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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)**

### **VOLUNTARY ANNOUNCEMENT**

#### **CHANGE IN SHAREHOLDING OF A CONTROLLING SHAREHOLDER**

This announcement is made by Sinofert Holdings Limited (the “**Company**”) on a voluntary basis.

The Company has been informed by Syngenta Group (HK) Holdings Company Limited (“**Syngenta HK**”), the direct controlling shareholder of the Company, that, as part of an intra-group restructuring, Syngenta HK entered into a share transfer agreement (the “**Share Transfer Agreement**”) with Sinochem Hong Kong (Group) Company Limited (“**Sinochem HK**”) on 6 December 2025, pursuant to which Syngenta HK agreed to transfer all of the 3,698,660,874 ordinary shares in the Company (the “**Shares**”) held by it, representing approximately 52.65% of the Company’s total issued share capital as of the date of this announcement, to Sinochem HK for nominal consideration (the “**Proposed Transfer**”). The parties’ obligations under the Share Transfer Agreement will become effective only upon fulfilment of the regulatory condition specified therein.

Both Syngenta HK and Sinochem HK are indirectly wholly-owned subsidiaries of Sinochem Holdings Corporation Ltd. (“**Sinochem Holdings**”).

Further announcement(s) will be made by the Company in relation to the Proposed Transfer as and when appropriate.

## IMPLICATIONS UNDER THE TAKEOVERS CODE

Upon the completion of the Proposed Transfer, Sinochem HK will become the direct controlling shareholder of the Company holding 3,698,660,874 Shares, representing approximately 52.65% of the Company's total issued share capital as of the date of this announcement, while Sinochem Holdings will remain as the Company's ultimate controlling shareholder. Pursuant to Rule 26.1 of the Code on Takeovers and Mergers (the "**Takeovers Code**"), the completion of the Proposed Transfer will trigger an obligation on the part of Sinochem HK to make a mandatory general offer for each class of equity share capital of the Company, unless a waiver is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director (the "**Executive**") to dispense with such obligation. In connection with this, Sinochem HK has applied to, and has been granted by, the Executive a waiver from the obligation to make a mandatory general offer pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code in connection with the Proposed Transfer.

For and on behalf of the Board  
**SINOFERT HOLDINGS LIMITED**  
**Su Fu**  
*Chairman of the Board*

Hong Kong, 8 December 2025

*As at the date of this announcement, the non-executive directors of the Company are Mr. Su Fu (Chairman) and Ms. Zhang Guangyan; the executive directors of the Company are Mr. Wang Tielin (Chief Executive Officer), Ms. Chen Shengnan and Ms. Wang Ling; and the independent non-executive directors of the Company are Mr. Ko Ming Tung, Edward, Mr. Lu Xin and Mr. Sun Po Yuen.*