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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China XLX Fertiliser Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**心连心**

**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)**

**(Hong Kong Stock Code: 1866)**

**PROPOSED GRANTING OF GENERAL MANDATE  
TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of China XLX Fertiliser Ltd. to be held at Queensway & Victoria Rooms, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 10 June 2015 at 9:00 a.m. is set out on pages 12 to 16 of this circular. A form of proxy for use at the 2015 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chinaxlx.com.hk](http://www.chinaxlx.com.hk)).

Whether or not you are able to attend the 2015 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2015 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

27 April 2015

*\* for identification purpose only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2015 AGM”	:	The annual general meeting of the Company to be held at Queensway & Victoria Rooms, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 10 June 2015 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 12 to 16 of this circular, or any adjournment thereof
“Articles”	:	The articles of association of the Company as amended, modified or supplemented from time to time
“Board”	:	The board of Directors
“Companies Act”	:	The Companies Act (Chapter 50) of Singapore as amended, modified or supplemented from time to time
“Company”	:	China XLX Fertiliser Ltd., a company incorporated in Singapore with limited liability and the Shares of which are listed on the Main Board of the SEHK
“Director(s)”	:	The director(s) for the time being of the Company
“Group”	:	The Company and its subsidiaries from time to time
“Henan XLX”	:	Henan Xinlianxin Fertiliser Co., Ltd., a wholly owned subsidiary of the Company
“Hong Kong”	:	The Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	:	The Rules Governing the Listing of Securities on the SEHK, as amended, modified or supplemented from time to time
“Issue Mandate”	:	As defined in paragraph 2 of the Letter from the Board
“Latest Practicable Date”	:	22 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“RMB”	:	Renminbi, the lawful currency of the People’s Republic of China

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## DEFINITIONS

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“SEHK”	:	The Stock Exchange of Hong Kong Limited
“SFO”	:	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, modified or supplemented from time to time
“Share(s)”	:	Ordinary share(s) in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	:	Holder(s) of Share(s)
“S\$”	:	Singapore dollars
“%”	:	Percentage and per centum

Words importing the singular shall include the plural where the context admits and vice versa. Words importing the masculine gender shall include the feminine and neuter genders where the context admits. Reference to persons shall, where applicable, include corporations.

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Hong Kong Listing Rules, the SFO or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Hong Kong Listing Rules, the SFO or any modification thereof, as the case may be.

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LETTER FROM THE BOARD

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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)**

**(Hong Kong Stock Code: 1866)**

*Executive Directors:*

Mr. Liu Xingxu *(Chairman and Chief Executive Officer)*

Ms. Yan Yunhua *(Chief Financial Officer)*

Mr. Zhang Qingjin

*Registered Office:*

80 Robinson Road

#02-00, Singapore 068898

*Non-executive Director:*

Mr. Lian Jie

*Principal Place of Business*

*in Hong Kong:*

20/F, Alexandra House

18 Chater Road

*Independent Non-executive Directors:*

Mr. Ong Kian Guan

Mr. Li Shengxiao

Mr. Ong Wei Jin

Central

Hong Kong

27 April 2015

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATE  
TO ISSUE NEW SHARES**

**AND**

**PROPOSED RE-ELECTION OF DIRECTORS**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the 2015 AGM for (i) the granting of the Issue Mandate to the Directors; and (ii) the re-election of the retiring Directors.

*\* for identification purpose only*

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE ISSUE MANDATE

- 2.1 At the annual general meeting of the Company held on 24 April 2014, a general mandate was granted to the Directors to allot, issue and deal with Shares. Up to the Latest Practicable Date, such mandate has not been used and, if not used by the date of the 2015 AGM, will lapse at the conclusion of the 2015 AGM.
- 2.2 An ordinary resolution, as set out in ordinary resolution no. 8 in the notice of the 2015 AGM (the “**Resolution 8**”), will be proposed at the 2015 AGM to seek the approval of the Shareholders to grant the Directors generally and unconditionally the Issue Mandate to (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 provided that the aggregate number of Shares to be issued pursuant to this Resolution 8 (including Shares to be issued in pursuance of Instruments made or granted pursuant to the Resolution 8) other than on a rights issue, conversion of convertible securities, exercise of options or issue of scrip dividend or similar arrangement, as detailed in Resolution 8, shall not exceed 20% of the total number of issued Shares in the share capital of the Company at the time of the passing of the Resolution 8.
- 2.3 Unless revoked or varied by the Company in a general meeting, the Issue Mandate shall continue in force until the conclusion of the Company’s next annual general meeting held after the 2015 AGM 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 earlier.
- 2.4 As at the Latest Practicable Date, the number of Shares in issue was 1,000,000,000. Accordingly, the exercise of the Issue Mandate in full would enable the Company to issue a maximum of 200,000,000 new Shares. The granting of the Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

**IMPORTANT: Notwithstanding the granting of the Issue Mandate, the Company shall also 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.**

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Articles 89 and 90 of the Articles, Mr. Lian Jie and Mr. Ong Kian Guan shall retire by rotation at the 2015 AGM and, being eligible, offer themselves for re-election at the 2015 AGM.

Pursuant to Article 88 of the Articles, Mr. Zhang Qingjin, who was appointed by the Board as an executive Director on 27 March 2015 to fill the vacancy left by the resignation of Mr. Li Buwen, shall hold office until the 2015 AGM and, being eligible, will offer himself for re-election at the 2015 AGM.

Pursuant to Rule 13.74 of the Hong Kong Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Hong Kong Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix to this circular.

### 4. DIRECTORS' RECOMMENDATIONS

- 4.1 The Board is pleased to recommend the retiring Directors, details of whom are set out in Appendix to this circular, for re-election at the 2015 AGM.
- 4.2 The Board considers that the granting of the Issue Mandate and the re-election of the retiring Directors are in the interests of the Company and are not prejudicial to the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions relating to the relevant resolutions to be proposed at the 2015 AGM.

### 5. 2015 AGM

The 2015 AGM, notice of which is set out on pages 12 to 16 of this circular, is being convened at Queensway & Victoria Rooms, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 10 June 2015 at 9:00 a.m. for the approval of the resolutions in relation to, inter alia, the granting of the Issue Mandate and the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 6. ACTION TO BE TAKEN BY SHAREHOLDERS

A form of proxy for use at the 2015 AGM is enclosed with this circular and such form of proxy is also published on the websites of SEHK ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.chinaxlx.com.hk](http://www.chinaxlx.com.hk)). Whether or not you are able to attend the 2015 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the letter or power of attorney under which it is signed or a certified copy of that letter or power of attorney, to 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 as soon as possible but in any event not less than 48 hours before the time fixed for holding the 2015 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2015 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this circular constitutes full and true disclosure of all material facts about the proposed granting of the Issue Mandate and the re-election of the retiring Directors. The Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this circular misleading.

Where information contained in this circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this circular in its proper form and contexts.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix – Details of the Retiring Directors Proposed to be Re-elected at the 2015 AGM to this circular.

Yours faithfully,  
By order of the Board  
**China XLX Fertiliser Ltd.**  
**Liu Xingxu**  
*Chairman & Chief Executive Officer*



*Set out below are details of the Directors who will retire and offer themselves for re-election at the 2015 AGM according to the Articles.*

**(1) MR. ZHANG QINGJIN**

**Position and Experience**

**Mr. Zhang Qingjin** (“**Mr. Zhang**”), aged 48, is principally in charge of overall administrative functions of the Group. Mr. Zhang was appointed as an executive Director on 27 March 2015. Mr. Zhang has been the executive deputy general manager of Henan XLX since July 2011, and was the deputy general manager of Henan XLX since November 2006. He has over 20 years of experience in the chemical fertiliser industry. He is currently the vice chairman of China Nitrogen Fertiliser Industry Association. Mr. Zhang joined Xinxiang Fertiliser Factory in July 1987 and held various positions, including unit head of equipment and facility department, unit head of production and technical unit, section head of equipment and facility upgrade and department head of technical upgrade in Xinxiang Fertiliser Factory. He was appointed as the manager of the technical centre of Henan Xinlianxin Chemicals Group Co., Ltd. from August 2003 to July 2006. Mr. Zhang was the manager of the technical centre of Henan XLX from July 2006 to November 2006. Mr. Zhang graduated from Zhengzhou Engineering College in July 1987 with a diploma in chemical equipment and obtained an EMBA degree from Tsinghua University in 2009.

Mr. Zhang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Mr. Zhang has entered into a director’s service contract with the Company for an initial term of three years commencing on 27 March 2015, unless terminated in accordance with the provisions of the service contract by either party giving to the other not less than six months’ prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles.

**Relationships**

According to a trust agreement dated 26 July 2006, Mr. Liu Xingxu (the Chairman of the Board and an executive Director) held 7% of equity interest in Pioneer Top Holdings Limited (a substantial Shareholder) in trust for Mr. Zhang. Save as disclosed above, Mr. Zhang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules), or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr. Zhang is entitled to receive a fixed annual salary of RMB720,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, and his duties and responsibilities within the Group. Mr. Zhang is also entitled to 30% of an annual incentive bonus for a sum based on the audited profit before tax of the Group for each financial year.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Zhang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules; and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

**(2) MR. LIAN JIE****Position and Experience**

**Mr. Lian Jie ("Mr. Lian")**, aged 40, has been appointed as a non-executive Director since 21 December 2011. Now he is a partner of Primavera Capital Group, a private equity fund which focuses on China. Mr. Lian currently is an independent non-executive director of Bona Film Group Limited (a company listed on NASDAQ Stock Market). Mr. Lian has also been appointed as an independent non-executive director of Bosideng International Holdings Limited (a company listed on the SEHK) since 10 July 2013. From 2009 to 2010, Mr. Lian served as a Managing Director of Hong Kong Investment Banking Division, China International Capital Corporation Limited, before which Mr. Lian held various positions in The Goldman Sachs Group, Inc., including as a Managing Director of Hong Kong Investment Banking Division during 2001 to 2009. Mr. Lian holds a Master of Business Administration degree of Tuck School of Business at Dartmouth College.

Save as disclosed above, Mr. Lian has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing appointment letter issued by the Company to Mr. Lian, his current term of office is three years. Mr. Lian is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

**Relationships**

Mr. Lian is a partner of Primavera Capital Group. Nitro Capital Limited (a substantial Shareholder) is wholly owned by Primavera Capital (Cayman) Fund I L.P., which in turn is within Primavera Capital Group. Save as disclosed above, Mr. Lian does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules), or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lian was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Currently Mr. Lian does not receive any director's fee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Lian to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules; and there are no other matters concerning Mr. Lian that need to be brought to the attention of the Shareholders.

**(3) MR. ONG KIAN GUAN****Position and Experience**

**Mr. Ong Kian Guan (“Mr. Ong KG”)**, aged 47, has been appointed as an independent non-executive Director since 11 May 2007. He is also the chairman of the Audit Committee and a member of both the Remuneration Committee and the Nomination Committee of the Company. He is a practising member and a fellow of the Institute of Singapore Chartered Accountants (formerly the “Institute of Certified Public Accountants of Singapore”), and also a partner of Baker Tilly TFW LLP. He has more than 20 years of professional experience in financial audits of multinational corporations and public listed companies from diverse industries. He is currently an independent director of the following companies listed on the SGX-ST: China Haida Ltd., Weiye Holdings Limited, Alliance Mineral Assets Limited (appointed on 20 June 2014) and Serrano Limited (appointed on 10 October 2014). He has resigned as an independent director of JES International Holdings Limited (a company listed on the SGX-ST) with effect from 30 April 2012 and Asia Fashion Holdings Limited (a company listed on the SGX-ST) with effect from 27 March 2014, and an independent non-executive director of China Animal Healthcare Ltd. (a company listed on the SEHK) with effect from 3 June 2014. Mr. Ong KG graduated from the Nanyang Technological University in Singapore with a bachelor of accountancy degree in May 1992.

Save as disclosed above, Mr. Ong KG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing appointment letter issued by the Company to Mr. Ong KG, his current term of office is three years. Mr. Ong KG is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles.

**Relationships**

As far as the Directors are aware, Mr. Ong KG does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Hong Kong Listing Rules), or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ong KG held beneficially 100,000 Shares, representing approximately 0.01% of the issued share capital of the Company.

Save as disclosed above, Mr. Ong KG was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr. Ong KG is entitled to receive an annual director's fee of S\$60,000. All the fees and expenses properly and reasonably incurred by him in discharging his duties to the Company shall be borne by the Company. For the year ended 31 December 2014, Mr. Ong KG received a director's fee of S\$60,000.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Ong KG to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules; and there are no other matters concerning Mr. Ong KG that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE 2015 AGM

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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)**

**(Hong Kong Stock Code: 1866)**

**NOTICE IS HEREBY GIVEN** that the Ninth Annual General Meeting (the “**Meeting**”) of China XLX Fertiliser Ltd. (the “**Company**”) will be held at Queensway & Victoria Rooms, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 10 June 2015 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 2014 and the auditors’ report thereon. (Resolution 1)
2. To declare a final dividend of RMB6 cents per ordinary share in respect of the financial year ended 31 December 2014. (Resolution 2)
3. To approve directors’ fees of S\$160,000 for the year ended 31 December 2014 to be divisible among the directors as they may agree. (Resolution 3)
4. To re-elect Mr. Zhang Qingjin, a director retiring under Article 88 of the Articles of Association of the Company, as an executive director of the Company. (Resolution 4)
5. To re-elect Mr. Lian Jie, a director retiring under Article 89 of the Articles of Association of the Company, as a non-executive director of the Company. (Resolution 5)
6. To re-elect Mr. Ong Kian Guan, 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)
7. To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the board of directors to fix the auditors’ remuneration. (Resolution 7)

*\* for identification purpose only*

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## NOTICE OF THE 2015 AGM

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### AS SPECIAL BUSINESS

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 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) allot, issue and deal with 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, bonds, 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) the approval in paragraph (A) shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures or other instruments convertible into Shares) which might require the shares in the capital of the Company 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); or (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into Shares of the Company; (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 of the Company; 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 of the Company in accordance with the Articles of Association of the Company (the “Articles”), shall not exceed 20% of the total number of issued Shares at the time of passing this resolution.

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## NOTICE OF THE 2015 AGM

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(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 Articles or any applicable laws of Singapore to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company 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 of the Company 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 the Hong Kong Special Administrative Region of the People’s Republic of China).”

(Resolution 8)

By Order of the Board

**Liu Xingxu**

*Chairman & Chief Executive Officer*

27 April 2015



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## NOTICE OF THE 2015 AGM

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*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 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 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. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Tuesday, 9 June 2015 to Wednesday, 10 June 2015 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be 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 Monday, 8 June 2015.
- 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 Thursday, 18 June 2015 to Friday, 19 June 2015 (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 must be 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 Wednesday, 17 June 2015.
- f. The dividend, if approved at the Meeting, will be paid to the shareholders whose names appear on the register of members of the Company on Friday, 19 June 2015 and will be paid on Friday, 10 July 2015.

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## NOTICE OF THE 2015 AGM

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### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting 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 processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (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.

*This Circular, in both English and Chinese versions, is available on the Company's website at [www.chinaxlx.com.hk](http://www.chinaxlx.com.hk).*

*Shareholders may at any time change their choice of language(s) (either English only or Chinese only or both languages) of the corporate communications of the Company (the "**Corporate Communications**").*

*Shareholders may send their request to change their choice of language(s) of Corporate Communications in writing to 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.*

*Shareholders who have chosen to receive the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.*