



# SINOFERT HOLDINGS LIMITED

## 中化化肥控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 297)

### FORM OF PROXY

Form of proxy for use by shareholders at the annual general meeting (the "Meeting") of Sinofert Holdings Limited (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.

I/We<sup>(Note a)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>(Note b)</sup> of HK\$0.10 each in the capital of the Company,  
HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>(Note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the 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. and at any adjourned meeting as directed below or, if no such indication is given, as my/our proxy thinks fit<sup>(Note d)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
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 and to authorize the board of directors of the Company to fix their remuneration.		
6	To grant to the directors a general mandate to allot, issue and deal with ordinary shares of the Company. <sup>(Note e)</sup>		
7	To grant to the directors a general mandate to repurchase ordinary shares of the Company. <sup>(Note e)</sup>		
8	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 repurchased. <sup>(Note e)</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Shareholder's signature<sup>(Notes f and g)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The full text of these resolutions appear in the notice of the Meeting dated 10 May 2013.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- Where there are joint registered holders of share(s) of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share(s) as if he was 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(s) shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with 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. In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

\* For identification purposes only