

CHINA XLX FERTILISER LTD.

(Incorporated in Singapore on 17 July 2006)
(Company Registration No. 200610384G)

IMPORTANT

1. This proxy form is for use by Attendance of Shareholders registered under the Hong Kong Branch Share Register

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We¹, _____
(Name)

of _____
(Address)

being a member/members of CHINA XLX FERTILISER LTD (the “Company”), and the registered holder(s) of _____ shares² in the capital of the Company, hereby appoint THE CHAIRMAN OF THE ANNUAL GENERAL MEETING, or³:

Name	Address	Proportion of Shareholdings to be represented by proxy (%)

and/or [delete as appropriate]

Name	Address	Proportion of Shareholdings to be represented by proxy (%)

as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Vanda 6 Room, Level 6, Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 27 April 2010 at 9.30 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Annual General Meeting and at any adjournment thereof.

Please indicate your vote “For” or “Against” with a tick [✓] within the box provided.

No.	Ordinary Resolution	For ⁴	Against ⁴
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2009 and the Reports of the Directors and Auditors thereon.		
2.	To declare a final dividend of S\$0.006 per share in respect of the financial year ended 31 December 2009.		
3.	To approve the Directors’ fee of S\$140,000 for the financial year ended 31 December 2009.		
4.	To re-elect Mr. Liu Xingxu, a Director of the Company, pursuant to Article 89 of the Company’s Articles of Association.		
5.	To re-elect Mr. Ong Kian Guan, a Director of the Company, pursuant to Article 89 of the Company’s Articles of Association.		
6.	To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.		
7.	To authorize Directors to issue shares pursuant to Section 161 of the Companies Act, Chapter 50.		
8.	Authority for directors to issue shares at a discount.		

Dated this _____ day of _____ 2010.

Signature(s) of Member(s)/Common Seal⁵

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “THE CHAIRMAN OF THE ANNUAL GENERAL MEETING” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. A member shall be entitled to appoint more than one proxy to attend and vote at the Annual General Meeting. A proxy need not be a member of the Company. Where a Member appoints more than one proxy, the Member shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
4. 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(proxyes) 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.
5. This proxy form, in the case of an individual Member, shall be signed by the Member or his attorney duly authorized in writing or in the case of a Member which is a corporation, shall be either given under its common seal or signed on its behalf by an attorney duly authorized in writing or a duly authorized officer of the corporation. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
6. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26/F Tesbury Centre 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for the holding of the Annual General Meeting (or at any adjournment thereof).
7. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.