

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



CHINA XLX FERTILISER LTD.

中國心連心化肥有限公司*

(Incorporated in the Republic of Singapore)

(Company Registration No. 200610384G)

Singapore Stock Code: B9R.SI

Hong Kong Stock Code: 01866

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting (the “**Meeting**”) of China XLX Fertiliser Ltd. (the “**Company**”) will be held at Vanda 6 Room, Level 6 Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Tuesday, 27 April 2010 at 9.30 a.m., to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the directors’ report and audited financial statements for the year ended 31 December 2009 and the auditors’ report thereon. (Resolution 1)
2. To declare a final dividend of S\$0.006 per ordinary share in respect of the financial year ended 31 December 2009. (Resolution 2)
3. To approve directors’ fees of S\$140,000 for the year ended 31 December 2009. (Resolution 3)
4. To re-elect Mr Liu Xingxu, a director retiring under Article 89 of the Articles of Association of the Company, as an executive director of the Company. (Resolution 4)
5. To re-elect Mr Ong Kian Guan, a director retiring under Article 89 of the Articles of Association of the Company. (Resolution 5)

*Mr Ong Kian Guan will, upon re-election as director of the Company, remain as the chairman of the audit committee and lead independent non-executive director. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and Rule 3.13 of Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**SEHK**”). He is also a member of the remuneration committee.*

6. To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the board of directors to fix their remuneration. (Resolution 6)

* for identification purpose only

AS SPECIAL BUSINESS

Authority to allot and issue shares

7. To consider, and if thought fit, to pass the following Ordinary Resolution (with or without amendments):—

(a) “That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”), and the Listing Manual and the Listing Rules, approval be and is hereby given to the directors of the Company generally and unconditionally at any time to such persons and upon such terms and for such purposes as the directors may in their absolute discretion deem fit, to:

(i) allot, issue and deal with the ordinary shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares (collectively, “**Instruments**”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares;

(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

(b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors while the authority was in force,

provided always that

(i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares), of which the aggregate number of Shares and convertible securities (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued Shares (excluding treasury shares), and for the purpose of this resolution, the total number of issued Shares (excluding treasury shares) shall be the Company’s total number of issued Shares (excluding treasury shares) at the time this resolution is passed, after adjusting for;

(a) new shares arising from the conversion or exercise of convertible securities, or

- (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares,
- (ii) the 50% limit in sub-paragraph (i) above may be increased to 100% for issues of shares and/or Instruments by way of a renounceable rights issue where shareholders of the Company are entitled to participate in the same on a pro-rata basis at any time up to 31 December 2010; and
 - (iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.” (Resolution 7)
[See Explanatory Note 1]

Authority to issue shares at a discount

8. To consider, and if thought fit, to pass the following Ordinary Resolution (with or without amendments):

“That subject to and conditional upon the passing of Resolution 7 above, approval be and is hereby given to the directors of the Company at any time up to 31 December 2010 to issue shares (other than on a pro-rata basis to shareholders of the Company) at an issue price for each share which shall be determined by the directors of the Company in their absolute discretion provided that such price shall not represent a discount of more than 20% to the weighted average price of a share for trades done on the SGX-ST (as determined in accordance with the requirements of SGX-ST).” (Resolution 8)

[See Explanatory Note 2]

ANY OTHER BUSINESS

9. To transact any other business that may be transacted at the Meeting.

By Order of the Board
Ms Foo Soon Soo
Mr Jeremy Cheah Soon Ann
Joint Company Secretaries
Singapore, 23 March 2010

Explanatory Notes on Special Business to be transacted:

- 1 (a) The Ordinary Resolution 7 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to a number not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares at the time the resolution is passed.
 - (b) The increased limit of up to 100% for renounceable rights issue will be effective up to 31 December 2010 pursuant to SGX-ST's notification dated 19 February 2009 and the increased limit is subject to the conditions that the issuer makes periodic announcements on the use of the proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in the annual report.
2. In the Ordinary Resolution 8, the increase in the discount limit of up to 20% for the issue of shares on a non-pro rata issue basis is effective up to 31 December 2010 pursuant to SGX-ST's notification dated 19 February 2009.

IMPORTANT: Notwithstanding the passing of the Ordinary Resolutions 7 and 8, the Company shall from time to time comply with the relevant requirements under the Hong Kong Listing Rules in relation to issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.

Notes:

1. A member entitled to attend and vote at the Meeting 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.
2. The proxy form must be lodged at the Registered Office of the Company at 333, North Bridge Road, #08-00 KH KEA Building, Singapore 188721 (for Singapore Shareholders), or at the office of the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders), not less than 48 hours before the Meeting.
3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorized officer or attorney.
4. A depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act) of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorized officer or attorney and lodge the same at the office of the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd. at 333, North Bridge Road, #08-00 KH KEA Building, Singapore 188721 not later than 48 hours before the time appointed for the Meeting.

Notice of Books Closure Date and Dividend Payment Date

NOTICE IS HEREBY GIVEN that the Singapore Principle Share Transfer Books and Singapore Register of Members of the Company in Singapore will be closed from 11 May 2010 after 5.00 p.m. to 12 May 2010 for the purpose of determining the Members' entitlements to the dividends to be proposed at the Meeting of the Company to be held on 27 April 2010. Duly completed transfers in respect of shares in the Company received up to close of the business at 5.00 p.m. on 11 May 2010 by the Company's Singapore Principal Registrar, KCK CorpServe Pte. Ltd., 333 North Bridge Road KH KEA Building #08-00, Singapore 188721 will be registered to determine Members' entitlements to such dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 11 May 2010 will be entitled to such proposed dividend.

The Hong Kong Branch Share Register will be closed on 12 May 2010 for the purpose of determining the Members' entitlement to the dividends to be proposed at the Meeting. In order to qualify for the proposed final dividend for Hong Kong Shareholders, all transfers, accompanied by the relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 11 May 2010.

The dividend, if approved at the Meeting, will be paid on 27 May 2010.

By Order of the Board
Ms Foo Soon Soo
Mr Jeremy Cheah Soon Ann
Joint Company Secretaries
Singapore, 23 March 2010

As at the date of announcement, the executive directors of the Company are Mr. Liu Xingxu, Ms. Yan Yunhua and Mr. Li Buwen; and the independent non-executive directors are Mr. Ong Kian Guan, Mr. Li Shengxiao and Mr. Ong Wei Jin.