

CHANGJIANG FERTILIZER HOLDINGS LIMITED

(Company Registration No.: 200713878D)

(Incorporated in the Republic of Singapore)

**LODGEMENT AND DESPATCH OF CIRCULAR AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

*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, 26 September 2016, 9 October 2016, 12 October 2016, 3 May 2017, 15 May 2017, 25 July 2017, 2 October 2017, 9 October 2017 and 31 October 2017 in relation to the Proposed Transactions (the "**Announcements**").*

1. LODGEMENT AND DESPATCH OF CIRCULAR

Further to the Announcements, the Board wishes to announce the Company has today lodged a circular dated 15 November 2017 (the "**Circular**") with the SGX-ST (acting as agent on behalf of the Monetary Authority of Singapore) which contains, amongst others, information relating to the Proposed Transactions and a notice for convening at extraordinary general meeting of Shareholders (the "**EGM**") at 114 Lavender Street #18-01, Singapore 338729 on Friday, 15 December 2017 at 10.30 a.m., for the purposes of seeking Shareholders' approval for, amongst others, the Proposed Transactions.

The notice of EGM, a copy of which is attached to this announcement, and details of the proposals to be tabled at the EGM are set out in the Circular.

The Company has also made arrangements for the despatch of the Circular to Shareholders. Shareholders who do not receive the Circular within a week from the date hereof should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at (65) 6536 5355.

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

The Board would like to advise Shareholders that the completion of the Proposed Transactions remains subject to the fulfillment of the various conditions precedent as set out under the relevant sale and purchase agreements.

2. PROPOSED TRANSFER

In connection with the Proposed Transactions, the Company will be seeking Shareholders' approval for the transfer of the listing of the shares of the Company (the "**Shares**") from the Mainboard to the Catalist (the "**Proposed Transfer**"). The Board wishes to announce that it has today received approval in-principle for the Proposed Transfer subject to:

- (a) compliance with SGX-ST's listing requirements;
- (b) an immediate announcement via SGXNET of the Proposed Transfer;
- (c) Shareholders' approval being obtained for the Proposed Transfer via a special resolution under Rule 410(4) of the Catalist Rules; and
- (d) submission of:

- (i) a written undertaking from the Company in the format set out in Appendix 4E of the Listing Manual to comply with all of SGX-ST's requirements and policies applicable to the issuers listed on the Catalist;
- (ii) a written undertaking by the Company that it is not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the transfer to Catalist; and
- (iii) a written confirmation from the Company that it is in compliance with all applicable Mainboard Rules.

Please note that the SGX-ST's in-principle approval is not to be taken as an indication of the merits of the Proposed Transfer, the Company, its subsidiaries or its securities.

3. RECEIPT OF LISTING AND QUOTATION NOTICE

In connection with the Proposed Transactions, the Company has made an application to the SGX-ST for the listing and quotation of up to:

- (a) 8,997,498 Consolidated Shares pursuant to the Proposed Share Consolidation of the existing Shares;
- (b) 46,451,229 new Consolidated Shares at an issue price of S\$0.20 each to the WBH Vendors and CT8 Vendors for the Proposed Acquisitions;
- (c) 3,400,000 new Consolidated Shares at an issue price of S\$0.20 each to the Professional Advisers following Completion; and
- (d) 10,000,000 new Consolidated Shares at an issue price of S\$0.20 each to Ng Chee Beng and Daniel Long in respect of the Proposed Repayment.

(collectively the **"Proposed Share Issuance Transactions"**)

The Board wishes to announce that it has today received the listing and quotation notice (the **"LQN"**) from the SGX-ST subject to:

- (a) compliance with the Catalist Rules;
- (b) Shareholder's approval being obtained for the Proposed Share Issuance Transactions and Proposed Transfer;
- (c) completion of the Proposed Acquisitions; and
- (d) written undertaking from each of the Company's directors and executive officers in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Company in the form set out in Appendix I to procure the same written undertaking from any newly appointed director or executive officer after the Company's listing.

Please note that the LQN is not an indication of the merits of the Company, its subsidiaries, the Proposed Share Issuance Transactions and the new Shares.

The LQN is valid for three (3) calendar months from the date of the LQN and is subject to any changes in the SGX-ST's policies and/or listing requirements. The SGX-ST reserves the right to (i) impose further terms and conditions; or (ii) withdraw or amend the LQN, at any time, in their sole and absolute discretion without giving any reasons for their decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment.

BY ORDER OF THE BOARD

Long Chee Tim, Daniel
Acting Chief Executive Officer
and Executive Director
15 November 2017