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

(A limited liability company incorporated in the Republic of Singapore)

(Company Registration No. 200610384G)

Singapore Stock Code: B9R.SI

Hong Kong Stock Code: 01866

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the Members 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 9:30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:

Ordinary Resolution: Proposed Renewal of a Shareholders’ Mandate for the Company to Buy Back its own Shares (the “Share Buy-Back Mandate”)

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchase(s) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and/or The Stock Exchange of Hong Kong Limited (the “**SEHK**”) (or any other stock exchange on which the securities of the Company may be listed and 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/or

* *for identification purpose only*

- (ii) in Singapore, off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally;
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
- (i) the date of the next annual general meeting of the Company; or
 - (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iv) the time when the Share Buy-Back Mandate is revoked or varied by the Shareholders of the Company in general meeting.
- (c) in this Resolution:

“**Maximum Percentage**” means the number of Shares representing ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and “**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase, one hundred and five per cent. (105%) of the average closing market price. For this purpose, the average closing market price is the average of the closing market prices of the Shares transacted on the SGX-ST (if the market purchase is made on SGX-ST) or SEHK (if the market purchase is made on the SEHK) over the last five (5) market days (on which transactions in the Shares are recorded) immediately preceding the date of the market purchase by the Company and deemed to be adjusted in accordance with the listing rules of the SGX-ST and SEHK for any corporate action which occurs after the relevant five (5) day period; and
- (ii) in the case of an off-market purchase in Singapore, one hundred and twenty per cent. (120%) of the highest price a Share is transacted on the SGX-ST on the market day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an off-market purchase offer stating the purchase price and the relevant terms of the equal access scheme.

- (d) The Directors of the Company be and are hereby authorised to take all necessary steps and to negotiate, finalise and enter into all transactions, arrangements and agreements and to execute all such documents (including but not limited to the execution of application forms and transfers) with full and discretionary powers to make or assent to any modifications or amendments thereto in any manner they may deem necessary, expedient, incidental or in the interests of the Company and the Group for the purposes of giving effect to this Resolution and the transactions contemplated thereunder.

By Order of the Board
China XLX Fertiliser Ltd.
Mr. Liu Xingxu
Chief Executive Officer

Singapore, 23 March 2012

Notes:

1. A Member of the Company entitled to attend and vote at the above EGM may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
2. The instrument appointing a proxy shall, in the case of an individual, be signed by the appointer or his attorney, and in the case of a corporation shall be either under the common seal or signed by its attorney or an officer on behalf of the corporation.
3. The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company at KCK CorpServe Pte. Ltd., 333 North Bridge Road, #08-00 KH KEA Building Singapore 188721 (for Singapore shareholders) or Tricor Investor Services Limited, 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong shareholders), not less than forty-eight (48) hours before the time for holding the EGM.

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.