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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 14 JUNE 2012 AND CHANGE OF AUDITORS

The board of directors of the **Company** is pleased to announce that all the resolutions proposed at the **AGM** held on 14 June 2012 were duly passed by the Shareholders by way of poll.

The Board further announces that Deloitte retired as the auditors of the Group upon expiration of its current term of office at the conclusion of the AGM, and that KPMG was appointed at the AGM as the new auditors of the Group to fill the vacancy following the retirement of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company.

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting held on 14 June 2012 (the “**AGM**”) (the “**Notice**”) issued by Sinofert Holdings Limited (the “**Company**”) both dated 15 May 2012. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

I. POLL RESULTS OF THE AGM

The board of directors of the Company (the “**Board**”) is pleased to announce that the resolutions as set out in the Notice were put to the AGM for voting by poll and were duly passed by the 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 AGM.

The poll results in respect of the resolutions proposed at the AGM are set out below:

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast (percentage)
		FOR	AGAINST	
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 2011.	5,667,334,644 (99.84%)	9,176,000 (0.16%)	5,676,510,644 (100%)
2.	To approve and declare a final dividend for the year ended 31 December 2011.	5,667,334,644 (99.84%)	9,176,000 (0.16%)	5,676,510,644 (100%)
3.	(A) To re-elect Mr. Liu De Shu as a non-executive director of the Company.	5,651,104,908 (99.55%)	25,405,736 (0.45%)	5,676,510,644 (100%)
	(B) To re-elect Mr. Yang Lin as a non-executive director of the Company.	5,651,104,908 (99.55%)	25,405,736 (0.45%)	5,676,510,644 (100%)
	(C) To re-elect Mr. Ko Ming Tung, Edward as an independent non-executive director of the Company.	5,667,334,644 (99.84%)	9,176,000 (0.16%)	5,676,510,644 (100%)
	(D) To re-elect Dr. Tang Tin Sek as an independent non-executive director of the Company.	5,667,334,644 (99.84%)	9,176,000 (0.16%)	5,676,510,644 (100%)
4.	To authorize the board of directors of the Company to fix the remuneration for all directors.	5,555,569,461 (97.87%)	120,937,183 (2.13%)	5,676,506,644 (100%)
5.	To appoint KPMG as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	5,667,330,644 (99.84%)	9,176,000 (0.16%)	5,676,506,644 (100%)
6.	To grant to the directors a general mandate to allot, issue and deal with ordinary shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	5,245,816,997 (92.41%)	430,693,647 (7.59%)	5,676,510,644 (100%)
7.	To grant to the directors a general mandate to repurchase ordinary shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	5,667,334,644 (99.84%)	9,176,000 (0.16%)	5,676,510,644 (100%)

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast (percentage)
		FOR	AGAINST	
8.	To extend the general mandate granted under resolution no. 6 above by adding the shares repurchased pursuant to the general mandate granted by resolution no. 7 above.	5,245,820,997 (92.41%)	430,689,647 (7.59%)	5,676,510,644 (100%)
9.	To consider and approve that all the share options which have been granted by the Company on 28 August 2007 but not exercised as at the date of the annual general meeting (i.e. 14 June 2012), pursuant to relevant share option schemes adopted by shareholders of the Company, be cancelled, and the directors be and are hereby authorized to do all things and acts and execute all such documents and deeds which they consider necessary, desirable, or in connection with the implementation thereof.	5,674,910,644 (99.97%)	1,600,000 (0.03%)	5,676,510,644 (100%)

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

With respect to resolutions numbered 1 to 8, no Shareholders was required to abstain from voting and no Shareholders was entitled to attend but was required to vote only against such resolutions. Accordingly, the total number of Shares entitling Shareholders to attend and vote in respect of resolutions numbered 1 to 8 was 7,024,455,733, representing 100% of the total issued shares of the Company.

With respect to resolution numbered 9, no Shareholders was entitled to attend but was required to vote only against any resolution at the AGM. However, the relevant grantees and their respective associates, who in aggregate held 3,436,600 Shares (representing 0.05% of the total issued share capital of the Company), were abstained from voting in respect of resolution numbered 9. Accordingly, the total number of Shares entitling Shareholders to attend and vote in respect of resolution numbered 9 was 7,021,019,133, representing 99.95% of the total issued shares of the Company.

At the AGM, Shareholders holding an aggregate of 5,676,510,644 Shares (representing approximately 80.81% of the total number of Shares in issue) were present and vote either in person, by proxy or by their duly authorised representatives.

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

II. CHANGE OF AUDITORS

Deloitte Touche Tohmatsu (“**Deloitte**”) retired as the auditors of the Company and its subsidiaries (the “**Group**”) upon expiration of its current term of office at the conclusion of the AGM. KPMG was appointed at the AGM as the new auditors of the Group to fill the vacancy following the retirement of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company.

For other information and confirmations related to this change of auditors, please refer to the announcement published by the Company dated 20 April 2012 in relation to the proposed change of auditors of the Company and the Circular containing, inter alia, relevant details with respect to the proposed change of auditors.

For and on behalf of the Board of
Sinofert Holdings Limited
Feng Zhi Bin
Executive Director and Chief Executive Officer

Hong Kong, 14 June 2012

As at the date of this announcement, the executive directors of the Company are Mr. Feng Zhi Bin (Chief Executive Officer) and Mr. Harry Yang; the non-executive directors of the Company are Mr. Liu De Shu (Chairman), Mr. Yang Lin, Dr. Stephen Francis Dowdle and Ms. Xiang Dandan; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Dr. Tang Tin Sek and Mr. Tse Hau Yin, Aloysius.

* *For identification purposes only*