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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 “**Meeting**” or “**EGM**”) of China XLX Fertiliser Ltd. (the “**Company**”) will be held at 3rd Conference Room, 6th Floor, R&D Building, Gate No.7, Xinlianxin Avenue, Xinxiang Economic Development Zone, Xinxiang City, Henan Province, PRC on 17 May 2024 at 3:30 p.m. to consider and, if thought fit, pass with or without modifications the following as an ordinary resolution of the Company:

All capitalized terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company's circular to its shareholders dated 24 April 2024 (the “**Circular**”).

### **ORDINARY RESOLUTION**

**“THAT**

- (a) the share award plan (the “**Share Award Plan**”), the details and a summary of which are set out in the Circular be and is hereby approved, confirmed and ratified and any one Director of the Company be and is hereby authorized to do all things as they may in their absolute discretion consider necessary, expedient or desirable to implement the Share Award Plan.
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the Share Award Plan;

- (ii) to modify and/or amend the Share Award Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as they may in their absolute discretion consider to be necessary, expedient or desirable in order to implement and give full effect to the Share Award Plan;
  - (iii) to offer and grant Awarded Shares in accordance with the provisions of the Share Award Plan and, subject to provisions of the Companies Act 1967 of Singapore (the “**Companies Act**”) and the Constitution of the Company, to allot and issue from time to time such number of fully-paid new Shares as may be required to be issued pursuant to the grant of the Awarded Shares under the Share Award Plan (subject to such adjustments as may be made to the Share Award Plan);
  - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of and permission to deal in any Shares which may from time to time be allotted and issued pursuant to the exercise of the Awarded Shares under the Share Award Plan subject to the Listing Rules and the Companies Act; and
  - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.
- (c) the total number of Shares which may be issued in respect of all share options and share awards to be granted under the Share Award Plan and other share scheme of the Company (i.e. the Plan Mandate Limit) must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Plan Mandate Limit.”

By Order of the Board  
**China XLX Fertiliser Ltd.**  
**Liu Xingxu**  
*Chairman*

Hong Kong, 24 April 2024

*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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time scheduled for holding the EGM (i.e., not later than 3:30 p.m. on 15 May 2024) 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 13 May 2024 to 17 May 2024 (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 10 May 2024.
- e. All times and dates referred to in this notice refer to Hong Kong local times and dates.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the proxy(ies) and/or representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This circular, in both English and Chinese versions, is available on the Company's website at [www.chinaxlx.com.hk](http://www.chinaxlx.com.hk).*

*Shareholders may at any time change their choice of language(s) (either English only or Chinese only or both languages) of the corporate communications of the Company (the “**Corporate Communications**”).*

*Shareholders may send their request to change their choice of language(s) of Corporate Communications in writing to the Company's Hong Kong Share Transfer Agent and Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.*

*Shareholders who have chosen to receive the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.*

*As at the date of this notice, 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.*