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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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This Circular is issued by China XLX Fertiliser Ltd. (the “Company”). **If you are in any doubt** as to the action to be taken, you should consult a stockbroker, registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser immediately.

**If you have sold or transferred** all your shares in the capital of the Company, you should at once hand this Circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

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**CHINA XLX FERTILISER LTD.**  
**中國心連心化肥有限公司\***

*(Incorporated in Singapore with limited liability)*  
**(Company Registration No. 200610384G)**  
**Singapore Stock Code: B9R**  
**Hong Kong Stock Code: 1866**

**RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at Lotus Room, Level 5, Peninsula Tower, Peninsula Excelsior Hotel, 5 Coleman Street, Singapore 179805 on Thursday, 24 April 2014 at 1:30 p.m. (the “**2014 AGM**”) is set out on pages 13 to 16 of this Circular. A form of proxy for use at the 2014 AGM is enclosed with this Circular.

If you are unable to attend the 2014 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s Singapore Share Transfer Agent and Principal Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898 (for Singapore shareholders), or to the Company’s Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (which address will be changed to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014) (for Hong Kong shareholders) as soon as possible and in any event not less than 48 hours before the time of holding the 2014 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the meeting if they so wish.

\* *for identification purpose only*



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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2014 AGM”	:	The annual general meeting of the Company to be held at Lotus Room, Level 5, Peninsula Tower, Peninsula Excelsior Hotel, 5 Coleman Street, Singapore 179805 on Thursday, 24 April 2014 at 1:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 16 of this Circular, or any adjournment thereof
“Articles”	:	The articles of association of the Company as amended, modified or supplemented from time to time
“Board”	:	The board of Directors
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	The Companies Act (Chapter 50) of Singapore as amended, modified or supplemented from time to time
“Company”	:	China XLX Fertiliser Ltd., a company incorporated in Singapore with limited liability and the Shares of which are listed on the Main Board of the SGX-ST and the Main Board of the SEHK
“Director(s)”	:	The director(s) for the time being of the Company
“Group”	:	The Company and its subsidiaries from time to time
“HK\$”	:	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	:	The Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	:	The Rules Governing the Listing of Securities on the SEHK, as amended, modified or supplemented from time to time
“Issue Mandate”	:	Has the meaning ascribed to it in paragraph 3 of the Letter from the Board

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## DEFINITIONS

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“Latest Practicable Date”	:	14 March 2014, being the latest practicable date prior to the printing of this Circular for ascertaining certain information in this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“RMB”	:	Renminbi, the lawful currency of the People’s Republic of China
“Securities Account(s)”	:	The securities account(s) maintained with CDP, but not including the securities account(s) maintained with a Depository Agent (as defined in Section 130A of the Companies Act)
“SEHK”	:	The Stock Exchange of Hong Kong Limited
“SFO”	:	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share(s)”	:	Ordinary share(s) in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	:	Registered holder(s) of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose securities account(s) such Shares are credited
“Singapore Listing Rules”	:	Rules of the Listing Manual, as amended, modified or supplemented from time to time
“S\$”	:	Singapore dollars and cents respectively
“%”	:	Percentage and per centum

The terms “Depositors”, “Depository Agent” and “Depository Register” in the above table have the meanings ascribed to them respectively in Section 130A of the Companies Act.

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## DEFINITIONS

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Words importing the singular shall include the plural where the context admits and vice versa. Words importing the masculine gender shall include the feminine and neuter genders where the context admits. Reference to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Singapore Listing Rules, the Hong Kong Listing Rules, the SFO or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Singapore Listing Rules, the Hong Kong Listing Rules, the SFO or any modification thereof, as the case may be.

*Any reference to a time of a day in this Circular is a reference to Singapore time unless otherwise stated.*

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LETTER FROM THE BOARD

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**CHINA XLX FERTILISER LTD.**

**中國心連心化肥有限公司\***

*(Incorporated in Singapore with limited liability)*

**(Company Registration No. 200610384G)**

**Singapore Stock Code: B9R**

**Hong Kong Stock Code: 1866**

*Executive Directors:*

Mr. Liu Xingxu (*Chairman and Chief Executive Officer*)

Ms. Yan Yunhua (*Chief Financial Officer*)

Mr. Li Buwen

*Non-executive Director:*

Mr. Lian Jie

*Independent Non-executive Directors:*

Mr. Ong Kian Guan (*Lead Independent  
Non-executive Director*)

Mr. Ong Wei Jin

Mr. Li Shengxiao

*Registered Office:*

80 Robinson Road

#02-00, Singapore 068898

*Principal Place of Business*

*in Hong Kong:*

20/F, Alexandra House

18 Chater Road

Central

Hong Kong

21 March 2014

*To the Shareholders*

Dear Sir/Madam,

**RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this Circular is to provide Shareholders with information in respect of the resolutions to be proposed at the 2014 AGM for (i) the granting of the Issue Mandate to the Directors, and (ii) re-election of the retiring Directors.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 89 of the Articles, Ms. Yan Yunhua, Mr. Li Buwen and Mr. Li Shengxiao shall retire by rotation at the 2014 AGM and, being eligible, offer themselves for re-election at the 2014 AGM.

Pursuant to Rule 13.74 of the Hong Kong Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Hong Kong Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix to this Circular.

### 3. PROPOSED GRANTING OF THE ISSUE MANDATE

3.1 At the annual general meeting of the Company held on 26 April 2013, a general mandate was granted to the Directors to allot, issue and deal with Shares. Up to the Latest Practicable Date, such mandate has not been used and, if not used by the date of the 2014 AGM, will lapse at the conclusion of the 2014 AGM.

3.2 An ordinary resolution, as set out in ordinary resolution no. 8 in the notice of the 2014 AGM (the "**resolution no. 8**"), will be proposed at the 2014 AGM to seek the approval of the Shareholders to grant the Directors generally and unconditionally the Issue Mandate to (i) allot, issue and deal with Shares whether by way of rights, bonus or otherwise, (ii) make or grant offers, agreements or options that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares (collectively, "**Instruments**") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares, and/or (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues, at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of Shares to be issued pursuant to this resolution no. 8 (including Shares to be issued in pursuance of Instruments made or granted pursuant to the resolution no. 8) does not exceed 50% (the "**50% Limit**") of the total number of issued Shares (excluding treasury shares) in the share capital of the Company at the time of the passing of this resolution no. 8, of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution no. 8) to be issued other than on a pro rata basis to the Shareholders shall not exceed 20% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company at the time of the passing of this resolution no. 8.

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## LETTER FROM THE BOARD

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For the purpose of this resolution no. 8, the total number of issued Shares (excluding treasury shares) for the purposes of calculating the 50% Limit shall be the Company's total number of issued Shares (excluding treasury shares) at the time of this resolution no. 8 is passed, after adjusting for (i) new Shares arising from the conversion or exercise of convertible securities, (ii) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution no. 8 is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual, and/or (iii) any subsequent bonus issue, consolidation or subdivision of the Shares.

3.3 Unless revoked or varied by the Company in a general meeting, the Issue Mandate shall continue in force until the conclusion of the Company's next annual general meeting held after the 2014 AGM or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

3.4 As at the Latest Practicable Date, the number of Shares in issue was 1,000,000,000. Accordingly, the exercise of the Issue Mandate in full would enable the Company to issue a maximum of 500,000,000 new Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the resolution no. 8), of which a maximum of 200,000,000 new Shares may be issued other than on a pro rata basis to the Shareholders. The grant of the Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

**IMPORTANT: Notwithstanding the grant of the Issue Mandate, the Company shall also from time to time comply with the relevant requirements under the Hong Kong Listing Rules in relation to issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.**

#### 4. DIRECTORS' RECOMMENDATIONS

4.1 The Board is pleased to recommend the retiring Directors, details of whom are set out in Appendix to this Circular, for re-election at the 2014 AGM.

4.2 The Board considers that the grant of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and are not prejudicial to the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions relating to the relevant resolutions to be proposed at the 2014 AGM.

#### 5. 2014 AGM

The 2014 AGM, notice of which is set out on pages 13 to 16 of this Circular, is being convened at Lotus Room, Level 5, Peninsula Tower, Peninsula Excelsior Hotel, 5 Coleman Street, Singapore 179805 on Thursday, 24 April 2014 at 1:30 p.m. for the approval of the resolutions in relation to, inter alia, the grant of Issue Mandate and re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### 6. ACTION TO BE TAKEN BY SHAREHOLDERS

If you are unable to attend the 2014 AGM, please complete and sign the attached proxy form in accordance with the instructions printed thereon and return it, together with the letter or power of attorney or other authority (if any) under which it is signed or a certified copy of that letter or power of attorney or authority, to the Company's Singapore Share Transfer Agent and Principal Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898 (for Singapore Shareholders), or to the Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which address will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) (for Hong Kong Shareholders) not less than 48 hours before the time fixed for the 2014 AGM or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting at the 2014 AGM if you so wish and in such event, your proxy form will be deemed to be revoked.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the Issue Mandate and re-election of Directors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information contained in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Circular in its proper form and contexts.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix – Details of the Retiring Directors Proposed to be Re-elected at the 2014 AGM to this Circular.

Yours faithfully,  
By order of the Board  
**China XLX Fertiliser Ltd.**  
**Mr. Liu Xingxu**  
*Chairman & Chief Executive Officer*

*Set out below are details of the Directors who will retire and offer themselves for re-election at the 2014 AGM according to the Articles.*

**(1) Ms. Yan Yunhua**

**Position and Experience**

**Ms. Yan Yunhua (“Ms. Yan”)**, aged 43, was appointed as an executive Director on 10 November 2006. She is also the chief financial officer of the Company and is principally in charge of all financial matters within the Group. Ms. Yan obtained the accountant certification from the Ministry of Finance of the People’s Republic of China in May 1997. She graduated from Xi’an Jiaotong University in July 2003 with a degree in accountancy and obtained the senior accountant certification from Henan Province Accountant Series Senior Assessment Committee in December 2005. Ms. Yan obtained the EMBA (Executive Master of Business Administration) degree from Guanghua School of Management, Peking University in July 2009. Ms. Yan has nearly 20 years of accounting and finance experience, and is currently the executive chairman of the Finance Research Committee of China Nitrogen Fertiliser Industry Association, and the vice chairman of the Henan Accountants Association. She joined Xinxiang Fertiliser Factory in December 1997 and held various positions in Xinxiang Fertiliser Factory, including the deputy head of finance division and the deputy chief accountant. She was the chief accountant in charge of finance of Henan Xinlianxin Chemicals Group Co., Ltd. from 2003 to July 2006. She has been the deputy general manager of Henan Xinlianxin Fertiliser Co., Ltd. since July 2006. Ms. Yan was awarded the Accountants Contribution Award in the People’s Republic of China in 2008, and Advanced Worker in Accounting of Henan Province in 2009.

Ms. Yan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Ms. Yan has entered into a director’s service contract with the Company for an initial term of three years commencing on 8 December 2009, which was renewable automatically for successive terms of three years from 8 December 2012, unless terminated in accordance with the provisions of the service contract by either party giving to the other not less than six months’ prior notice in writing at the end of the initial term or at any time thereafter. She is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

**Relationships**

Ms. Yan is the controlling shareholder and a director of Go Power Investments Limited (“**Go Power**”), a substantial Shareholder. Save as disclosed above, Ms. Yan does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules), or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Yan had the following interests in the Shares:

- (a) Ms. Yan was deemed to be interested in 297,734,000 Shares, representing approximately 29.77% of the issued share capital of the Company, which were held by Go Power. Ms. Yan beneficially owned approximately 12.74% of equity interest in Go Power and held approximately 87.26% of equity interest in Go Power in trust for a total of 1,463 beneficiaries under a trust agreement dated 26 July 2006 and a trust confirmation dated 16 June 2009. Pursuant to the said trust documents, Ms. Yan is irrevocably granted the absolute discretion to exercise the voting rights and the rights to the day-to-day management in Go Power.
- (b) Ms. Yan held beneficially 300,000 Shares, representing approximately 0.03% of the issued share capital of the Company.

Save as disclosed above, Ms. Yan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Ms. Yan is entitled to receive a fixed annual salary of RMB720,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, and her duties and responsibilities within the Group. Ms. Yan is also entitled to 30% of an annual incentive bonus for a sum based on the audited profit before tax of the Group for each financial year. For the year ended 31 December 2013, Ms. Yan received a salary of RMB720,000 and an annual incentive bonus of RMB1,250,000.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Yan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules; and there are no other matters concerning Ms. Yan that need to be brought to the attention of the Shareholders.

**(2) Mr. Li Buwen****Position and Experience**

**Mr. Li Buwen** (“**Mr. LBW**”), aged 61, has been appointed as an executive Director on 10 November 2006, and is principally in charge of the overall administrative functions of the Group. Mr. LBW has more than 30 years of experience in chemical fertiliser industry. Mr. LBW held various positions in Xinxiang Fertiliser Factory, including the deputy head of Xinxiang Fertiliser Factory. He was the deputy general manager in charge of administration department of Henan Xinlianxin Chemicals Group Co., Ltd. from August 2003 to July 2006. He has been the deputy general manager of Henan Xinlianxin Fertiliser Co., Ltd. in charge of administrative matters from July 2006 to June 2012. Mr. LBW obtained certification of National Enterprises Human Resource Management and Development from the State Economic and Trade Commission Economic Cadre Training Centre and certification of Internal Quality System Inspector from the Beijing Quality Association Quality Management Technical Services Centre in August 2005. As recognition for his contribution to the development of the nitrogenous fertiliser industry, he was awarded the “Award of Excellence” by the Nitrogenous Fertiliser Industrial Association in February 1998.

Mr. LBW has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Mr. LBW has entered into a director’s service contract with the Company for an initial term of three years commencing on 8 December 2009, which was renewable automatically for successive terms of three years from 8 December 2012, unless terminated in accordance with the provisions of the service contract by either party giving to the other not less than six months’ prior notice in writing at the end of the initial term or at any time thereafter. He is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

**Relationships**

According to a trust agreement dated 26 July 2006, Mr. Liu Xingxu (the Chairman of the Board and an executive Director) held 16% of equity interest in Pioneer Top Holdings Limited (a substantial Shareholder) in trust for Mr. LBW. Save as disclosed above, Mr. LBW does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules), or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. LBW was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr. LBW is entitled to receive a fixed annual salary of RMB720,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, and his duties and responsibilities within the Group. Mr. LBW is also entitled to 30% of an annual incentive bonus for a sum based on the audited profit before tax of the Group for each financial year. For the year ended 31 December 2013, Mr. LBW received a salary of RMB720,000 and an annual incentive bonus of RMB1,250,000.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. LBW to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules; and there are no other matters concerning Mr. LBW that need to be brought to the attention of the Shareholders.

**(3) Mr. Li Shengxiao****Position and Experience**

**Mr. Li Shengxiao** ("Mr. LSX"), aged 51, has been appointed as an independent non-executive Director since 11 May 2007. He is also the chairman of the Nomination Committee and a member of both the Audit Committee and the Remuneration Committee of the Company. He has been a professor in Shaoxing University since November 2004 and is currently the Head of the Regional Development Research Centre in Shaoxing University. Mr. LSX has been the instructor of establishment of small and medium enterprises in Zhejiang Province, Small and Medium Enterprises Bureau in Zhejiang Province since 2006. Mr. LSX graduated from Hangzhou University (which is currently known as "Zhejiang University") in July 1987 with a graduation certificate in politics. He then obtained a master's degree in law from Hangzhou University in July 1990. He was awarded the "high school outstanding youth teacher of Zhejiang Province" in September 1991.

Mr. LSX is also an independent director of Anhui Jiangnan Chemical Industry Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Mr. LSX has resigned as an independent director of Zhejiang Jingong Science & Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange) with effect from 29 August 2012.

Save as disclosed above, Mr. LSX has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing appointment letter issued by the Company to Mr. LSX, his current term of office is three years, unless otherwise terminated by either party giving not less than 3 months' prior notice in writing to the other or in accordance with other terms of the appointment letter. Mr. LSX is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

**Relationships**

As far as the Directors are aware, Mr. LSX does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules), or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. LSX was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr. LSX is entitled to receive an annual Director's fee of S\$50,000. All the fees and expenses properly and reasonably incurred by him in discharging his duties to the Company shall be borne by the Company. For the year ended 31 December 2013, Mr. LSX received a director's fee of S\$50,000.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. LSX to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules; and there are no other matters concerning Mr. LSX that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE 2014 AGM

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### CHINA XLX FERTILISER LTD.

中國心連心化肥有限公司\*

(Incorporated in Singapore with limited liability)

(Company Registration No. 200610384G)

Singapore Stock Code: B9R

Hong Kong Stock Code: 1866

**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting (the “**Meeting**”) of China XLX Fertiliser Ltd. (the “**Company**”) will be held at Lotus Room, Level 5, Peninsula Tower, Peninsula Excelsior Hotel, 5 Coleman Street, Singapore 179805 on Thursday, 24 April 2014 at 1:30 p.m., to transact the following businesses:

#### AS ORDINARY BUSINESS

1. To receive and adopt the directors’ report and audited financial statements for the year ended 31 December 2013 and the auditor’s report thereon. (Resolution 1)
2. To declare a final dividend of RMB0.060 per ordinary share in respect of the financial year ended 31 December 2013. (Resolution 2)
3. To approve directors’ fees of S\$160,000 for the year ended 31 December 2013 to be divisible among the directors as they may agree. (Resolution 3)
4. To re-elect Ms. Yan Yunhua, a director retiring under Article 89 of the Articles of Association of the Company, as an executive director of the Company. (Resolution 4)
5. To re-elect Mr. Li Buwen, a director retiring under Article 89 of the Articles of Association of the Company, as an executive director of the Company. (Resolution 5)
6. To re-elect Mr. Li Shengxiao<sup>(Remark)</sup>, a director retiring under Article 89 of the Articles of Association of the Company, as an independent non-executive director of the Company. (Resolution 6)

*Remark:* Mr. Li Shengxiao will, upon re-election as an independent non-executive director of the Company, remain as a member of the Audit Committee. He is considered by the board of directors of the Company to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He will also remain as the chairman of the Nomination Committee and a member of the Remuneration Committee.

7. To re-appoint Ernst & Young LLP as auditor of the Company and to authorise the board of directors to fix their remuneration. (Resolution 7)

\* for identification purpose only

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## NOTICE OF THE 2014 AGM

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### AS SPECIAL BUSINESS

#### Authority to allot and issue shares

8. To consider, and if thought fit, to pass the following Ordinary Resolution (with or without amendments):

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), and the Listing Manual of the SGX-ST and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**SEHK**”), approval be and is hereby given to the directors of the Company to:

- (A) (i) issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares (collectively, “**Instruments**”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

at any time and upon such terms and conditions and to such persons as the directors of the Company may in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors while the authority was in force,

provided always, that subject to any applicable regulations as may be prescribed by the SGX-ST and the SEHK:

- (i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% (the “**50% Limit**”) of the Company’s total number of issued Shares (excluding treasury shares) at the time of passing this resolution, of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued Shares (excluding treasury shares) at the time of passing this resolution. For the purpose of this resolution, the total number of issued Shares (excluding

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## NOTICE OF THE 2014 AGM

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treasury shares) for the purposes of calculating the 50% Limit shall be the Company's total number of issued Shares (excluding treasury shares) at the time this resolution is passed, after adjusting for:

- (a) new Shares arising from the conversion or exercise of convertible securities,
  - (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and/or
  - (c) any subsequent bonus issue, consolidation or subdivision of the Shares,
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.” (Resolution 8)

By Order of the Board

**Mr. Liu Xingxu**

*Chairman and Chief Executive Officer*

21 March 2014

*Notes:*

- a. A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- b. The proxy form must be lodged at the office of the Company's Singapore Share Transfer Agent and Principal Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898 (for Singapore shareholders), or at the office of the Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which address will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) (for Hong Kong shareholders), not less than 48 hours before the Meeting.
- c. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorized officer or attorney.
- d. A depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act) of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorized officer or attorney and lodge the same at the office of the Company's Singapore Share Transfer Agent and Principal Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (at its address shown in Note b above) not later than 48 hours before the time appointed for the Meeting.

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## NOTICE OF THE 2014 AGM

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### Notice of Books Closure Date and Dividend Payment Date

Reference is made to the Company's announcement dated 24 February 2014 (the "Announcement") in relation to, among other matters, the annual results of the Company and its subsidiaries for the year ended 31 December 2013. As set out in the Announcement, the board of directors of the Company (the "Board") recommended the cash payment of a final dividend of RMB0.060 per share of the Company for the year ended 31 December 2013, subject to the approval of the Company's shareholders at the Annual General Meeting of the Company to be held on 24 April 2014.

The Board is pleased to provide further details relating to the closure of books and the dividend.

**NOTICE IS HEREBY GIVEN** that the Singapore Principal Share Transfer Books and Singapore Register of Members of the Company in Singapore will be closed from 7 May 2014 after 5:00 p.m. to 9 May 2014 (Singapore time) for the purpose of determining the entitlement of members to the dividend to be proposed at the Annual General Meeting of the Company to be held on 24 April 2014. Duly completed transfers in respect of shares in the Company received up to close of the business at 5:00 p.m. on 7 May 2014 by the Company's Singapore Principal Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898, will be registered to determine members' entitlements to such dividend. Members whose Securities Account(s) with The Central Depository (Pte) Limited are credited with shares of the Company as at 5:00 p.m. on 7 May 2014 will be entitled to such proposed dividend.

The Hong Kong Branch Share Register of the Company will be closed from 8 May 2014 to 9 May 2014 (Hong Kong time) for the purpose of determining the entitlement of members to the dividend to be proposed at the Annual General Meeting to be held on 24 April 2014. In order to qualify for the proposed final dividend for Hong Kong shareholders, all transfer forms, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar of the Company, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which address will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), not later than 4:30 p.m. on 7 May 2014.

The dividend, if approved at the Annual General Meeting, will be paid to the shareholders whose names appear on the Registers of Members of the Company on 9 May 2014 and will be paid on 26 May 2014.

By Order of the Board  
**Mr. Liu Xingxu**  
*Chairman and Chief Executive Director*  
21 March 2014