

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



心连心

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)

**CHANGE OF (1) JOINT COMPANY SECRETARIES,
AUTHORISED REPRESENTATIVE AND PROCESS AGENT
IN HONG KONG; AND (2) REGISTERED OFFICE**

**(1) CHANGE OF JOINT COMPANY SECRETARIES, AUTHORISED REPRESENTATIVE
AND PROCESS AGENT IN HONG KONG**

The board (the “**Board**”) of directors (the “**Directors**”) of China XLX Fertiliser Ltd. (the “**Company**”) wishes to announce that (i) Ms. Leung Kwan Wai (“**Ms. Leung**”) has resigned as one of the joint company secretaries of the Company (the “**Joint Company Secretary(ies)**”), an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and a process agent of the Company under Rule 19.05(2) of the Hong Kong Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the acceptance of service of process and notices on behalf of the Company in Hong Kong (the “**Process Agent**”) with effect from 16 June 2025; and (ii) Ms. Lin Moi Heyang (“**Ms. Lin**”) has resigned as Joint Company Secretary with effect from 16 June 2025.

Ms. Leung and Ms. Lin have confirmed that they do not have any disagreement with the Board and there are no matters relating to their resignations which need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board is pleased to announce that, following resignations of Ms. Leung and Ms. Lin, Mr. Man Yun Wah (“**Mr. Man**”, who possesses the requisite professional qualification and the relevant experience as required under Rule 3.28 of the Hong Kong Listing Rules) has been appointed as a Joint Company Secretary, an Authorised Representative and the Process Agent with effect from 16 June 2025 in place of Ms. Leung and Ms. Cheok Hui Yee (“**Ms. Cheok**”) has been appointed as a Joint Company Secretary with effect from 16 June 2025 in place of Ms. Lin.

As the Company was incorporated in Singapore and according to the Companies Act 1967 of Singapore, every company incorporated in Singapore must have one or more secretaries who are natural persons and whose principal or only place of residence is in Singapore (the “**Singapore Requirements**”). Hence, the Company must have a company secretary located in Singapore to comply with the applicable requirements under Singapore law from time to time.

Reference is made to the announcements of the Company dated 6 March 2018 and 28 June 2024. Ms. Cheok was appointed as a Joint Company Secretary on 6 March 2018 and resigned from the position on 28 June 2024 to pursue other career opportunities.

Ms. Cheok acted as a Joint Company Secretary for approximately 6.5 years and resigned less than a year ago. Accordingly, Ms. Cheok remains well-acquainted with the Company’s business and affairs, as well as its industry in her capacity as a Joint Company Secretary. Moreover, throughout her service, Ms. Cheok established and maintained a strong and reliable relationship with the Board and management of the Company, ensuring continuity and effective communication.

The biographical details of Mr. Man and Ms. Cheok are set out below:

Profile of Mr. Man

Mr. Man holds a bachelor’s degree in business administration and management and a master’s degree in corporate governance. He is currently an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. Mr. Man has extensive experience in the company secretarial profession. He is a director of In.Corp Corporate Services (HK) Limited, one of the Asia Pacific’s leading providers of corporate solutions and business advisory.

Profile of Ms. Cheok

Ms. Cheok is an associate director of Corporate Secretarial Division of In.Corp Corporate Services Pte. Ltd. She has over 17 years of experience in the corporate secretarial practice in Singapore and extensive expertise in corporate secretarial compliance, governance and regulatory advisory services for a diverse range of entities. Her expertise covers public companies listed on the Singapore Exchange (Mainboard and Catalist) and the Stock Exchange. She is currently the appointed company secretary of several public companies listed on the Singapore Exchange. Ms. Cheok is an associate member of the Chartered Secretaries Institute of Singapore (“**CSIS**”) and holds a CSIS Practising Certificate. Ms. Cheok received a bachelor’s degree in commerce from Liverpool John Moores University in the United Kingdom.

Waiver from Strict Compliance with Rules 3.28 And 8.17 of the Hong Kong Listing Rules

The Board is of the view that, with nomination of In.Corp Corporate Services Pte. Ltd., Ms. Cheok is a suitable person to act as a Joint Company Secretary in compliance with the Singapore Requirements taking into account her qualifications and experience and her presence in Singapore. Pursuant to Rule 8.17 of the Hong Kong Listing Rules, a listed issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Hong Kong Listing Rules. Rule 3.28 of the Hong Kong Listing Rules stipulates that a listed issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Ms. Cheok does not currently possess the qualifications of company secretary as required under Rule 3.28 of the Hong Kong Listing Rules. Therefore, Mr. Man who possesses such qualifications, will work closely with Ms. Cheok in the compliance matters for the Hong Kong Listing Rules as well as other Hong Kong regulatory requirements and in the discharge of her duties and responsibilities as a Joint Company Secretary.

Hence, the Company has applied to the Stock Exchange and has already been granted with a waiver (the “**Waiver**”) by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules, which is valid for a period of three years from 16 June 2025, being the effective date of appointment of Ms. Cheok as the Joint Company Secretary (the “**Waiver Period**”), on the following conditions:

- (i) Ms. Cheok must be assisted by Mr. Man during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the Hong Kong Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Ms. Cheok, having had the benefit of Mr. Man’s assistance during the Waiver Period, has acquired the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 of the Hong Kong Listing Rules such that a further waiver would not be necessary. The Waiver applies to Ms. Cheok’s appointment as the Joint Company Secretary only and the Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

The Board would like to take this opportunity to thank Ms. Leung and Ms. Lin for their valuable contribution to the Company during their tenure of office and to express its warm welcome to Mr. Man and Ms. Cheok on their appointments.

Following the changes above-mentioned, the Joint Company Secretaries of the Company are Mr. Man and Ms. Cheok.

(2) CHANGE OF REGISTERED OFFICE

The Board hereby announces that the registered office of the Company has been changed to 36 Robinson Road, #20-01 City House, Singapore 068877 with effect from Monday, 16 June 2025.

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

Hong Kong, 16 June 2025

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

** for identification purpose only*