
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 REPURCHASE SHARES
FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Sinofert Holdings Limited to be held at Chief Executive Suite II & III, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 13 June 2013 at 3:00 p.m. is set out on pages 15 to 19 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 Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

* *For identification purposes only*

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 Chief Executive Suite II & III, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 13 June 2013 at 3:00 p.m., the notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of directors of the Company
“Bye-law(s)”	the bye-law(s) of the Company, as amended, modified or otherwise supplemented from time to time
“Company”	Sinofert Holdings Limited, a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 14 June 2012 to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of Shares in issue as at that date
“Existing Repurchase Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 14 June 2012 to repurchase Shares not exceeding 10% of the aggregate nominal amount of Shares in issue as at that date
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	2 May 2013, 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
“New Issue Mandate”	a general mandate to the Directors to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of Shares in issue as at the date of passing of the relevant resolution
“New Repurchase Mandate”	a general mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of Shares in issue as at the date of passing of the relevant resolution
“Options”	options (if any) granted or to be granted under the share option schemes of the Company
“PCS Barbados”	PCS (Barbados) Investment Company Limited, a wholly-owned subsidiary of PotashCorp, and a substantial shareholder of the Company
“PotashCorp”	Potash Corporation of Saskatchewan Inc., a corporation incorporated in Canada with its shares listed on the Toronto Stock Exchange and the New York Stock Exchange, and the holding company of PCS Barbados
“PRC”	the People’s Republic of China
“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 capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)
“Sinochem Corporation”	中國中化股份有限公司 (Sinochem Corporation), a joint stock company with limited liability incorporated in the PRC

DEFINITIONS

“Sinochem Group”	中國中化集團公司 (Sinochem Group), a state-owned enterprise established in the PRC which holds 98% of the shares in Sinochem Corporation
“Sinochem HK”	Sinochem Hong Kong (Group) Company Limited, a company incorporated in Hong Kong with limited liability which is wholly-owned by Sinochem Corporation, and the immediate controlling shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission
“%”	per cent

For the purposes of illustration only, RMB is translated into HK\$ at the rate of RMB1.00 = HK\$1.2499. No representation is made that any amount in RMB has been or could be converted at the above rate or at any other rates at all.

LETTER FROM THE BOARD



SINOFERT HOLDINGS LIMITED

中化化肥控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

Executive Directors:

FENG Zhi Bin (*Chief Executive Officer*)
Harry YANG

Non-executive Directors:

LIU De Shu (*Chairman*)
YANG Lin
Stephen Francis DOWDLE
XIANG Dandan

Independent Non-executive Directors:

KO Ming Tung, Edward
TANG Tin Sek
TSE Hau Yin, Aloysius

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:

Units 4601-4610, 46th Floor
Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

10 May 2013

*To the Shareholders and, for information only,
holders of the Options*

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND REPURCHASE 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 New Issue Mandate; (b) the New Repurchase Mandate; (c) the extension of the New

* *For identification purposes only*

LETTER FROM THE BOARD

Issue Mandate to the Directors to allot, issue and deal with Shares by adding to it the aggregate number of Shares repurchased under the New Repurchase Mandate; (d) approving the payment of final dividend; and (e) approving the re-election of Directors.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 14 June 2012, ordinary resolutions were passed by the Shareholders granting to the Directors the Existing Issue Mandate and the Existing Repurchase Mandate.

In accordance with the Listing Rules and the terms of the Existing Issue Mandate and the Existing Repurchase Mandate, the Existing Issue Mandate and the Existing Repurchase Mandate will lapse on 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 to be held; and (iii) the date on which they are revoked or varied by ordinary resolution of the Shareholders in general meeting.

In order to renew the above mandates, the New Issue Mandate, the New Repurchase Mandate and an extension of the New Issue Mandate by adding to it the aggregate number of Shares repurchased under the New Repurchase Mandate (as respectively set out in the resolutions numbered 6, 7 and 8 in the Notice of Annual General Meeting as set out on pages 15 to 19 of this circular) will be proposed at the Annual General Meeting. With reference to the proposed new mandates, the Directors wish to state that they have no immediate plans to allot, issue or repurchase any Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the New Repurchase 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\$0.0232 per Share 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 28 June 2013, subject to Shareholders' approval in the Annual General Meeting.

The register of members of the Company will be closed from 19 June 2013 to 21 June 2013, both days inclusive, during which period 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 Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:30 p.m. on 18 June 2013.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87(1), 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.

Accordingly, the Directors who will retire by rotation at the Annual General Meeting pursuant to the Bye-laws are Mr. FENG Zhi Bin, Dr. Stephen Francis DOWDLE and Mr. TSE Hau Yin, Aloysius. All of these retiring Directors will offer themselves for 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 Chief Executive Suite II & III, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 13 June 2013 at 3:00 p.m. is set out on pages 15 to 19 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 of the Company.

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 Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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

For the purpose of determining Shareholders' entitlement to attend the Annual General Meeting, the register of members of the Company will be closed from 12 June 2013 to 13 June 2013, 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 Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:30 p.m. on 11 June 2013.

LETTER FROM THE BOARD

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed from 19 June 2013 to 21 June 2013, both days inclusive, during which period 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 Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:30 p.m. on 18 June 2013.

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
Liu De Shu
Chairman

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 New Repurchase Mandate.

LISTING RULES FOR REPURCHASE OF SHARES

Pursuant to the Listing Rules, companies with primary listing on the Stock Exchange are permitted to repurchase their shares on the Stock Exchange subject to certain restrictions.

FUNDING OF SHARE REPURCHASES

Repurchases 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 repurchase 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 repurchase may only be paid out of either 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 repurchased.

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 New Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company would be allowed to repurchase 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 REPURCHASES

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 repurchase its Shares on the Stock Exchange. Such repurchases 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 repurchase will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase 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 2012, in the event that the New Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. In any event, the Directors do not propose to exercise the New Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
May	1.73	1.29
June	1.34	1.14
July	1.58	1.18
August	1.65	1.45
September	1.56	1.40
October	1.76	1.46
November	1.74	1.56
December	2.01	1.60
2013		
January	2.19	1.87
February	2.05	1.84
March	2.12	1.85
April	1.99	1.64
May (up to Latest Practicable Date)	1.69	1.65

TAKEOVERS CODE

If as a result of a repurchase 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, Sinochem HK and PCS Barbados held 3,698,660,874 and 1,563,312,141 Shares, representing approximately 52.65% and 22.26% of the issued ordinary share capital of the Company respectively. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the New Repurchase Mandate in full, the shareholdings of Sinochem HK and PCS Barbados would be increased to approximately 58.50% and 24.73% of the entire issued ordinary share capital of the Company respectively. 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 repurchase of Shares pursuant to the New Repurchase Mandate.

GENERAL

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their associates has any present intention to sell any Shares to the Company in the event that the New Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the New Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

No 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 New Repurchase Mandate is approved by the Shareholders.

On the basis that no further Shares are issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the New Repurchase Mandate in full, the aggregate shareholdings of Sinochem HK and PCS Barbados would be increased to approximately 83.23% of the entire issued ordinary share capital of the Company, resulting in less than 25% of the issued Shares being held in public hands. The Directors however do not propose to repurchase 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 repurchased 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. FENG Zhi Bin – Executive Director and Chief Executive Officer

Mr. FENG Zhi Bin, aged 49, joined the Company as an Executive Director and the Chief Executive Officer in July 2010. He is also the Chairman of the Corporate Governance Committee. Mr. Feng graduated from Renmin University of China with a Master degree in philosophy and subsequently obtained an EMBA degree from China Europe International Business School. Mr. Feng held various positions with the subsidiaries and affiliates of Sinochem Group since 2000, in charge of the management of Sinochem Group's investment business, fluorine chemicals business, and non-banking financial business including financial leasing and trust. Mr. Feng was appointed as the assistant president of Sinochem Group in July 2000 and promoted to the vice president of Sinochem Group in January 2006. From 2008 to 2010, Mr. Feng served as the chairman and the general manager of Sinochem Lantian Corporation Limited., a subsidiary of Sinochem Group, and the chairman of Zhejiang Int'l Group Corporation Limited., a company listed on the Shenzhen Stock Exchange and an affiliate of Sinochem Group. Mr. Feng was appointed as a director of Sinochem Corporation in May 2009. Before joining Sinochem Group in 2000, he worked as the general manager of HR Department and Enterprise Development Department in China National Machinery Import and Export Corporation, and then became in charge of Genertec Industrial Corporation Limited. Mr. Feng has over 20 years of experience in corporate management and operations.

Save as disclosed above and except his directorship in the Company, Mr. Feng does not hold any other directorships in any Hong Kong or overseas listed public companies in the last three years, does not hold any other positions with the Company or other members of the Company's group, and does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Feng did not have any interest in the Shares and/or Options of the Company within the meaning of Part XV of the SFO.

On 28 July 2011, Mr. Feng Zhi Bin renewed his directors' service contract with the Company for another term of three years, up to 27 July 2014, subject to early termination (i) by either party serving a two months' prior notice to the other in writing, or (ii) by the Company in case of bankruptcy, disease or other significant faults of the Director as described in the service contract. In addition, Mr. Feng 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. Feng is entitled to a fixed fee at the rate of RMB1,703,000 (equivalent to approximately HK\$2,128,580) per annum and housing allowance of not more than RMB1,200,000 (equivalent to approximately HK\$1,499,880) per annum (payable to the extent of accommodation expenses actually incurred by him) pursuant to his service contract. The fee and housing allowance are determined by, and subject to annual review of, the Remuneration Committee of the Company. Mr. Feng may also receive end-of-year bonus, which will be determined by reference to the Company's performance for the relevant year and is subject to adjustment of not more than

20% as determined by the Remuneration Committee of the Company. According to the service contract, if the Company terminates the service contract with Mr. Feng prior to its expiry other than in the circumstances described in (ii) above, Mr. Feng will be entitled to a cash compensation equivalent to 11 months of the annual fixed fee then payable to him. Mr. Feng's remuneration was approved by the Remuneration Committee of the Company and determined with reference to his experience and responsibilities and prevailing market standards.

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

Dr. Stephen Francis DOWDLE – Non-executive Director

Dr. Stephen Francis DOWDLE, aged 62, joined the Company as a Non-executive Director in July 2005. He is also a member of the Nomination Committee and the Remuneration Committee of the Company. Dr. Dowdle is currently the president of PCS Sales (USA) Inc., a wholly-owned subsidiary of PotashCorp. He is also a board member of each of Canpotex Limited, an export marketing association composed of three potash producers (including PotashCorp) in Saskatchewan, Canada, Phosphate Chemicals Export Association, Inc., an export marketing association composed of two phosphate fertilizer companies through which member companies market and sell phosphate fertilizers, of which PotashCorp is a member, and International Plant Nutrition Institute, a global organization with initiatives addressing the world's growing need for food, fuel, fiber, and feed. Dr. Dowdle obtained a Bachelor of Arts degree from Brown University and a Ph.D. in Agronomy and Soil Science from the University of Hawaii. While completing his Ph.D., Dr. Dowdle lived in China and carried out advanced field research at Central China Agricultural University in Wuhan, China. Dr. Dowdle has over 27 years of experience in the fertilizer business, and has considerable experience in China and Asia, having lived and worked in the region for more than 15 years.

Dr. Dowdle has been nominated as a Non-executive Director of the Company by PotashCorp, the substantial shareholder of the Company which holds an interest in Canpotex International Pte. Limited and Canpotex Limited, the suppliers of fertilizers to the Group.

Save as described above and except for his directorship in the Company, Dr. Dowdle has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has not held any directorship in any listed public companies in the last three years.

As at the Latest Practicable Date, Dr. Dowdle did not have any interest in the Shares and/or Options of the Company within the meaning of Part XV of the SFO.

On 22 March 2012, the Company has issued formal letter of appointment for Dr. Dowdle, setting out key terms and conditions of his appointment, in compliance with Code Provision D.1.4 set out in the Corporate Governance Code became effective on 1 April 2012. It is proposed that Dr. Dowdle will be appointed as a Non-executive Director for 3 years with effect from the date of the Annual General Meeting, upon his successful re-appointment as a Non-executive Director of the Company. Notwithstanding this, Dr. Dowdle 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. Dr. Dowdle has not entered into any director's service contract with the Company but is entitled to a director's fee of HK\$385,000 per annum, subject to review every year. Dr. Dowdle has agreed to waive his director's fee for the year ending 31 December 2013.

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

Mr. TSE Hau Yin, Aloysius – Independent Non-executive Director

Mr. TSE Hau Yin, Aloysius, aged 65, was appointed as an Independent Non-executive Director of the Company in June 2007. He is also the Chairman of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee of the Company. Mr. Tse is a graduate of the University of Hong Kong. He is a fellow member of the Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Mr. Tse is the past president and a former member of the Audit Committee of the HKICPA. Mr. Tse joined KPMG in 1976, became a partner in 1984 and retired in March 2003. Mr. Tse was a non-executive chairman of KPMG's operations in the PRC and a member of the KPMG China advisory board from 1997 to 2000. Mr. Tse is also a member of the International Advisory Council of The People's Municipal Government of Wuhan.

Other than the directorship in the Company, currently, Mr. Tse is also an independent non-executive director of CNOOC Limited, China Telecom Corporation Limited, Wing Hang Bank, Limited, Linmark Group Limited and SJM Holdings Limited, all of which are companies listed on the Stock Exchange. Mr. Tse is also an independent non-executive director of CCB International (Holdings) Limited, a wholly-owned subsidiary of China Construction Bank Corporation in March 2013. Mr. Tse was an independent non-executive director of China Construction Bank Corporation, which is listed on the Stock Exchange, from 2004 to 2010.

Save as disclosed above, Mr. Tse has not held any directorship in any listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Tse did not have any interest in the Shares and/or Options of the Company within the meaning of Part XV of the SFO, did not hold any other position with the Company or other members of the Group and did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

On 22 March 2012, the Company has issued formal letter of appointment for Mr. Tse, setting out key terms and conditions of his appointment, in compliance with Code Provision D.1.4 set out in the Corporate Governance Code became effective on 1 April 2012. It is proposed that Mr. Tse will be appointed as an Independent Non-executive Director for 3 years with effect from the date of the Annual General Meeting, upon his successful re-appointment as an Independent Non-executive Director of the Company. Notwithstanding this, Mr. Tse 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. Tse has not entered into any director's service contract with the Company but is entitled to receive an annual director's fee of HK\$550,000 from the Company, which was approved by the Board and comprises the following: a fee of HK\$385,000 for his service for the year 2013 which was determined with reference to his duties and responsibilities, and an additional remuneration of HK\$165,000 for his position as Chairman of the Audit Committee.

Save as described above, the Board is not aware of any matter in relation to Mr. Tse 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 Sinofer Holdings Limited (the “Company”) will be held at Chief Executive Suite II & III, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 13 June 2013 at 3:00 p.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 2012.
2. To approve and declare a final dividend for the year ended 31 December 2012.
3. (A) To re-elect Mr. FENG Zhi Bin as an executive director of the Company.

(B) To re-elect Dr. Stephen Francis DOWDLE as a non-executive director of the Company.

(C) To re-elect Mr. TSE Hau Yin, Aloysius 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

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

all the powers of the Company to allot, issue and otherwise deal with additional ordinary shares of the Company (“Shares”) or 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 aggregate nominal amount of the ordinary share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors 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 aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution 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

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(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;
- (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 repurchase 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 aggregate nominal amount of Shares which may be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;

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- (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
 - (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 aggregate nominal amount of the ordinary share capital of the Company which may be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased 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 aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution.”

For and on behalf of the Board

FENG Zhi Bin

Executive Director and Chief Executive Officer

Hong Kong Special Administrative Region of
the People’s Republic of China

10 May 2013

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company.
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 12 June 2013 to 13 June 2013, 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 Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:30 p.m. on 11 June 2013.

For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed from 19 June 2013 to 21 June 2013, both days inclusive, during which period 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 Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:30 p.m. on 18 June 2013.

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, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.
5. Where there are joint holders of any 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 be 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 executive directors of the Company are Mr. Feng Zhi Bin (Chief Executive Officer) and Mr. Harry Yang; the non-executive directors are Mr. Liu De Shu (Chairman), Mr. Yang Lin, Dr. Stephen Francis Dowdle and Ms. Xiang Dandan; and the independent non-executive directors are Mr. Ko Ming Tung, Edward, Dr. Tang Tin Sek and Mr. Tse Hau Yin, Aloysius.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon 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.