

CHANGJIANG FERTILIZER HOLDINGS LIMITED

(Company Registration No.: 200713878D)

(Incorporated in the Republic of Singapore)

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- (A) **PROPOSED ACQUISITIONS OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF (I) WBH INVESTMENTS PTE. LTD.; AND (II) COWEALTH INVESTMENTS PTE. LTD.; AND**
- (B) **PROPOSED ACQUISITION OF 50.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF CHIU TENG 8 PTE LTD**
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*Unless otherwise expressly defined herein, all capitalised terms in this announcement shall bear the same meanings ascribed to them in the announcements made by the Company on 12 April 2016, 13 April 2016, 15 April 2016, 25 April 2016, 13 June 2016 and 26 September 2016 in relation to the Proposed Transactions (the "**Announcements**").*

1. AMENDMENTS TO TERMS OF PROPOSED ACQUISITION

The Board wishes to announce that, further to the Announcement dated 26 September 2016, the Company and each of the WBH Vendors, Affluence Resource and CTE Resources have entered into written agreements to amend the Long-Stop Date under the WBH Acquisition Agreement, the Cowealth Acquisition Agreement, and the CT8 Acquisition Agreement. As such, the conditions precedent to the Proposed Acquisitions will need to be satisfied or otherwise waived on or before 30 April 2017, failing which the WBH Acquisition Agreement, the Cowealth Acquisition Agreement, and the CT8 Acquisition Agreement shall terminate.

The Company has also agreed with Affluence Resource to amend the Cowealth Acquisition Agreement such that following the completion of any rights issue to be undertaken by the Company and the completion of the Proposed Acquisitions, Affluence Resource (and/or its nominee(s)) will hold not less than 28.45% of the enlarged issued and paid-up share capital of the Company (such percentage not taking into account any Shares that will be issued (i) to any of the professional advisers of the Company for the purposes of settling their fees in respect of the Proposed Acquisitions, or (ii) in connection with the Compliance Placement (if any)). Other amendments were also made to reflect the inter-conditionality of the WBH Acquisition, the Cowealth Acquisition and the CT8 Acquisition.

2. APPLICATION FOR EXTENSION OF DEADLINE FOR NEW LISTING

The Company has submitted an application to the SGX-ST for an extension of deadline for it to meet the requirements for a new listing.

3. FURTHER ANNOUNCEMENTS

The Company will make the necessary announcements when there are further developments on the Proposed Transactions and other matters contemplated by this announcement.

4. CAUTIONARY STATEMENT

The Board would like to advise Shareholders that the completion of the Proposed Acquisitions remains subject to the fulfillment of the various conditions precedent as set out under the WBH Acquisition Agreement, the Cowealth Acquisition Agreement, and/or the CT8 Acquisition Agreement (if relevant), and no legally binding agreement has been entered into in relation to the Disposal of PRC Assets.

BY ORDER OF THE BOARD

Long Chee Tim, Daniel
Acting Chief Executive Officer
and Executive Director
7 October 2016