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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)

(Hong Kong Stock Code: 1866)

**NOTICE OF THE 2018 ANNUAL GENERAL MEETING
AND
CLOSURE OF REGISTER OF MEMBERS**

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the twelfth annual general meeting (the “**2018 AGM**”) of China XLX Fertiliser Ltd. (the “**Company**”) will be held at The Library, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 15 May 2018 at 10:30 a.m., to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company and the directors’ statement and auditor’s report for the year ended 31 December 2017. (Resolution 1)
2. To declare a final dividend of RMB0.0849 per ordinary share of the Company for the year ended 31 December 2017. (Resolution 2)
3. To approve directors’ fees of S\$160,000 for the year ended 31 December 2017 to be divisible among the directors of the Company as they may agree. (Resolution 3)
4. To re-elect Mr. Zhang Qingjin, a director retiring under Article 89 of the Constitution of the Company, as an executive director of the Company. (Resolution 4)
5. To re-elect Mr. Li Shengxiao, a director retiring under Article 89 of the Constitution of the Company, as an independent non-executive director of the Company. (Resolution 5)

6. To re-elect Mr. Ong Wei Jin, a director retiring under Article 89 of the Constitution of the Company, as an independent non-executive director of the Company. (Resolution 6)
7. To re-appoint Ernst & Young LLP as auditor of the Company and to authorise the board of directors to fix the auditor's remuneration. (Resolution 7)

AS SPECIAL BUSINESS

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

“That:

- (A) for the purposes of Section 76E of the Companies Act (Chapter 50) of Singapore (the “**Companies Act**”), the exercise of the directors of the Company (the “**Directors**”) of all the powers of the Company to purchase or acquire shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate 10% of the total number of issued Shares as at the date of passing this resolution, at such price(s) as may be determined by the Directors from time to time less than the Maximum Price (as hereafter defined), by way of on-market purchase (“**Market Purchase**”), transacted on The Stock Exchange of Hong Kong Limited (the “**SEHK**”) (or any other securities exchange on which the Shares may for the time being be listed and quoted, recognised by the Securities and Futures Commission of Hong Kong and the SEHK for this purpose) through the ready markets, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Rules Governing the Listing of Securities on the SEHK (the “**Hong Kong Listing Rules**”), the Singapore Code on Take-overs and Mergers, the Code on Takeovers and Mergers and other rules and regulations issued by the Securities and Futures Commission of Hong Kong as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Buyback Mandate**”);
- (B) such authority shall continue in force during the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Constitution of the Company (the “**Constitution**”) or any applicable laws of Singapore to be held;

(iii) the date on which the purchases or acquisitions of Shares pursuant to the Buyback Mandate have been carried out to the full extent mandated; or

(iv) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking, varying or renewing the authority given to the Directors by this resolution;

(C) for the purpose of this resolution,

“**Maximum Price**” means 105% of the Average Closing Price (hereinafter defined), excluding related expenses of the purchase or acquisition of a Share by way of a Market Purchase; and

“**Average Closing Price**” means the average of the closing market prices of a Share for the 5 consecutive market days (being the days on which the SEHK is open for trading of securities) on which the Shares are transacted on the SEHK immediately preceding the date of the Market Purchase by the Company, and deemed to be adjusted in accordance with the Hong Kong Listing Rules for any corporate action which occurs after the relevant 5-market day period; and

(D) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.”

(Resolution 8)

9. 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 and the Hong Kong Listing Rules, approval be and is hereby given to the Directors to:

(A) (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; and

- (B) the approval in paragraph (A) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including warrants, debentures or other Instruments convertible into Shares) which might require Shares to be issued either during or after the end of the Relevant Period (as hereinafter defined);

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

- (1) 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), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into Shares; (iii) the exercise of options under any option scheme of similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the cash payment for a dividend on Shares in accordance with the Constitution, shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution.
- (2) 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.
- (3) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Constitution or any applicable laws of Singapore to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(Resolution 9)

10. To consider, and if thought fit, to pass the following ordinary resolution (with or without amendments):

“That conditional upon the passing of ordinary resolutions as set out in ordinary resolutions nos. 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the ordinary resolution no. 9 of the Notice be and is hereby extended by the addition to the total number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company under the Buyback Mandate referred to in the ordinary resolution no. 8 of the Notice, provided that such number of repurchased shares shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

(Resolution 10)

Notes:

- a. A member entitled to attend and vote at the 2018 AGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- b. The proxy form must be deposited at the Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time scheduled for holding the 2018 AGM (i.e., not later than 10:30 a.m. on 13 May 2018) or any adjournment thereof.
- c. If the member is a corporation, the instrument appointing a proxy must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or a duly authorised officer of the corporation.
- d. To ascertain Shareholders' eligibility to attend and vote at the 2018 AGM, the Register of Members of the Company will be closed from 10 May 2018 to 15 May 2018 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the 2018 AGM, unregistered holders of Shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m. on 9 May 2018.
- e. To ascertain Shareholders' entitlement to the proposed final dividend upon passing of ordinary resolution no. 2 set out in this notice, the Register of Members of the Company will be closed from 6 June 2018 to 8 June 2018 (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to the proposed final dividend, unregistered holders of Shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note b above) for registration no later than 4:30 p.m. on 5 June 2018.
- f. The dividend, if approved at the 2018 AGM, will be paid to the Shareholders whose names appear on the Register of Members of the Company on 8 June 2018 and will be paid on 26 June 2018.
- g. All times and dates referred to in this notice refer to Hong Kong times and dates.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2018 AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the proxy(ies) and/or representative(s) appointed for the 2018 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2018 AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 10 May 2018 to 15 May 2018 (both days inclusive) for the purpose of determining the right to attend and vote at the 2018 AGM. In order to be entitled to attend and vote at the 2018 AGM, unregistered holders of Shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 9 May 2018.

The Register of Members of the Company will also be closed from 6 June 2018 to 8 June 2018 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend (if approved by the Shareholders at the 2018 AGM), unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's Hong

Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 5 June 2018.

By order of the Board

Liu Xingxu

Chairman

12 April 2018

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

** for identification purpose only*