

CHINA XLX FERTILISER LTD.
 (Incorporated in Singapore on 17 July 2006)
 (Company Registration No. 200610384G)

IMPORTANT:

1. For Singapore investors who have used their CPF monies to buy China XLX Fertiliser Ltd.'s shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by Singapore CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. Singapore CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

PROXY FORM
(Please see notes overleaf before completing this Form)

I/We _____
 of _____

being a member/members of China XLX Fertiliser Ltd. (the "Company"), hereby appoint:

Name	NRIC/Passport/HKID Card/ Business Registration Number	Proportion of Shareholdings	
Address		No. of Shares	%

and/or (delete as appropriate)

Name	NRIC/Passport/HKID Card/ Business Registration Number	Proportion of Shareholdings	
Address		No. of Shares	%

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "EGM") 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 10.30 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for the Ordinary Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Ordinary Resolution	For	Against
1	To (a) approve the proposed renewal of the Share Buy-Back Mandate and (b) authorise any Director to do such acts and things to give effect to the mandate		

Dated this _____ day of _____ 2010.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

*Signature of Shareholder(s) or,
 Common Seal of Corporate Shareholder*

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Please insert your full name(s) and address(es) in BLOCK CAPITALS.
2. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
3. A member of the Company entitled to attend and vote at a meeting of the Company 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.
4. 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.
5. The instrument appointing a proxy or proxies, together with the power of attorney, or other authority (if any) under which is signed, or notorially certified copy thereof, must be deposited at the Share Registrar's office of the Company at KCK CorpServe Pte. Ltd., 333 North Bridge Road, #08-00 KH KEA Building Singapore 188721 (for Singapore shareholders) or Tricor Investor Services Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong (for Hong Kong shareholders) not less than 48 hours before the time appointed for the EGM (or at any adjournment thereof).
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
8. 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.
9. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.