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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 EXTRAORDINARY GENERAL MEETING HELD ON 21 AUGUST 2019**

The Board is pleased to announce that all the resolutions proposed at the EGM held on 21 August 2019 were duly passed.

Reference is made to the circular of China XLX Fertiliser Ltd. (the “**Company**”) dated 31 July 2019 (the “**Circular**”) in respect of the major transaction (i) raising of up to RMB1 billion by Henan XLX; and (ii) deemed disposal of equity interest in Henan XLX. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

The board of directors (the “**Board**”) is pleased to announce that all the resolutions proposed at the extraordinary general meeting (“**EGM**”) held on 21 August 2019 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 approve and confirm the terms of the Ningbo Yuannian Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
2.	To approve and confirm the terms of the Tonglingshi Lingtong Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
3.	To approve and confirm the terms of the Xiamen Baodarun Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
4.	To approve and confirm the terms of the Shanghai Jinpu Town Development Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
5.	To approve and confirm the terms of the Shanghai Jinpu Guotiao Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
6.	To approve and confirm the terms of the Shanghai Xinchu Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
7.	To approve and confirm the terms of the Shanghai Xinyuan Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
8.	To approve and confirm the terms of the Shanghai Xinzheng Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
9.	To approve and confirm the terms of Shanghai Xinzhu Agreement and the transactions contemplated thereunder.	47,128,238 (100.00%)	0 (0.00%)
10.	To approve and confirm the terms of the Zhuhai Hengqin Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)
11.	To approve and confirm the terms of the CCB Agreement and the transactions contemplated thereunder.	737,521,237 (100.00%)	0 (0.00%)

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 EGM in person or by proxy.
- (b) The total number of shares of the Company in issue as at the date of the EGM: 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 and 10-11 at the EGM: 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 EGM: 481,248,001 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 EGM 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 EGM: Nil.
- (f) As set out in the Circular, Mr. Liu Xingxu (an executive director of the Company and the Chairman of the Board), Ms. Yan Yunhua (an executive director and the Chief Financial Officer of the Company) and Mr. Zhang Qingjin (an executive director of the Company) are interested in Shanghai Xinzu. To avoid a perception of a conflict of interest, each of them has agreed to voluntarily abstain and shall procure their respective close associates, including Pioneer Top Holdings Limited (a controlled corporation of Mr. Liu Xingxu) and Go Power Investments Limited (a controlled corporation of Ms. Yan Yunhua) to abstain from voting on the resolution no. 9 at the EGM. The number of shares of the Company which did not vote on the resolution no. 9 at the EGM is 690,372,999 shares. 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 EGM.
- (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 EGM.

By Order of the Board
Liu Xingxu
Chairman of the Board

21 August 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*