



# 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)

(Singapore Stock Code: B9R)

## POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 24 APRIL 2014

The Board is pleased to announce that all the resolutions proposed at the AGM held on 24 April 2014 were duly passed.

The board of directors (the “**Board**”) of China XLX Fertiliser Ltd. (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company held on 24 April 2014 (the “**AGM**”) as follows:

| Ordinary Resolutions |                                                                                                                                                                       | Number of Votes (%) <sup>(Note (a))</sup> |                        |
|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|------------------------|
|                      |                                                                                                                                                                       | For                                       | Against                |
| 1.                   | To receive and adopt the directors’ report and audited financial statements of the Company for the year ended 31 December 2013 and the auditor’s report thereon.      | 708,446,688<br>(100.00%)                  | 0<br>(0.00%)           |
| 2.                   | To declare a final dividend of RMB0.060 per ordinary share in respect of the year ended 31 December 2013.                                                             | 708,470,688<br>(100.00%)                  | 0<br>(0.00%)           |
| 3.                   | To approve directors’ fees of S\$160,000 for the year ended 31 December 2013 to be divisible among the directors as they may agree.                                   | 708,431,688<br>(99.999%)                  | 5,000<br>(negligible)  |
| 4.                   | To re-elect Ms. Yan Yunhua, a director retiring under Article 89 of the Company’s Articles of Association, as an executive director of the Company.                   | 708,460,688<br>(99.999%)                  | 10,000<br>(negligible) |
| 5.                   | To re-elect Mr. Li Buwen, a director retiring under Article 89 of the Company’s Articles of Association, as an executive director of the Company.                     | 706,995,688<br>(99.80%)                   | 1,451,000<br>(0.20%)   |
| 6.                   | To re-elect Mr. Li Shengxiao, a director retiring under Article 89 of the Company’s Articles of Association, as an independent non-executive director of the Company. | 707,024,688<br>(99.80%)                   | 1,446,000<br>(0.20%)   |

| Ordinary Resolutions |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Number of Votes (%) <sup>(Note (a))</sup> |                      |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------|
|                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | For                                       | Against              |
| 7.                   | To re-appoint Ernst & Young LLP as auditor of the Company and to authorise the Board to fix their remuneration.                                                                                                                                                                                                                                                                                                                                                                                  | 708,364,688<br>(99.99%)                   | 106,000<br>(0.01%)   |
| 8.                   | To grant the general mandate to the Board to allot, issue and deal with the Company's shares pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore, the Listing Manual of the Singapore Exchange Securities Trading Limited and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the " <b>Hong Kong Listing Rules</b> ") and by an amount and on the terms as set out in ordinary resolution number 8 in the notice convening the AGM. | 703,300,688<br>(99.27%)                   | 5,170,000<br>(0.73%) |

*Notes:*

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 8, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 1,000,000,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,000,000,000 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules: Nil.
- (f) The total number of shares of the Company that are required under the Hong Kong Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated 21 March 2014 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's Principal Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board  
**Liu Xingxu**  
*Chairman & Chief Executive Officer*

24 April 2014

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