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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 OF THE 2014 ANNUAL GENERAL MEETING

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^(Remark), 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

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

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.

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

As at the date of this announcement, the executive directors of the Company are Mr. Liu Xingxu, Ms. Yan Yunhua and Mr. Li Buwen; the non-executive director of the Company is Mr. Lian Jie; and the independent non-executive directors of the Company are Mr. Ong Kian Guan, Mr. Li Shengxiao and Mr. Ong Wei Jin.