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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 SPECIAL GENERAL MEETING HELD ON 16 FEBRUARY 2017

The Board is pleased to announce that all the resolutions proposed at the SGM held on 16 February 2017 were duly passed by the shareholders or the Independent Shareholders (as applicable) by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Sinofert Holdings Limited (the “**Company**”) both dated 23 January 2017. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE SGM

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

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 SGM.

The poll results in respect of the resolutions proposed at the SGM 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 approve the Fertilizer Sales Co-operation Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters	1,778,572,351 (100%)	0 (0%)	1,778,572,351 (100%)
2.	To approve the Sulphur Import Framework Agreement (as defined and described in the Circular), the transactions contemplated thereunder, the proposed annual caps relating thereto and associated matters	1,778,572,251 (100%)	0 (0%)	1,778,572,251 (100%)
3.	To re-elect Mr. ZHANG Wei as a non-executive director of the Company	5,405,193,125 (99.96%)	2,238,000 (0.04%)	5,407,431,125 (100%)
4.	To re-elect Mr. QIN Hengde as an executive director of the Company	5,407,431,125 (100%)	0 (0%)	5,407,431,125 (100%)

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

At the 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 SGM, abstained from voting on resolutions numbered 1 and 2 proposed at the 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 resolutions numbered 1 and 2 at the SGM. The intention of Sinochem Group and its associates to abstain from voting on such resolutions was stated in the Circular.

In addition, no shareholder was required to abstain from voting on resolutions numbered 3 and 4 proposed at the SGM and the total number of Shares entitling shareholders to attend and vote on such resolutions at the SGM was 7,024,455,733, representing 100% of the total number of Shares in issue as at the date of the SGM.

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

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.

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

Hong Kong, 16 February 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*