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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 2015 ANNUAL GENERAL MEETING

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)

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.
- (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

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.

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.

As at the date of this announcement, the executive directors of the Company are Mr. Liu Xingxu, Ms. Yan Yunhua and Mr. Zhang Qingjin; 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*