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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 THE FIRST SPECIAL GENERAL MEETING AND THE SECOND SPECIAL GENERAL MEETING HELD ON 20 DECEMBER 2017**

The Board is pleased to announce that all the resolutions proposed at the First SGM and the Second SGM held on 20 December 2017 were duly passed by the independent shareholders by way of poll.

A special general meeting of Sinofer Holdings Limited (the “**Company**”) was held at Salon II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 20 December 2017 for the purposes of considering a continuing connected transaction (the “**First SGM**”), and a special general meeting of the Company was held at the same venue on the same day after the conclusion of the First SGM for the purposes of considering a very substantial disposal and connected transaction (the “**Second SGM**”).

#### **POLL RESULTS OF THE FIRST SGM**

Reference is made to the circular (the “**First SGM Circular**”) and the notice (the “**First SGM Notice**”) of the First SGM issued by the Company on 20 November 2017.

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

The poll results in respect of the resolution proposed at the First 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 Sales Co-operation Framework Agreement (as defined and described in the First SGM Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters.	1,988,289,657 (99.93%)	1,443,009 (0.07%)	1,989,732,666 (100%)

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 First SGM Notice.

### POLL RESULTS OF THE SECOND SGM

Reference is made to the circular (the “**Second SGM Circular**”) and the notice (the “**Second SGM Notice**”) of the Second SGM issued by the Company on 1 December 2017.

The Board is pleased to announce that the resolution as set out in the Second SGM Notice was put to the Second SGM for voting by poll and was duly passed by the independent shareholders.

The poll results in respect of the resolution proposed at the Second 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 transactions contemplated under the Share Transfer Agreement (as defined and described in the Second SGM Circular), and associated matters.	1,983,765,550 (99.68%)	6,371,011 (0.32%)	1,990,136,561 (100%)

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 Second SGM Notice.

### GENERAL INFORMATION

As at the date of the First SGM and the Second SGM, the total number of shares in issue was 7,024,455,733.

At the First SGM and the Second 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 First SGM and the Second SGM, abstained from voting on all the resolutions proposed at the First SGM and the Second SGM and the shares held by them were not counted towards such resolutions. As a result, only independent shareholders holding a total of 3,325,794,859 shares were entitled to attend and vote on the resolutions at the First SGM and the Second SGM. The intention of Sinochem Group and its associates to abstain from voting on the resolutions was stated in the First SGM Circular and the Second SGM Circular.

No shareholder was entitled to attend but was required to abstain from voting in favour of the resolutions proposed at the First SGM and the Second SGM.

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 First SGM and the Second SGM.

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

Hong Kong, 20 December 2017

*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 directors of the Company are Mr. Zhang Wei (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, Mr. Lu Xin and Mr. Tse Hau Yin, Aloysius.*

\* *For identification purposes only*