

CHANGJIANG FERTILIZER HOLDINGS LIMITED

(Incorporated in Singapore on 30 July 2007)
(Company Registration No. 200713878D)

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- (I) **PROPOSED PLACEMENT OF 8,997,500 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF CHANGJIANG FERTILIZER HOLDINGS LIMITED (THE “COMPANY”) AT THE ISSUE PRICE OF S\$0.02 FOR EACH NEW SHARE**
- (II) **PROPOSED UNSECURED INTEREST-FREE CONVERTIBLE LOAN OF PRINCIPAL AMOUNT OF S\$359,900 CONVERTIBLE INTO NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT A CONVERSION PRICE OF S\$0.02**
- **RECEIPT OF APPROVAL-IN-PRINCIPLE FOR THE LISTING AND QUOTATION OF THE NEW SHARES AND THE CONVERSION SHARES**
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*Unless otherwise defined, all capitalized terms used herein shall bear the same meanings as those ascribed to them in the announcements on 27 March 2015, 5 June 2015 and 17 June 2015 in relation to the Proposed Transactions (the “**Previous Announcements**”)*

RECEIPT OF APPROVAL-IN-PRINCIPLE

Further to the Previous Announcements, the Company is pleased to announce that approval-in-principle has been obtained today from Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the listing and quotation on the Main Board of the SGX-ST of the New Shares and the Conversion Shares.

The SGX-ST’s approval-in-principle is subject to, *inter alia*, the following:

- (i) compliance with the SGX-ST’s listing requirements;
- (ii) announcement of the conditions under which the price of the Conversion Shares may be adjusted;
- (iii) submission of the following documents:
 - (a) a written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of proceeds from the Proposed Transactions and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company’s announcements on use of proceeds and in the annual report;
 - (b) a written undertaking from the Company that it will comply with Listing Rule 803;
 - (c) a written confirmation from the Company that it will not issue the New Shares to persons prohibited under Rule 812(1) of the Listing Manual;
 - (d) a written confirmation from the Company that the terms of the Convertible Loan comply with Listing Rule 829(1);

- (e) a written confirmation from the Company to announce any adjustment made pursuant to Rule 829(1);
- (f) a written undertaking from the Company that it will comply with Listing Rule 831; and
- (g) disclosure via SGXNET on the detailed backgrounds of the Placees and the Lender.

The SGX-ST's approval-in-principle is not to be taken as an indication of the merits of the Placement, the Convertible Loan, the New Shares, the Company and/or its subsidiaries.

BACKGROUND ON PLACEES AND LENDER

Further to the condition in (iii)(g) above, the Company wishes to set out the details of each Placee as follows:

- (a) Zhu Qiu Ping is a hotelier in Hunan Province, People's Republic of China. Ms Zhu has been a hotelier for 7 years. She is a shareholder and general manager in Miluo City Xinghe Business Hotel (汨罗市星河商务酒店)(the "hotel"). The hotel is located at Miluo City Gaoquan Bei Road (汨罗市高泉北路) and has been operating for 15 years. Zhu Qiu Ping was employed in the Hunan Rural Credit Cooperative Union, and is now retired. She owns a 50% stake in the hotel.
- (b) Huang Xiao Wen is in hotelier in Hunan Province, People's Republic of China. He has been involved in the hotel business for 5 years. He is a shareholder and Chief Executive Officer of Miluo City Xinghe Business Hotel (汨罗市星河商务酒店)(the "hotel"). The hotel is located at Miluo City Gaoquan Bei Road (汨罗市高泉北路) and has been operating for 15 years. Huang Xiao Wen owns a 30% stake in the hotel. Before entering the hotel business, he was involved in the cosmetics business in Guizhou.
- (c) Zheng Xin Jian is involved for 20 years in the waste recycling business in Hunan Province, People's Republic of China. He is the sole owner, director and legal representative of Miluo City Xin Jian Plastic Factory (汨罗市新建塑料厂). His factory is located at Miluo City Industrial Golden Street (汨罗市工业园黄金街), and has been in operation for 13 years. The factory processes waste plastics into plastic pellets for sale to manufacturers.
- (d) Fong Kim Chit is a businessman and a private investor. He has been involved in the food supply industry for about 25 years, and is a director and major shareholder of Shimaya Trading Pte Ltd, a company involved in the import and export of food and related products.

The Placees were introduced to the Company through business contacts of the Executive Director, Mr Zhu Xue Cheng, and the Lender was introduced to the Company through business contacts of the Chief Executive Officer, Mr Soh Chun Bin. No introduction fees will be paid for such introductions.

The Placees and the Lender are investing for private investment purposes. The Placees and the Lender are not 'interested persons' as defined under Chapter 9 of the Listing Manual. None of the Placees and Lender has any connection (including business relationship) with any of the Directors of substantial Shareholders of the Company or their respective associates. None of the Placees and Lender are acting in concert (as defined in the Singapore Code on Take-overs and Mergers) with any of the other shareholders of the Company, or are holding or will hold the Placement Shares and Conversion Shares on trust or as nominees for other persons.

The Directors are of the view that the Proposed Transactions are beneficial to the Group as they will allow the Group to strengthen its cash position and allows the Group to be less reliant on external sources of funding.

The Company has given a written confirmation to SGX-ST (annexed hereto as Appendix C) that the Placees and the Lender are not persons to whom the Company is prohibited from issuing shares to, as provided for by Rule 812 of the Listing Manual.

BY ORDER OF THE BOARD
CHANGJIANG FERTILIZER HOLDINGS LIMITED

Zhu Xue Cheng
Acting Chairman and Executive Director
26 June 2015