

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.



POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 JUNE 2025

The Board is pleased to announce that all the resolutions proposed at the AGM held on 20 June 2025 were duly passed.

The board of directors (the “**Board**”) of China XLX Fertiliser Ltd. (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 20 June 2025 (the “**AGM**”) were duly passed by way of poll. All capitalised terms in this announcement which are not defined herein shall have the same meaning as ascribed to them in the Company's circular to its shareholders dated 28 April 2025.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) (Note(a))	
		For	Against
1.	To receive and adopt the audited financial statements of the Company and the directors' statement and auditor's report for the year ended 31 December 2024.	814,133,758 (100.00%)	0 (0.00%)
2.	To declare a final dividend of RMB26 cents per ordinary share of the Company for the year ended 31 December 2024.	814,133,758 (100.00%)	0 (0.00%)
3.	To approve directors' fees of S\$370,000 for the year ended 31 December 2024 to be divisible among the directors of the Company as they may agree.	814,133,758 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) ^{(Note(a))}	
		For	Against
4.	To re-elect Mr. Liu Xingxu, a director retiring under Regulation 89 of the existing Constitution of the Company, as an executive Director of the Company.	808,122,586 (99.26%)	6,011,172 (0.74%)
5.	To re-elect Mr. Ong Kian Guan, a director retiring under Regulation 89 of the existing Constitution of the Company, as an independent non-executive Director of the Company.	798,508,359 (98.08%)	15,625,399 (1.92%)
6.	To re-elect Mr. Li Hongxing, a director retiring under Regulation 89 of the existing Constitution of the Company, as an independent non-executive Director of the Company.	809,898,565 (99.48%)	4,235,193 (0.52%)
7.	To re-appoint Ernst & Young LLP as auditor of the Company and to authorise the board of directors to fix the auditor's remuneration.	813,153,232 (99.88%)	980,526 (0.12%)
8.	To grant the general mandate to the directors of the Company to repurchase the Company's shares pursuant to Section 76E of the Companies Act 1967 of Singapore and the Hong Kong Listing Rules, on the terms as set out in ordinary resolution no. 8 in the notice convening the Annual General Meeting (the " Buyback Mandate ").	812,687,758 (100.00%)	0 (0.00%)
9.	To grant the general mandate to the directors of the Company to allot, issue and deal with the Company's shares pursuant to Section 161 of the Companies Act and the Hong Kong Listing Rules, and by the aggregate number of shares and on the terms as set out in ordinary resolution no. 9 in the notice convening the Annual General Meeting (the " Issue Mandate ").	777,087,573 (95.45%)	37,046,185 (4.55%)
10.	Conditional upon the passing of ordinary resolutions nos. 8 and 9, to extend the Issue Mandate granted to the directors of the Company to allot, issue and deal with the Company's shares by the number of shares repurchased by the Company under the Buyback Mandate.	777,202,821 (95.46%)	36,930,937 (4.54%)
Special Resolution		Number of Votes (%) ^{(Note(a))}	
		For	Against
11.	To approve the amendments to the Constitution of the Company.	813,504,640 (99.92%)	629,118 (0.08%)

As more than 50% of the votes were cast in favour of each of the resolutions nos. 1 to 10, these resolutions were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of resolution no. 11, this resolution was duly passed as a special resolution.

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 AGM in person or by proxy.
- (b) As at the date of the AGM, the total number of shares in issue of the Company was 1,283,241,000 shares, of which 1,006,000 shares were held by the Company as treasury shares. The Company confirms that it did not exercise any voting rights in respect of such treasury shares at the AGM.

- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions nos. 1 to 7 and 9 to 11 at the AGM: 1,282,235,000 shares.

The total number of shares of the Company entitling the holders to attend and vote on the resolution no. 8 at the AGM: 844,275,001 shares.

- (d) The total number of shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules: Nil.
- (e) The total number of shares of the Company that were required under the Hong Kong Listing Rules to abstain from voting at the AGM: Nil.
- (f) As set out in the Company's circular dated 28 April 2025 (the "Circular") and as at the date of this announcement, Mr. Liu Xingxu (an executive director of the Company and the Chairman of the Board) and Pioneer Top Holdings Limited (a controlled corporation of Mr. Liu Xingxu), together interested in 437,959,999 shares, were required under the Singapore Code on Take-overs and Mergers to abstain from voting on the resolution no. 8 proposed at the AGM. The aforesaid parties have abstained from voting on the resolution no. 8 at the AGM. Save as disclosed above, none of the shareholders of the Company had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (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 AGM.
- (h) All Directors attended the AGM in person or by electronic means.

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

Hong Kong, 20 June 2025

As at the date of this announcement, the executive directors of the Company are Mr. Liu Xingxu, Mr. Zhang Qingjin and Ms. Yan Yunhua; 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*