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PIONEER TOP HOLDINGS LIMITED

*(Incorporated in the British Virgin Islands)
(Company Registration No. 1029581)
("Offeror")*



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 purposes only*

JOINT ANNOUNCEMENT

CASH EXIT OFFER BY CITIC SECURITIES CORPORATE FINANCE (HK) LIMITED AND CLSA SINGAPORE PTE LTD FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY OTHER THAN (I) THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR CONCERT GROUP (AS DEFINED IN THE EXIT OFFER LETTER); (II) THE UNDERTAKING SHARES (AS DEFINED IN THE EXIT OFFER LETTER) AND (III) THE UNDERTAKING BONDS (AS DEFINED IN THE EXIT OFFER LETTER) IN CONNECTION WITH

THE VOLUNTARY DELISTING OF THE SHARES OF THE COMPANY FROM THE OFFICIAL LIST OF THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED, IN RELATION TO:

- (1) THE EXIT OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS;**
- (2) LEVEL OF ACCEPTANCES OF THE EXIT OFFER;**
- (3) FINAL CLOSING DATE; AND**
- (4) RESUMPTION OF TRADING**

Joint Financial Advisers to the Offeror



**CITIC SECURITIES CORPORATE
FINANCE (HK) LIMITED**

*(Incorporated in the Hong Kong Special Administrative
Region of the People's Republic of China)*



A CITIC Securities Company

CLSA SINGAPORE PTE LTD

(Incorporated in Singapore)

Independent Financial Adviser to the Independent Board Committee of the Company



ING Bank N.V.

EXIT OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

At the EGM of the Company held on 21 July 2014, the Delisting Resolution was duly passed by way of poll in accordance with the requirements of Rule 1307 of the SGX-ST Listing Manual. As the Delisting Resolution was duly passed, the Offeror wishes to announce that the Condition in respect of the Exit Offer and the Delisting has been satisfied and that the Exit Offer has become and is hereby declared unconditional in all respects on 21 July 2014.

LEVEL OF ACCEPTANCES OF THE EXIT OFFER

As at 5.30 p.m. (Hong Kong and Singapore time) on 21 July 2014, the Offeror has received, pursuant to the Exit Offer, valid acceptances in respect of 14,873,087 Offer Shares, representing approximately 1.49% of the total issued share capital and voting rights of the Company¹.

¹ In this announcement, references to “total issued share capital and voting rights of the Company” are based on 1,000,000,000 Shares as at the date of this announcement.

Accordingly, as at 5.30 p.m. (Hong Kong and Singapore time) on 21 July 2014, including valid acceptances of the Exit Offer, the Offeror and its concert parties owned, controlled, had direction over or have agreed to acquire an aggregate of 664,301,087 Shares, representing approximately 66.43% of the total issued share capital and voting rights of the Company.

FINAL CLOSING DATE

The Offeror hereby announces that the Exit Offer will remain open for acceptance until 4.00 p.m. (Hong Kong and Singapore time) on 4 August 2014, which is also the final closing date of the Exit Offer (the “**Final Closing Date**”). Acceptances of the Exit Offer received after 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date will be rejected.

RESUMPTION OF TRADING

At the request of the Company, the trading of the Shares on the SGX-ST and the SEHK has been halted with effect from 8.30 a.m. (SGX-ST) and 9.00 a.m. (SEHK) on 21 July 2014, pending the results of the EGM and issue of this announcement. Applications will be made to the SGX-ST and the SEHK for resumption of trading in the Shares with effect from 8.30 a.m. on 22 July 2014 (SGX-ST) and 9.00 a.m. on 22 July 2014 (SEHK).

1. INTRODUCTION

Reference is made to:

- (a) the joint announcement dated 31 March 2014 by Pioneer Top Holdings Limited (the “**Offeror**”) and China XLX Fertiliser Ltd. (the “**Company**”) in relation to the voluntary delisting of the Company (the “**Delisting**”) from the Official List of the Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the cash exit offer by CITIC Securities Corporate Finance (HK) Limited and CLSA Singapore Pte Ltd (collectively, the “**Joint Financial Advisers**”) for and on behalf of the Offeror to acquire all the issued ordinary shares in the capital of the Company (other than (i) those already owned, controlled or agreed to be acquired by the Offeror Concert Group, (ii) the Undertaking Shares and (iii) the Undertaking Bonds) (the “**Exit Offer**”);
- (b) the joint announcement dated 16 April 2014 by the Offeror and the Company in relation to an application made to The Securities and Futures Commission of Hong Kong (“**SFC**”) for an extension of time for the despatch of the Exit Offer Letter and the Circular from 21 April 2014 to 18 June 2014, in connection with the Exit Offer and the Delisting;
- (c) the announcement dated 3 June 2014 issued by the Company in relation to the receipt of the letter from the SGX-ST stating that it has no objection to the Delisting;

- (d) the exit offer letter dated 18 June 2014 issued by the Joint Financial Advisers for and on behalf of the Offeror in relation to the Exit Offer and the Delisting (the “**Exit Offer Letter**”);
- (e) the offeree board circular dated 18 June 2014 issued by the Company in relation to the Exit Offer and the Delisting (the “**Circular**”);
- (f) the announcement dated 18 June 2014 jointly issued by the Offeror and the Company in relation to despatch of the Exit Offer Letter and the Circular to shareholders of the Company (“**Shareholders**”); and
- (g) the announcement dated 21 July 2014 issued by the Company in relation to the polling results of the EGM held on 21 July 2014 in respect of the Delisting Resolution.

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

2. EXIT OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

At the EGM of the Company held today, the Delisting Resolution was duly passed by way of poll in accordance with the requirements of Rule 1307 of the SGX-ST Listing Manual.

Accordingly, the Offeror is pleased to announce that the Condition in respect of the Exit Offer and the Delisting has been satisfied and that the Exit Offer has become and is hereby declared unconditional in all respects on 21 July 2014.

Shareholders should note that voting in favour of the Delisting Resolution at the EGM does not constitute an acceptance of the Exit Offer. Shareholders who wish to accept the Exit Offer should refer to the acceptance procedures set out in Appendix 2 and Appendix 3 to the Exit Offer Letter and paragraph 6 of this announcement below.

3. LEVEL OF ACCEPTANCES OF THE EXIT OFFER AND AGGREGATE HOLDINGS

In accordance with Rule 28.1 of the Singapore Takeover Code and Rule 19.1 of the HK Takeover Code, the Offeror announces that:

3.1 Acceptances of the Exit Offer

Based on information provided to the Offeror, as at 5.30 p.m. (Hong Kong and Singapore time) on 21 July 2014, the Offeror has received, pursuant to the Exit Offer, valid acceptances in respect of 14,873,087 Offer Shares, representing approximately 1.49% of the total issued share capital and voting rights of the Company.

3.2 Company Securities held before the Offer Period

As at 11 December 2013 (being the Possible Offer Announcement Date) and based on responses received pursuant to enquiries that the Offeror has made as at 21 July 2014, the Offeror Concert Group owned, controlled or had direction over an aggregate of 649,428,000 Shares representing approximately 64.94% of the total issued share capital and voting rights of the Company. Save as disclosed herein, the Offeror and its concert parties did not own, control or have direction over any other Company Securities or rights over Shares as at the Possible Offer Announcement Date.

3.3 Company Securities acquired or agreed to be acquired during the Offer Period

From the Possible Offer Announcement Date and up to 5.30 p.m. (Hong Kong and Singapore time) on 21 July 2014, save for the acceptances tendered pursuant to the Exit Offer stated in paragraph 3.1 above, neither the Offeror nor any of its concert parties (based on information available to the Offeror as at 5.30 p.m. (Hong Kong and Singapore time) on 21 July 2014) has acquired or agreed to acquire any additional Company Securities or rights over Shares. Further, neither the Offeror nor any of its concert parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the HK Takeover Code) of the Company during the Offer Period.

3.4 Aggregate Holdings

Accordingly, as at 5.30 p.m. (Hong Kong and Singapore time) on 21 July 2014, including valid acceptances of the Exit Offer, the Offeror and its concert parties owned, controlled, had direction over or have agreed to acquire an aggregate of 664,301,087 Shares, representing approximately 66.43% of the total issued share capital and voting rights of the Company.

4. FINAL CLOSING DATE OF THE EXIT OFFER

Pursuant to Rule 15.3 of the HK Takeover Code, the Exit Offer will remain open for acceptance for a period of not less than 14 days after the Exit Offer becomes unconditional in all respects, such period ending on 4 August 2014, being the Final Closing Date. As stated in the Exit Offer Letter, the Offeror does not intend to extend the Exit Offer beyond 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date and has given notice pursuant to Rule 15.1 of the HK Takeover Code and Rule 22.6 of the Singapore Takeover Code that the Exit Offer will not be open for acceptances beyond 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date. Accordingly, acceptances of the Exit Offer received after 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date will be rejected.

5. IMPORTANT DATES

Shareholders should take note of the following key dates and events in relation to the Delisting:

Last date of trading of Shares on the SGX-ST	: 25 July 2014
Final closing time and date of the Exit Offer	: 4.00 p.m. (Hong Kong and Singapore time) on 4 August 2014
Expected date of delisting of Shares from the Official List of the Mainboard of the SGX-ST	: 12 August 2014
Expected date of despatch of share certificates to Depositors and Singapore Registered Shareholders who continue to hold Shares subsequent to the Delisting	: 25 August 2014

6. EXIT OFFER REMAINS OPEN FOR ACCEPTANCES

Shareholders who wish to accept the Exit Offer but have not done so should complete, sign and deliver the relevant Acceptance Forms and all other relevant documents as soon as possible so as to reach the Offeror c/o The Central Depository (Pte) Limited (“**CDP**”) (in the case of Depositors), Tricor Barbinder Share Registration Services (in the case of Singapore Registered Shareholders) or Tricor Investor Services Limited (in the case of HK Branch Registered Shareholders) not later than 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date. All Acceptance Forms and other relevant documents received after 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date will be rejected. Further details on the procedures for acceptance and settlement of the Exit Offer are set out in Appendix 2 and Appendix 3 to the Exit Offer Letter and in the relevant Acceptance Forms.

If Shareholders are in any doubt about the Exit Offer and/or the course of action that they should take, they should consult their stockbroker, a licensed securities dealer, registered dealer in securities or registered institution in securities, a bank manager, solicitor, accountant or other professional adviser.

Shareholders who have not received or who have misplaced the Exit Offer Letter, the Circular and/or the relevant Acceptance Forms should contact CDP (in the case of Depositors), Tricor Barbinder Share Registration Services (in the case of Singapore Registered Shareholders) or Tricor Investor Services Limited (in the case of HK Branch Registered Shareholders), without delay at the following respective addresses:

The Central Depository (Pte) Limited : 9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588
Tel: (65) 6535 7511

Tricor Barbinder Share Registration Services : 80 Robinson Road
#02-00
Singapore 068898
Tel: (65) 6236 3550
(65) 6236 3555

Tricor Investor Services Limited : Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong
Tel: (852) 2980 1333

Depositors may obtain copies of the SG FAA from CDP during normal business hours and up to 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date upon production of satisfactory evidence that they are Shareholders.

Singapore Registered Shareholders may obtain copies of the SG FAT from Tricor Barbinder Share Registration Services during normal business hours and up to 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date upon production of satisfactory evidence that they are Shareholders.

HK Branch Registered Shareholders may obtain copies of the HK FAT from Tricor Investor Services Limited during normal business hours and up to 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date upon production of satisfactory evidence that they are Shareholders.

Electronic copies of the Exit Offer Letter and the Circular are also available on the websites of the SGX-ST at <http://www.sgx.com>, the SFC at <http://www.sfc.hk>, the SEHK at <http://www.hkex.com.hk> and the Company at <http://www.chinaxlx.com.hk>.

7. SETTLEMENT OF THE EXIT OFFER

7.1 Acceptances on or before the Exit Offer has been declared unconditional in all respects

Shareholders who have validly accepted the Exit Offer (which acceptances have been received by or on behalf of the Offeror) on or before 21 July 2014 will be paid the Exit Offer Price² in respect of the Offer Shares tendered in acceptance of the Exit Offer, within the earlier of seven (7) Business Days and ten (10) calendar days from 21 July 2014.

7.2 Acceptances after the Exit Offer has been declared unconditional in all respects

Shareholders who validly accept the Exit Offer (which acceptances are received by or on behalf of the Offeror) after 21 July 2014 but before 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date will be paid the Exit Offer Price² in respect of the Offer Shares tendered in acceptance of the Exit Offer, within the earlier of seven (7) Business Days and ten (10) calendar days of the date of such receipt.

8. RESUMPTION OF TRADING

At the request of the Company, the trading of the Shares on the SGX-ST and the SEHK has been halted with effect from 8.30 a.m. (SGX-ST) and 9.00 a.m. (SEHK) on 21 July 2014, pending the issue of this announcement. Applications will be made to the SGX-ST and the SEHK for resumption of trading in the Shares with effect from 8.30 a.m. on 22 July 2014 (SGX-ST) and 9.00 a.m. on 22 July 2014 (SEHK).

² The actual amount of the Exit Offer Price payable in respect of each Offer Share will be reduced by the amount per Share of the 2013 Final Dividend, as described in Section 2.2 of the Exit Offer Letter.

9. RESPONSIBILITY STATEMENTS

9.1 Pursuant to the HK Takeover Code:

Mr. Liu Xingxu, being the sole director of the Offeror, accepts full responsibility for the accuracy of information contained in this announcement (other than information relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement (other than information relating to the Offeror Concert Group or other information which is extracted from the Exit Offer Letter which all the Directors jointly and severally take responsibility for the correctness and fairness of its reproduction or presentation) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

9.2 Pursuant to the Singapore Takeover Code:

Mr. Liu Xingxu, being the sole director of the Offeror has taken all reasonable care to ensure that the facts stated and the opinions expressed in this announcement (other than those relating to the Group) are fair and accurate and that no material facts have been omitted from this announcement, and he accepts responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Group, the Undertaking Persons and the Joint Financial Advisers) or obtained from the Group, the Undertaking Persons or the Joint Financial Advisers), the sole responsibility of Mr. Liu Xingxu has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

The Directors (including any Director who may have delegated detailed supervision of the preparation of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement (other than information relating to the Offeror Concert Group which all the Directors jointly and severally take responsibility for the correctness and fairness of its reproduction or presentation) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Delisting, the Exit Offer, and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source (including, without limitation, information in relation to the Offeror Concert Group, the Undertaking Persons and the Joint Financial Advisers), the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By Order of the board of the Offeror
PIONEER TOP HOLDINGS LIMITED

Liu Xingxu
Sole Director

By Order of the Board of
CHINA XLX FERTILISER LTD.

Yan Yunhua
Director

Singapore, 21 July 2014

As at the date of this announcement, the sole director of the Offeror is Mr. Liu Xingxu.

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.

Important Notice:

This announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable laws and regulations. The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions.