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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China XLX Fertiliser Ltd. (the “**Company**”) will be held at the Library, Mezzanine Floor, Grand Hyatt, 1 Harbour Road, Wanchai, Hong Kong on 21 August 2019 at 9:00 a.m., to transact the following businesses:

AS ORDINARY RESOLUTIONS

- (1) “**THAT** the investment agreement entered into by the Company, Henan Xinlianxin Chemicals Group Co., Ltd, (“**Henan XLX**”) and Ningbo Yuannian Hejin Investment Partnership (Limited Partnership) dated 11 June 2019 (the “**Ningbo Yuannian Agreement**”) and a copy of which is marked “A” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one director of the Company (the “**Director**”) be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Ningbo Yuannian Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;

- (2) “**THAT** the investment agreement entered into by the Company, Henan XLX and Tonglingshi Lingtong Trading Company Limited dated 11 June 2019 (the “**Tonglingshi Lingtong Agreement**”) and a copy of which is marked “B” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Tonglingshi Lingtong Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;
- (3) “**THAT** the investment agreement entered into by the Company, Henan XLX and Xiamen Baodarun Investment Partnership (Limited Partnership) dated 11 June 2019 (the “**Xiamen Baodarun Agreement**”) and a copy of which is marked “C” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Xiamen Baodarun Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;
- (4) “**THAT** the investment agreement entered into by the Company, Henan XLX and Shanghai Jinpu Town Development Shares Investment Fund Management Company Limited dated 11 June 2019 (the “**Shanghai Jinpu Town Development Agreement**”) and a copy of which is marked “D” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Shanghai Jinpu Town Development Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;

- (5) “**THAT** the investment agreement entered into by the Company, Henan XLX and Shanghai Jinpu Guotiao Merger Share Investment Fund Partnership (Limited Partnership) dated 11 June 2019 (the “**Shanghai Jinpu Guotiao Agreement**”) and a copy of which is marked “E” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Shanghai Jinpu Guotiao Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;
- (6) “**THAT** the investment agreement entered into by the Company, Henan XLX and Shanghai Xinchu Corporate Management Consultant Partnership (Limited Partnership) dated 11 June 2019 (the “**Shanghai Xinchu Agreement**”) and a copy of which is marked “F” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Shanghai Xinchu Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;
- (7) “**THAT** the investment agreement entered into by the Company, Henan XLX and Shanghai Xinyuan Corporate Management Consultant Partnership (Limited Partnership) dated 11 June 2019 (the “**Shanghai Xinyuan Agreement**”) and a copy of which is marked “G” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Shanghai Xinyuan Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;

- (8) “**THAT** the investment agreement entered into by the Company, Henan XLX and Shanghai Xinzheng Corporate Management Consultant Partnership (Limited Partnership) dated 11 June 2019 (the “**Shanghai Xinzheng Agreement**”) and a copy of which is marked “H” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Shanghai Xinzheng Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;
- (9) “**THAT** the investment agreement entered into by the Company, Henan XLX and Shanghai Xinzu Corporate Management Consultant Partnership (Limited Partnership) dated 11 June 2019 (the “**Shanghai Xinzu Agreement**”) and a copy of which is marked “I” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Shanghai Xinzu Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;
- (10) “**THAT** the investment agreement entered into by the Company, Henan XLX and Zhuhai Hengqin Renhe Tianji Share Investment Fund Partnership (Limited Partnership) dated 11 June 2019 (the “**Zhuhai Hengqin Agreement**”) and a copy of which is marked “J” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the Zhuhai Hengqin Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder”;

- (11) “**THAT** the investment agreement entered into by the Company, Henan XLX and CCB Financial Asset Investment Company Limited dated 22 July 2019 (the “**CCB Agreement**”) and a copy of which is marked “K” and initialized by the chairman of the meeting for the purpose of identification, and the terms and the transactions contemplated thereunder be and are hereby approved and confirmed; and every one Director be and is hereby authorised to take all actions and execute all documents which he or she may deem necessary, desirable or appropriate in order to implement or give effect to the CCB Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements and/or waiver of any terms thereunder.”

By order of the Board

Liu Xingxu

Chairman

Hong Kong, 31 July 2019

Notes:

- a. A member entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- b. The proxy form must be deposited at the Company’s Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time scheduled for holding the EGM (i.e., not later than 9:00 a.m. on 19 August 2019) or any adjournment thereof.
- c. If the member is a corporation, the instrument appointing a proxy must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or a duly authorised officer of the corporation.
- d. To ascertain Shareholders’ eligibility to attend and vote at the EGM, the Register of Members of the Company will be closed from 16 August 2019 to 21 August 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the EGM, unregistered holders of Shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m. on 15 August 2019.
- e. All times and dates referred to in this notice refer to Hong Kong local times and dates.

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

** for identification purpose only*