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CHINA XLX FERTILISER LTD.

中國心連心化肥有限公司*

(Incorporated in the Republic of Singapore on 17 July 2006)

(Company Registration No. 200610384G)

Singapore Stock Code: B9R.SI

Hong Kong Stock Code: 01866

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting (the “**Meeting**”) of China XLX Fertiliser Ltd. (the “**Company**”) will be held at Amara Singapore Hotel, 165 Tanjong Pagar Road, Singapore 088539 on Friday, 27 April 2012 at 9.00 a.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 2011 and the auditors’ report thereon. (Resolution 1)
2. To declare a final dividend of RMB0.037 per ordinary share in respect of the financial year ended 31 December 2011. (Resolution 2)
3. To approve directors’ fees of S\$160,000 for the year ended 31 December 2011 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. (Resolution 4)
5. To re-elect Mr. Li Buwen, a director retiring under Article 89 of the Articles of Association of the Company. (Resolution 5)
6. To re-elect Mr. Lian Jie, a director retiring under Article 88 of the Articles of Association of the Company. (Resolution 6)
7. To re-appoint Ernst & Young LLP as auditors 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):

“(a) That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”), and the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**SEHK**”), approval be and is hereby given to the directors of the Company at any time to such persons and upon such terms and for such purposes as the directors may in their absolute discretion deem fit, to:

- (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;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; 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, or
 - (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
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- (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 date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.” (Resolution 8)
[See Explanatory Notes]

ANY OTHER BUSINESS

9. To transact any other business that may be transacted at the Meeting.

By Order of the Board
Ms Foo Soon Soo
Mr Jeremy Cheah Soon Ann
Joint Company Secretaries
Singapore, 23 March 2012

Explanatory Notes on Special Business to be transacted:

The Ordinary Resolution in item 8 is to authorise the directors of the Company from the date of the above Meeting until the next annual general meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed. The total number of issued shares excluding treasury shares of the Company for the purpose of calculating the 50% Limit shall be the total number of issued shares excluding treasury shares at the time of this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

IMPORTANT: Notwithstanding the passing of the Ordinary Resolution 8, the Company shall 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.

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. The proxy form must be lodged at the Registered Office of the Company at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 (for Singapore Shareholders), or at the office of the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders), not less than 48 hours before the Meeting.
3. 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.
4. 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, KCK CorpServe Pte. Ltd. at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 not later than 48 hours before the time appointed for the Meeting.

Notice of Books Closure Date and Dividend Payment Date

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 10 May 2012 after 5.00 p.m. to 11 May 2012 for the purpose of determining the Members' entitlements to the dividend to be proposed at the Annual General Meeting of the Company to be held on 27 April 2012. Duly completed transfers in respect of shares in the Company received up to close of the business at 5.00 p.m. on 10 May 2012 by the Company's Singapore Principal Share Registrar, KCK CorpServe Pte. Ltd., 333 North Bridge Road KH KEA Building #08-00, Singapore 188721 will be registered to determine Members' entitlements to such dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 10 May 2012 will be entitled to such proposed dividend.

The Hong Kong Branch Share Register will be closed on 11 May 2012 for the purpose of determining the Members' entitlement to the dividend to be proposed at the Annual General Meeting to be held on 27 April 2012. 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 Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4.30 p.m. on 10 May 2012.

The dividend, if approved at the Annual General Meeting, will be paid on 25 May 2012.

By Order of the Board
Ms Foo Soon Soo
Mr Jeremy Cheah Soon Ann
Joint Company Secretaries
Singapore, 23 March 2012

As at the date of 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.