served as assistant general manager of China Foreign Economy and Trade Trust Co., Ltd., deputy general manager of Norian Fund Management Co., Ltd., chairman of the board of directors and general manager of Sinochem International Tendering Co., Ltd., deputy secretary of the party committee and vice president of the agriculture business division of Sinochem Group Co., Ltd., deputy secretary of the party committee and chief communication officer of Syngenta Group China, during which time, Mr. Wang served as the deputy general manager of the Company from May 2006 to August 2012. Mr. Wang has been serving as the vice president of Syngenta Group China since May 2024. Mr. Wang has years of experience in leading corporate development, with good strategic insight, international cooperation, organizational development and resource integration capabilities, with nearing three decades of combined experience in machinery import and export, finance and agriculture. During his tenure as a deputy general manager of the Company from 2006 to 2012, Mr. Wang gained an in-depth understanding of the Group's corporate strategy and market positioning, successfully expanded its diversified marketing network, and led the team's building and development, which contributed significantly to the Company's performance growth and enhancement of its brand influence.

Other than the abovementioned positions in the Company, Mr. Wang is also the executive director and general manager of Sinochem Agricultural Ecological (Hainan) Co., Ltd., an indirect wholly-owned subsidiary of the Company, and is also serving as the executive director and general manager of Sinochem Southern (Guangzhou) Modern Agriculture Co., Ltd., the chairman of the board of directors and general manager of Sinochem Life Sciences (Guangzhou) Co., Ltd., and the director and general manager of Sinochem (United Kingdom) Limited, the companies of which are the indirect controlled subsidiaries of Sinochem Holdings.

Save as described above, Mr. Wang 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. Wang is beneficially interested in 200,000 Shares of the Company. Save as disclosed, Mr. Wang 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. Wang, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Wang will be extended for three years with effect from the date of the Annual General Meeting, upon his successful re-election as an executive Director of the Company. In addition, Mr. Wang 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. Wang is entitled to a fixed fee of RMB984,000 per annum, subject to any adjustment as may be made by the Remuneration Committee of the Company based on the performance of Mr. Wang. Mr. Wang may also receive annual performance bonus which will be determined by reference to the operating results of the Group, individual performance and relevant comparable market statistics for the relevant year. Mr. Wang's remuneration was determined based on the remuneration standards approved by the Remuneration Committee of the Company, and taking into account his experience and responsibilities and prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Mr. Wang 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.

Ms. CHEN Shengnan – Executive Director and Deputy General Manager

Ms. CHEN Shengnan, aged 47, was appointed as an executive Director and a member of the Corporate Governance Committee and the Strategy Committee of the Company in June 2024. Ms. Chen is also the Deputy General Manager of the Company. Ms. Chen graduated from Nankai University with a bachelor's degree in chemistry in July 2000 and she obtained a master's degree in polymer physics and chemistry from Nankai University in July 2003. Ms. Chen joined Sinochem Fertilizer in July 2003 and she has served as the assistant general manager, deputy general manager, executive deputy general manager and general manager of the potash fertilizer department. Ms. Chen was appointed as the assistant general manager of the Company in January 2017, and was promoted to the position of deputy general manager of the Company in May 2020. She is currently serving in various subsidiaries of the Company, including the deputy general manager of Sinochem (Hainan) Agricultural Ecology Limited Company, the chairman of the board of directors and general manager of Sinochem Fertilizer Macao Limited, a director of China Fertilizer (Holdings) Company Limited, a director of Sinochem Fertilizer (Overseas) Holdings Ltd. and a director of Calorie Limited. Ms. Chen has been involved in the fertilizer industry for over two decades, with in-depth understanding of the demand and supply landscape and development trend of domestic and overseas fertilizer industry, and has extensive experience in international resource acquisition, marketing management and team management.

Other than the abovementioned positions in the Company, Ms. Chen currently serves as the general manager of the fertilizer import department of Sinochem Group Co., Ltd., which is owned by the ultimate controlling shareholder of the Company, the chairman of the board of directors of Yitong Digital Technology Co., Ltd., an indirect subsidiary of Sinochem Holdings and an associate of the Company, and a director of Qinghai Salt Lake Industry Co., Ltd. (a company listed on the Shenzhen Stock Exchange under stock code 000792).

Save as described above, Ms. Chen 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, Ms. Chen 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 Ms. Chen, setting out key terms and conditions of her appointment. It is proposed that the term of office of Ms. Chen will be extended for three years with effect from the date of the Annual General Meeting, upon her successful re-election as an executive Director of the Company. In addition, Ms. Chen 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. Ms. Chen is entitled to a fixed fee of RMB855,000 per annum, subject to any adjustment as may be made by the Remuneration Committee of the Company based on the performance of Ms. Chen. Ms. Chen may also receive annual performance bonus which will be determined by reference to the operating results of the Group, individual performance and relevant comparable market statistics for the relevant year. Ms. Chen's remuneration was determined based on the remuneration standards approved by the Remuneration Committee of the Company, and taking into account her experience and responsibilities and prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Ms. Chen 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 her re-election.

Ms. WANG Ling – Executive Director and Chief Financial Officer

Ms. WANG Ling, aged 51, was appointed as an executive Director and a member of the Corporate Governance Committee of the Company in March 2023, and was appointed as a member of the Strategy Committee of the Company in January 2024. Ms. Wang is also the Chief Financial Officer of the Company. Ms. Wang graduated from Renmin University of China and obtained a bachelor's degree in international accounting in August 1997, and received a master's degree in accounting from Renmin University of China in July 2001. Ms. Wang joined China Foreign Economy and Trade Trust Co., Ltd., a subsidiary of Sinochem Group Co., Ltd., in July 2001, and served as a staff member of its finance department, investment banking department and trust business department. From November 2003 to August 2021, Ms. Wang held various positions such as the division head of the tax accounting division of the accounting management department, an assistant general manager of the accounting management department, and the general manager of the taxation and property rights division of the finance department of Sinochem Group Co., Ltd.. From August 2021 to January 2023, Ms. Wang served as the general manager of the taxation management division of the finance department of Sinochem Holdings. Ms. Wang serves as the Chief Financial Officer of the Company since February 2023 and is currently a director of various subsidiaries of the Company. Ms. Wang has been involved in the financial sector for over two decades, with extensive experience in finance, financial affairs, taxation and property rights management.

Other than the abovementioned positions in the Company, Ms. Wang currently also serves as the vice chairman of the supervisory board of Qinghai Salt Lake Industry Co., Ltd. (a company listed on the Shenzhen Stock Exchange under stock code 000792), and the director of Yitong Digital Technology Co. Ltd., an indirect subsidiary of Sinochem Holdings and an associate of the Company.

Save as described above, Ms. Wang 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, Ms. Wang 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 Ms. Wang, setting out key terms and conditions of her appointment. It is proposed that the term of office of Ms. Wang will be extended for three years with effect from the date of the Annual General Meeting, upon her successful re-election as an executive Director of the Company. In addition, Ms. Wang 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. Ms. Wang is entitled to a fixed fee of RMB679,900 per annum, subject to any adjustment as may be made by the Remuneration Committee of the Company based on the performance of Ms. Wang. Ms. Wang may also receive annual performance bonus which will be determined by reference to the operating results of the Group, individual performance and relevant comparable market statistics for the relevant year. Ms. Wang's remuneration was determined based on the remuneration standards approved by the Remuneration Committee of the Company, and taking into account her experience and responsibilities and prevailing market standards.

Save as described above, the Board is not aware of any matter in relation to Ms. Wang 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 her re-election.

Mr. KO Ming Tung, Edward – Independent Non-executive Director and the Chairman of Nomination Committee

Mr. KO Ming Tung, Edward, aged 64, was appointed as an independent non-executive Director of the Company in April 2000. He is also the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Ko obtained an external bachelor of Laws degree from the University of London in the United Kingdom in August 1986 and is a member of The Law Society of Hong Kong. Mr. Ko is the principal of Messrs. Edward Ko & Company and has been practising as a solicitor in Hong Kong for more than 33 years.

Other than the directorship in the Company, currently Mr. Ko is also an independent non-executive director of EverChina Int'l Holdings Company Limited (a company listed on the Stock Exchange under stock code 202), Chia Tai Enterprises International Limited (a

company listed on the Stock Exchange under stock code 3839) and China Vered Financial Holding Corporation Limited (a company listed on the Stock Exchange under stock code 245).

Save as described above, Mr. Ko 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. Ko 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. Ko, setting out key terms and conditions of his appointment. It is proposed that the term of office of Mr. Ko 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. Ko 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. Ko 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 2025 and an additional remuneration of HK\$95,000 for his position as the Chairman of the Nomination 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. Ko 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.

NOTICE OF ANNUAL GENERAL MEETING

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 10 June 2025 at 10:00 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 2024.
2. To approve and declare a final dividend for the year ended 31 December 2024 to be paid out of the contributed surplus and retained earnings of the Company.
3. (A) To re-elect Mr. WANG Tielin as an executive director of the Company.

(B) To re-elect Ms. CHEN Shengnan as an executive director of the Company.

(C) To re-elect Ms. WANG Ling as an executive director of the Company.

(D) To re-elect Mr. KO Ming Tung, Edward as an independent non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the remuneration for all directors.
5. 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.
6. 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)) or

NOTICE OF ANNUAL GENERAL MEETING

securities convertible into Shares, or options, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

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 (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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
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**, subject to the passing of resolutions numbered 6 and 7 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 6 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 7 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).

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

16 May 2025

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 4 June 2025 to 10 June 2025, 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 Investor Services

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Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 3 June 2025. Shareholders whose names appear on the register of members of the Company on 10 June 2025 are entitled to attend the annual general meeting.

For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed on 17 June 2025, 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on 16 June 2025. Shareholders whose names appear on the register of members of the Company on 17 June 2025 are entitled to receive the final dividend in cash for the year ended 31 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 Investor Services 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. The biographies of the directors proposed for re-election 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 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.
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.