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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)

ANNOUNCEMENT

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 7 JUNE 2024 RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF CHAIRMAN AND MEMBER OF BOARD COMMITTEES

The Board is pleased to announce that all the resolutions proposed at the AGM held on 7 June 2024 were duly passed by the Shareholders by way of poll.

The Board also announces that:

- (i) Mr. Tse Hau Yin, Aloysius has retired as an independent non-executive director of the Company, and has ceased to be the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Board, with effect from the conclusion of the AGM; and
- (ii) Mr. Sun Po Yuen has been appointed as an independent non-executive director of the Company, the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Board, with effect from the conclusion of the AGM.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting held on 7 June 2024 (the “**AGM**”) issued by Sinofert Holdings Limited (the “**Company**”) on 14 May 2024. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Circular.

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:

RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast (percentage)
		FOR	AGAINST	
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 2023.	5,275,085,241 (99.78%)	11,482,000 (0.22%)	5,286,567,241 (100%)
2.	To approve and declare a final dividend for the year ended 31 December 2023 to be paid out of the contributed surplus of the Company.	5,285,867,241 (100%)	0 (0%)	5,285,867,241 (100%)
3.	(A) To re-elect Mr. SU Fu as a non-executive director of the Company.	5,264,217,897 (99.59%)	21,649,344 (0.41%)	5,285,867,241 (100%)
	(B) To re-elect Mr. LU Xin as an independent non-executive director of the Company.	5,211,800,901 (98.60%)	74,066,340 (1.40%)	5,285,867,241 (100%)
4.	To appoint Mr. SUN Po Yuen as an independent non-executive director of the Company.	5,285,503,241 (99.99%)	364,000 (0.01%)	5,285,867,241 (100%)
5.	To authorize the board of directors of the Company to fix the remuneration for all directors.	5,284,579,120 (99.98%)	1,288,121 (0.02%)	5,285,867,241 (100%)
6.	To re-appoint KPMG as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	5,274,021,241 (99.78%)	11,846,000 (0.22%)	5,285,867,241 (100%)
7.	To grant to the directors a general mandate to allot, issue and deal with ordinary shares of the Company.	5,090,088,064 (96.30%)	195,779,177 (3.70%)	5,285,867,241 (100%)
8.	To grant to the directors a general mandate to buy back ordinary shares of the Company.	5,285,867,241 (100%)	0 (0%)	5,285,867,241 (100%)
9.	To extend the general mandate to the directors to allot, issue and deal with ordinary shares of the Company by the number of ordinary shares bought back.	5,090,120,064 (96.30%)	195,747,177 (3.70%)	5,285,867,241 (100%)
Special Resolution				
10.	To approve the amendments to the bye-laws of the Company.	5,285,867,241 (100%)	0 (0%)	5,285,867,241 (100%)

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

No Shareholder was required to abstain from voting and no Shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions proposed at the AGM. Accordingly, the total number of Shares entitling Shareholders to attend and vote in respect of all the resolutions proposed at the AGM was 7,024,455,733, representing 100% of the total number of Shares in issue.

At the AGM, Shareholders holding an aggregate of 5,286,567,241 Shares (representing approximately 75.26% of the total number of Shares in issue) were present and vote either in person, by proxy or by their duly authorized representatives.

As more than 50% of the votes were cast in favour of resolutions numbered 1 to 9, such resolutions were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of resolution numbered 10, such resolution was duly passed as a special resolution. The full text of the resolutions was set out in the Notice.

The following directors of the Company attended the AGM: Ms. Wang Ling, Mr. Ko Ming Tung Edward, Mr. Lu Xin and Mr. Tse Hau Yin, Aloysius.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF CHAIRMAN AND MEMBER OF BOARD COMMITTEES

Reference is made to the announcement of the Company dated 14 May 2024 (the “**Announcement**”).

The Board announces that Mr. Tse Hau Yin, Aloysius (“**Mr. Tse**”) retired as an independent non-executive director of the Company, and ceased to be the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Board, with effect from the conclusion of the AGM. The Board highly evaluates Mr. Tse’s remarkable contributions and valuable insights to the Company during his tenure, and extends its sincere gratitude to him.

The Board also announces that Mr. Sun Po Yuen (“**Mr. Sun**”) has been appointed as an independent non-executive director of the Company at the AGM with effect from 7 June 2024. Mr. Sun has also been appointed as the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Board effective on the same date. For the biographical details of Mr. Sun, please refer to the Announcement and the Circular. As at the date of this announcement, there has been no change to such information. The Board would like to take this opportunity to express its warmest welcome to Mr. Sun in joining the Board.

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

Hong Kong, 7 June 2024

As at the date of this announcement, the non-executive director of the Company is Mr. Su Fu (Chairman); the executive directors of the Company are Ms. Wang Ling and Mr. Wang Jun; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Mr. Lu Xin and Mr. Sun Po Yuen.