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CHINA XLX FERTILISER LTD.

中國心連心化肥有限公司*

(Incorporated in Singapore with limited liability)

(Hong Kong Stock Code: 1866)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING HELD ON 24 MAY 2019**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 24 May 2019 were duly passed.

The board of directors (the “**Board**”) of China XLX Fertiliser Ltd. (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 24 May 2019 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
1.	To receive and adopt the audited financial statements of the Company and the directors’ statement and auditor’s report for the year ended 31 December 2018.	769,944,588 (100.00%)	0 (0.00%)
2.	To declare a final dividend of RMB10 cents per ordinary share of the Company for the year ended 31 December 2018.	769,983,588 (100.00%)	0 (0.00%)
3.	To approve directors’ fees of S\$210,000 for the year ended 31 December 2018 to be divisible among the directors of the Company as they may agree.	769,983,588 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Liu Xingxu, a director retiring under Article 89 of the Constitution of the Company, as an executive director of the Company.	768,853,582 (99.85%)	1,130,006 (0.15%)
5.	To re-elect Mr. Zheng Jiaqi, a director retiring under Article 88 of the Constitution of the Company, as a non-executive director of the Company.	761,744,282 (98.93%)	8,239,306 (1.07%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
6.	To re-elect Mr. Ong Kian Guan, a director retiring under Article 89 of the Constitution of the Company, as an independent non-executive director of the Company.	763,907,189 (99.21%)	6,076,399 (0.79%)
7.	To re-elect Mr. Li Hongxing, a director retiring under Article 88 of the Constitution of the Company, as an independent non-executive director of the Company.	766,666,190 (99.57%)	3,317,398 (0.43%)
8.	To re-appoint Ernst & Young LLP as auditor of the Company and to authorise the board of directors to fix the auditor's remuneration.	769,983,588 (100.00%)	0 (0.00%)
9.	To grant the general and unconditional mandate to the directors of the Company to repurchase the Company's shares pursuant to Section 76E of the Companies Act (Chapter 50) of Singapore (the " Companies Act ") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the " Hong Kong Listing Rules "), on the terms as set out in ordinary resolution no. 9 in the notice convening the AGM (the " Buyback Mandate ").	356,365,589 (100.00%)	0 (0.00%)
10.	To grant the general mandate to the directors of the Company to allot, issue and deal with the Company's shares pursuant to Section 161 of the Companies Act and the Hong Kong Listing Rules, and by the aggregate number of shares and on the terms as set out in ordinary resolution no. 10 in the notice convening the AGM (the " Issue Mandate ").	756,323,883 (98.23%)	13,659,705 (1.77%)
11.	Conditional upon the passing of ordinary resolutions nos. 9 and 10, to extend the Issue Mandate granted to the directors of the Company to allot, issue and deal with the Company's shares by the number of shares repurchased by the Company under the Buyback Mandate.	757,096,883 (98.33%)	12,886,705 (1.67%)

As more than 50% of the votes were cast in favour of each of the resolutions nos. 1 to 11, all such resolutions were duly passed as ordinary resolutions.

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) The total number of shares of the Company in issue as at the date of the AGM: 1,171,621,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions nos. 1-8, 10 and 11 at the AGM: 1,171,621,000 shares.

The total number of shares of the Company entitling the holder to attend and vote on the resolution no. 9 at the AGM: 758,013,001 shares.

- (d) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules: Nil.
- (e) The total number of shares of the Company that are required under the Hong Kong Listing Rules to abstain from voting at the AGM: Nil.
- (f) As set out in the Company's circular dated 18 April 2019 (the "**Circular**"), Mr. Liu Xingxu (an executive director of the Company and the Chairman of the Board) and Pioneer Top Holdings Limited (a controlled corporation of Mr. Liu Xingxu), together interested in 413,607,999 shares, are required under the Singapore Code on Take-overs and Mergers to abstain from voting on the resolution no. 9 proposed at the AGM. The aforesaid parties have abstained from voting on the resolution no. 9 at the AGM. Save as disclosed above, none of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board

Liu Xingxu

Chairman of the Board

24 May 2019

As at the date of this announcement, the executive directors of the Company are Mr. Liu Xingxu, Mr. Zhang Qingjin and Ms. Yan Yunhua; the independent non-executive directors of the Company are Mr. Ong Kian Guan, Mr. Li Shengxiao, Mr. Ong Wei Jin and Mr. Li Hongxing; and the non-executive director of the Company is Mr. Zheng Jiaqi.

** for identification purpose only*