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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)
(Singapore Stock Code: B9R)
(Hong Kong Stock Code: 1866)

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the shareholders (“**Shareholders**”) of China XLX Fertiliser Ltd. (“**Company**”) will 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) for the purpose of considering and, if thought fit, proposing and passing, with or without amendments, the following resolution, in accordance with the requirements of Rule 1307 of the SGX-ST Listing Manual:

RESOLUTION

APPROVAL FOR THE VOLUNTARY DELISTING OF THE COMPANY

THAT:

- (i) the voluntary delisting of the Company from the Official List of the Mainboard of the SGX-ST under Rules 1307 and 1309 of the listing manual of the SGX-ST (“**Delisting**”

Proposal”), pursuant to which CITIC Securities Corporate Finance (HK) Limited and CLSA Singapore Pte Ltd, will make the Exit Offer (as defined in the circular dated 18 June 2014 (“**Circular**”)), for and on behalf of Pioneer Top Holdings Limited, to shareholders of the Company on the terms and conditions set out in the Circular, be and is hereby approved; and

- (ii) the directors of the Company and each of them be and are hereby authorised and empowered to complete and to do all such acts and things as they may consider necessary or expedient to give effect to the Delisting and/or this Resolution, with such modification thereto (if any) as they shall deem fit in the interests of the Company.

By Order of the Board of
CHINA XLX FERTILISER LTD.

Liu Xingxu

Chairman, Chief Executive Officer and executive Director

18 June 2014
Singapore

Notes:

- (1) A member of the Company entitled to vote at the above EGM may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company. 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.
- (2) The instrument appointing a proxy shall, in the case of an individual, be signed by the appointer or his attorney, and in the case of a corporation shall be either under the common seal or signed by its attorney or an officer on behalf of the corporation.
- (3) The instrument appointing the proxy must be lodged at the Company’s registered office, or the office of the Principal Share Registrar in Singapore, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898 (for Singapore shareholders), or 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 (for Hong Kong shareholders), not less than forty-eight (48) hours before the time for holding the EGM.

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 non-executive director of the Company is Mr. Lian Jie; and the independent non-executive directors of the Company are Mr. Ong Kian Guan, Mr. Li Shengxiao and Mr. Ong Wei Jin.