

CHINA XLX FERTILISER LTD.

(Incorporated in Singapore on 17 July 2006)
(Company Registration No. 200610384G)
(Singapore Stock Code: B9R)
(Hong Kong Stock Code: 1866)

PROXY FORM

(please see notes overleaf before completing this Form)

IMPORTANT:

1. For investors who have used their CPF monies to buy China XLX Fertiliser Ltd.'s shares, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
2. This Proxy Form is not valid for use by Singapore CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. Singapore CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf

*I/We _____

of _____

being a member/members of China XLX Fertiliser Ltd. (the "**Company**"), hereby appoint:

Name	NRIC/ Passport/ HKID Card/ Business Registration Number	Proportion of Shareholdings	
Address		No. of Shares	%

and/or (delete as appropriate)

Name	NRIC/ Passport/ HKID Card/ Business Registration Number	Proportion of Shareholdings	
Address		No. of Shares	%

or failing him/her/them*, the Chairman of the Extraordinary General Meeting as my/our proxy/proxies, to attend and vote for *me/us on *my/our behalf at the Extraordinary General Meeting to be held at Amara Sanctuary Resort Sentosa, 1 Larkhill Road Sentosa, Singapore 099394 on 21 July 2014 at 11:00 a.m. (Hong Kong and Singapore time) *I/We direct *my/our *proxy/proxies to vote for the Resolution proposed at the Extraordinary General Meeting as indicated below. If no specific direction is given or in the event of any other matter arising at the Extraordinary General Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

Please indicate your vote "For" or "Against" with a tick "✓" within the box provided.

No.	Resolution	For	Against
1	To approve the voluntary delisting of the Company from the Official List of the Mainboard of the SGX-ST pursuant to Rules 1307 and 1309 of the SGX-ST Listing Manual		

Dated this _____ day of _____ 2014

Total Number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of members	

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder(s)

* Delete as appropriate

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes to Proxy Form:

1. Please insert your full name(s) and address(es) in **BLOCK CAPITALS**
2. Please insert the total number of shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
3. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
4. Where a member of the Company appoints more than one proxy, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
5. The instrument appointing a proxy or proxies, together with the power of attorney, or other authority (if any) under which is signed, or notarially certified copy thereof, must be deposited at the Company's registered office, or the office of the Company's Principal Share Register in Singapore, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-22, Singapore 068898, or at the office of the Hong Kong Branch share Registrar, Tricor investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than forty-eight (48) hours before the time for holding the EGM (or at any adjournment thereof).
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
8. Please note that if you would like to vote for a resolution, please put a ✓. in the "For" column. If you would like to vote against a resolution, please put a ✓ in the "Against" column. If you would like to vote in respect of some of the shares represented by the proxy(proxies) appointed, please insert the number of shares instead of a ✓. If no ✓ or a number of shares is put in any column, the proxy/proxies is/are authorized to vote at his/her/their discretion.
9. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.