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CHINA XLX FERTILISER LTD.

中國心連心化肥有限公司*

(Incorporated in Singapore on 17 July 2006)

(Company Registration No. 200610384G)

Hong Kong Stock Code: 1866

Singapore Stock Code: B9R

(“Company”)

** For identification purpose only*

THE PROPOSED VOLUNTARY DELISTING OF THE SHARES OF THE COMPANY FROM THE OFFICIAL LIST OF THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) PURSUANT TO RULES 1307 AND 1309 OF THE SGX-ST LISTING MANUAL – RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 21 JULY 2014

1. INTRODUCTION

The board of directors (the “**Board**”) of the Company refer to:

- (a) the joint announcement dated 31 March 2014 by Pioneer Top Holdings Limited (the “**Offeror**”) and the Company in relation to the proposed voluntary delisting of the Company from the Official List of the Mainboard of the SGX-ST (the “**Delisting**”),

and the cash exit offer by CITIC Securities Corporate Finance (HK) Limited and CLSA Singapore Pte Ltd (collectively, the “**Joint Financial Advisers**”) for and on behalf of the Offeror to acquire all the issued ordinary shares in the capital of the Company (other than (i) those already owned, controlled or agreed to be acquired by the Offeror Concert Group, (ii) the Undertaking Shares and (iii) the Undertaking Bonds) (the “**Exit Offer**”);

- (b) the joint announcement dated 16 April 2014 by the Offeror and the Company in relation to an application made to the Securities and Futures Commission of Hong Kong (“**SFC**”) for an extension of time for the despatch of the Exit Offer Letter (as defined below) and the Circular (as defined below) from 21 April 2014 to 18 June 2014, in connection with the Exit Offer and the Delisting;
- (c) the announcement dated 3 June 2014 issued by the Company in relation to the receipt of the letter from the SGX-ST stating that it has no objection to the Delisting;
- (d) the exit offer letter dated 18 June 2014 issued by the Joint Financial Advisers for and on behalf of the Offeror in relation to the Exit Offer and the Delisting (the “**Exit Offer Letter**”);
- (e) the offeree board circular dated 18 June 2014 issued by the Company in relation to the Exit Offer and the Delisting (the “**Circular**”); and
- (f) the announcement dated 18 June 2014 jointly issued by the Offeror and the Company in relation to despatch of the Exit Offer Letter and the Circular to shareholders of the Company (“**Shareholders**”).

All capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Circular.

2. RESULTS OF THE EXTRAORDINARY GENERAL MEETING

- 2.1 The Board wishes to announce that at the extraordinary general meeting of the Company held on 21 July 2014 (the “**EGM**”), the Delisting Resolution as set out in the notice of EGM dated 18 June 2014 was put to vote by way of a poll and duly approved and passed by the Shareholders in accordance with the requirements of Rule 1307 of the SGX-ST Listing Manual.
- 2.2 As at the date of the EGM, there were a total of 1,000,000,000 Shares in issue. None of the Shareholders had stated their intention in the Circular to abstain from voting or to vote against the Delisting Resolution at the EGM. As disclosed in the Circular, pursuant to the Shares Undertakings, the Undertakings Shareholders (save for Go Power, Mr. Liu and Ms. Yan, who are also members of the Offeror Concert Group) have, inter alia, undertaken to vote an aggregate of 87,175,000 Shares, representing approximately 8.72% of the total issued Shares, in favour of the Delisting Resolution at the EGM. Save as disclosed, no other Shareholders had stated in the Circular their intention to vote for the Delisting Resolution at the EGM. No Shareholder was required to abstain from voting on the Delisting Resolution at the EGM. Accordingly, a total of 1,000,000,000 Shares entitled the holder to attend and vote for or against the Delisting Resolution at the EGM. Shareholders holding a total of 802,504,128 Shares attended and voted for or against the Delisting Resolution at the EGM.

- 2.3 Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) was appointed as the scrutineer for the purpose of the poll voting at the EGM.
- 2.4 The details of the voting results of the EGM are as follows:

Resolution	FOR		AGAINST	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
To approve the voluntary delisting of the Company from the Official List of the Mainboard of the SGX-ST pursuant to Rules 1307 and 1309 of the SGX-ST Listing Manual	802,186,080	99.96	318,048	0.04

(1): The percentages as stated above are based on the total number of Shares held by the Shareholders who were present and had voted at the EGM.

As the above Delisting Resolution was approved by a majority of more than 75% of the total number of issued Shares (excluding treasury Shares) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM (the “**Voting Shares**”) and the Delisting Resolution was not voted against by 10% or more of the Voting Shares, the Delisting Resolution was duly approved and passed by Shareholders in accordance with the requirements of Rule 1307 of the SGX-ST Listing Manual. Accordingly, the Condition of the Exit Offer and the Delisting has been satisfied before the Long-Stop Date.

A joint announcement will be issued by the Company and the Offeror today regarding the Exit Offer becoming unconditional in all respects, the level of acceptances of the Exit Offer, the final closing date of the Exit Offer and the resumption of trading of the Company’s shares.

SHAREHOLDERS SHOULD NOTE THAT APPROVING THE DELISTING RESOLUTION AT THE EGM DOES NOT AUTOMATICALLY MEAN THAT THEY HAVE ACCEPTED THE EXIT OFFER.

SHAREHOLDERS WHO WISH TO ACCEPT THE EXIT OFFER SHOULD REFER TO APPENDICES 2 AND 3 TO THE EXIT OFFER LETTER FOR THE PROCEDURES RELATING TO ACCEPTANCE AND SETTLEMENT OF THE EXIT OFFER.

3. RESPONSIBILITY STATEMENTS

3.1 Pursuant to the HK Takeover Code:

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

3.2 Pursuant to the Singapore Takeover Code:

The Directors (including any Director who may have delegated detailed supervision of the preparation of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Delisting, the Exit Offer, and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source (including, without limitation, information in relation to the Offeror Concert Group, the Undertaking Persons and the Joint Financial Advisers), the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board of
CHINA XLX FERTILISER LTD.
Yan Yunhua
Director

Singapore, 21 July 2014

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

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