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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)**

**(Singapore Stock Code: B9R)**

**(1) CHANGE OF JOINT COMPANY SECRETARIES;  
(2) CHANGE OF HONG KONG AUTHORISED REPRESENTATIVE  
AND PROCESS AGENT; AND  
(3) CHANGES OF REGISTERED OFFICE AND  
PRINCIPAL SHARE REGISTRAR**

The Board announces that with effect from 1 September 2012, the following appointments will take place:–

New joint company secretaries:	Ms Soon Yuk Tai and Mr Teo Meng Keong
New Hong Kong authorised representative:	Ms Soon Yuk Tai
New Hong Kong process agent:	Ms Soon Yuk Tai

Each of Mr Cheah Soon Ann Jeremy, Ms Foo Soon Soo and Ms Betty Lee Wai Fun shall resign as joint company secretaries of the Company with effect from 31 August 2012 and, in addition, Ms Betty Lee Wai Fun shall also resign as an authorised representative of the Company under the HK Listing Rules. Reed Smith Richards Butler will cease to be the process agent (for the purpose of accepting service of process in Hong Kong under Section 333 of the HK Companies Ordinance) of the Company with effect from 31 August 2012.

The Board welcomes the new appointees and would like to express its appreciation for the past contribution and services by the outgoing joint company secretaries, authorised representative and process agent.

With effect from 1 September 2012, the registered office of the Company will change from 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 to 80 Robinson Road, #02-00, Singapore 068898 and the principal share registrar of the Company in Singapore will also change from KCK CorpServe Pte. Ltd. of 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898.

## **APPOINTMENT OF NEW JOINT COMPANY SECRETARIES, AUTHORISED REPRESENTATIVE AND PROCESS AGENT IN HONG KONG**

The board of directors (the “**Board**”) of China XLX Fertiliser Ltd. (the “**Company**”) is pleased to announce that Ms Soon Yuk Tai (“**Ms Soon**”, who possesses the requisite professional qualifications under Rule 3.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HK Listing Rules**”)) and Mr Teo Meng Keong (“**Mr Teo**”, who possesses the requisite qualifications under the laws of Singapore) have been appointed as the new joint company secretaries of the Company with effect from 1 September 2012 and Ms Soon has also been appointed as the new Hong Kong authorised representative of the Company (for the purpose of Rule 3.05 of the HK Listing Rules) with effect from 1 September 2012. The Company has also appointed Ms Soon to replace Reed Smith Richards Butler as the Company’s new Hong Kong process agent (for the purpose of accepting service of process in Hong Kong under Section 333 of the Companies Ordinance, Chapter 32 of the laws of Hong Kong (“**HK Companies Ordinance**”), and Rule 19.05(2) of the HK Listing Rules) with effect from 1 September 2012.

Ms Soon is a Director of the Corporate Services Division of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. She is a Chartered Secretary and a Fellow of both The Institute of Chartered Secretaries & Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Ms Soon has extensive experience in a diversified range of corporate services and has been providing professional services to a number of companies listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**HK Stock Exchange**”) and the Growth Enterprise Market of the HK Stock Exchange.

Mr Teo is a Senior Manager at Tricor Evatthouse Corporate Services and has over 14 years of experience in corporate secretarial practice and business consultancy. His area of exposure includes advisory and assistance in compliance matters of both public and private limited companies, business advisory to foreign investors including application of various licences to expedite setting up of businesses.

The Board would like to welcome Ms Soon and Mr Teo on their new appointments as joint company secretaries of the Company.

## **RESIGNATION OF JOINT COMPANY SECRETARIES, HONG KONG AUTHORISED REPRESENTATIVE AND HONG KONG PROCESS AGENT**

The Board further announces that, with effect from 31 August 2012:

- (i) each of Mr Cheah Soon Ann Jeremy, Ms Foo Soon Soo and Ms Betty Lee Wai Fun shall resign as joint company secretaries of the Company;
- (ii) Ms Betty Lee Wai Fun shall resign as an authorised representative of the Company in Hong Kong (for the purpose of Rule 3.05 of the HK Listing Rules); and
- (iii) Reed Smith Richards Butler shall cease to be the process agent in Hong Kong (for the purpose of accepting service of process in Hong Kong under Section 333 of the HK Companies Ordinance) of the Company.

Each of Mr Cheah Soon Ann Jeremy, Ms Foo Soon Soo and Ms Betty Lee Wai Fun have confirmed that they have no disagreement with the Company and there are no circumstances related to their resignation above which needs to be brought to the attention of the HK Stock Exchange, the Singapore Exchange Securities Trading Limited or the shareholders of the Company. Taking this opportunity, the Board would like to express its appreciation to each of Mr Cheah Soon Ann Jeremy, Ms Foo Soon Soo and Ms Betty Lee Wai Fun for their past contribution and services to the Company.

## **CHANGES IN REGISTERED OFFICE AND PRINCIPAL SHARE REGISTRAR**

With effect from 1 September 2012, the registered office of the Company will change from 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 to 80 Robinson Road, #02-00, Singapore 068898 and the principal share registrar of the Company in Singapore will also change from KCK CorpServe Pte. Ltd. of 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898.

## **RULES 3.28 AND 8.17 WAIVER**

On 25 February 2011, the HK Stock Exchange had provided a waiver (the “**Waiver**”) from strict compliance with Rule 8.17 (the requirements previously set out in Rule 8.17 have now moved to Rule 3.28) of the HK Listing Rules for the period ending 7 December 2012, in respect of the eligibility of Mr Cheah Soon Ann Jeremy and Ms Foo Soon Soo to act as joint company secretaries of the Company.

The Waiver was provided on the condition that, among other things, Mr Cheah Soon Ann Jeremy and Ms Foo Soon Soo would be assisted by Ms Betty Lee Wai Fun during the period of the Waiver, and that the Waiver would be revoked immediately when Ms Betty Lee Wai Fun ceases to be a joint company secretary of the Company.

The Company has made an application to the HK Stock Exchange and the HK Stock Exchange has granted a new waiver to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the HK Listing Rules for a three-year period from 1 September 2012 to 31 August 2015 in relation to Mr Teo’s eligibility to act as the joint company secretary of the Company, on the condition that, among others things, Mr Teo will be assisted by Ms Soon during the new waiver period. The new waiver will be revoked immediately when Ms Soon ceases to be the joint company secretary of the Company.

On behalf of the Board  
**Liu Xingxu**  
Chairman

30 August 2012

*As at the date of this announcement, the executive directors of the Company are Mr Liu Xingxu, Ms Yan Yunhua and Mr Li Buwen; the non-executive director of the Company is Mr Lian Jie, and the independent non-executive directors of the Company are Mr Ong Kian Guan, Mr Li Shengxiao and Mr Ong Wei Jin.*

\* for identification purpose only