

Not for release, publication or distribution, in whole or in part, in or into any jurisdiction where to do so would constitute a violation of the relevant laws of that jurisdiction.

Hong Kong Exchanges and Clearing Limited, the SEHK and the SGX-ST take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement has been prepared pursuant to, and in order to comply with, the SGX-ST Listing Manual, the Singapore Takeover Code, the HK Listing Rules and the HK Takeover Code and does not constitute an offer to buy, or the solicitation of an offer to sell or subscribe for, any securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to buy, sell or subscribe for any securities.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale or purchase or subscription for securities of the Company in any jurisdiction in which such invitation, offer, sale, purchase or subscription would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver.



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

Singapore Stock Code: B9R

(“Company”)

** For identification purpose only*

VOLUNTARY DELISTING OF THE SHARES OF THE COMPANY FROM THE OFFICIAL LIST OF THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) PURSUANT TO RULES 1307 AND 1309 OF THE SGX-ST LISTING MANUAL – (1) DATE OF DELISTING; AND (2) DESPATCH OF SHARE CERTIFICATES AND TRADING OF SHARES ON THE SEHK

1. INTRODUCTION

The board of directors (the “**Board**”) of the Company refers to:

- (a) the offeree board circular dated 18 June 2014 issued by the Company in relation to the Exit Offer and the Delisting (the “**Circular**”); and

- (b) the announcement dated 23 July 2014 issued by the Company in relation to the last day of trading and suspension of trading in the Shares of the Company on the SGX-ST.

All capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Circular.

2. DATE OF DELISTING

The Company wishes to announce that the Shares of the Company will be delisted from the Official List of the Mainboard of the SGX-ST with effect from 9.00 a.m. on 12 August 2014.

3. DESPATCH OF SHARE CERTIFICATES AND TRADING OF SHARES ON THE SEHK

Depositors who did not accept the Exit Offer or tender valid acceptances in respect of the Exit Offer (the “**Non-Accepting Depositors**”) will have their Shares removed from CDP and automatically transferred, at the Company’s cost, from the Singapore Register to the HK Branch Register, and the Company will issue and mail by post to their mailing addresses as they appear in the Address Notification Form submitted to the Company or to their registered addresses as set out in the records of the Company and/or CDP, at their own risk, new share certificates in respect of their Shares registered on the HK Branch Register. The despatch of such new share certificates to the Non-Accepting Depositors is expected to take place on 25 August 2014. The Non-Accepting Depositors will thereafter be able to trade their Shares freely on the Main Board of the SEHK the next trading day after the date of despatch of the new share certificates upon setting up investor participant stock accounts in CCASS with the HKSCC or stock accounts with designated CCASS participants, through brokerage firms in Hong Kong or Singapore which offer such services, and depositing their Shares into CCASS for credit to their investor participant stock accounts or designated CCASS participant stock accounts thereafter.

Singapore Registered Shareholders who did not accept the Exit Offer or tender valid acceptances in respect of the Exit Offer (the “**Non-Accepting Shareholders**”) will have their Shares automatically transferred, at the Company’s cost, from the Singapore Register to the HK Branch Register, and the Company will issue and mail by post to their mailing addresses as they appear in the Address Notification Forms submitted to the Company or to their addresses as set out in the records of the Company, at their own risk, new share certificates in respect of their Shares registered on the HK Branch Register. The despatch of such new share certificates to the Non-Accepting Shareholders is expected to take place on 25 August 2014. The Non-Accepting Shareholders will thereafter be able to trade their Shares freely on the Main Board of the SEHK the next trading day after the date of despatch of the new share certificates upon setting up investor participant stock accounts in CCASS with the HKSCC or stock accounts with designated CCASS participants, through brokerage firms in Hong Kong or Singapore which offer such services, and depositing their Shares into CCASS for credit to their investor participant stock accounts or designated CCASS participant stock accounts thereafter.

In respect of HK Branch Registered Shareholders and Shareholders who hold their Shares through a nominee arrangement in CCASS who did not accept the Exit Offer or tender valid acceptances in respect of the Exit Offer, nothing will change and they will continue as Shareholders as they did prior to the Delisting for as long as they hold Shares in the Company.

By Order of the Board of
CHINA XLX FERTILISER LTD.
Yan Yunhua
Director

Singapore, 7 August 2014

As at the date of this 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.