

# 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

### PROXY FORM

(Please see notes overleaf before completing this Form)

I/We<sup>1</sup>, \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a member/members of **CHINA XLX FERTILISER LTD.** (the “**Company**”), and the registered holder(s)

of \_\_\_\_\_ shares<sup>2</sup>

in the capital of the Company, hereby appoint **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**, or<sup>3&4</sup>:

Name	Address	Passport No./ Identification Card No.	Proportion of shareholdings to be represented by proxy	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	Passport No./ Identification Card No.	Proportion of shareholdings to be represented by proxy	
			No. of Shares	%

as my/our proxy/proxies to vote for me/us on my/our behalf at 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. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Annual General Meeting and at any adjournment thereof.

**Please indicate your vote “For” or “Against” with a tick [✓] within the box provided.**

No.	Ordinary Resolutions	For <sup>5</sup>	Against <sup>5</sup>
1.	To receive and adopt the directors’ report and audited financial statements of the Company for the year ended 31 December 2014 and the auditors’ report thereon.		
2.	To declare a final dividend of RMB6 cents per ordinary share in respect of the year ended 31 December 2014.		
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.		
4.	To re-elect Mr. Zhang Qingjin, a director retiring under Article 88 of the Company’s Articles of Association, as an executive director of the Company.		
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.		
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.		
7.	To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the board of directors to fix the auditors’ remuneration.		
8.	To grant the general mandate to the board of directors to allot, issue and deal with the Company’s shares pursuant to Section 161 of the Companies Act, Chapter 50 and the Hong Kong Listing Rules and by the aggregate number of shares and on the terms as set out in ordinary resolution no. 8 in the notice convening the Annual General Meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

<b>Total Number of Shares Held</b>

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal<sup>7</sup>

\* for identification purpose only

*Notes:*

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent the member.
4. If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. A member of the Company who is the holder of two or more shares shall be entitled to appoint more than one proxy to attend and vote on his/her/its behalf at the Annual General Meeting. Where a member appoints more than one proxy, the member shall specify the proportion of his/her/its shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT**.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
6. All resolutions will be put to vote by way of poll at the Annual General Meeting. Every member of the Company presents in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote needs not use all his/her votes or casts all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either 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.
8. To be valid, this form of proxy, together with the letter or power of attorney under which it is signed or a certified copy of that letter or power of attorney, 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 fixed for the Annual General Meeting or any adjournment thereof.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of members of the Company in respect of the joint holding.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of the Annual General Meeting dated 27 April 2015.