

## CHANGJIANG FERTILIZER HOLDINGS LIMITED

(Incorporated in Singapore on 30 July 2007)

(Company Registration No. 200713878D)

- 
- (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**

- **UPDATE TO SHAREHOLDERS**

---

*Unless otherwise defined, all capitalized terms used herein shall bear the same meanings as those ascribed to them in the announcement on 27 March 2015 in relation to the Proposed Transactions (the “Previous Announcement”)*

The Board of Directors of Changjiang Fertilizer Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Previous Announcement and wishes to update that in light of the classification of the Company’s status as a cash company by the SGX-ST, one of the Placees, Mr Luo Qing Feng, has mutually agreed with the Company not to proceed with his proposed investment in the Company. Accordingly, pursuant to the Proposed Placement, the Company shall allot and issue to the remaining Placees an aggregate of 8,997,599 New Shares at the Issue Price in the proportion as set out against their names below:

<b>Name of Placees</b>	<b>Number of New Shares Subscribed</b>	<b>Consideration (S\$)</b>
Zhu Qiu Ping	2,999,167	59,983.34
Huang Xiao Wen	2,999,167	59,983.34
Zheng Xin Jian	2,999,166	59,983.32

The Board also wishes to update Shareholders that (i) after deducting the expenses from the gross proceeds pertaining to the Proposed Placement, 100% of the net proceeds from the Proposed Placement of approximately S\$164,950 will be used by the Company for corporate head office expenses (including any such outstanding liabilities); and (ii) after deducting the expenses from the gross proceeds pertaining to the Proposed Convertible Loan, 100% of the net proceeds from the Proposed Convertible Loan of S\$344,900 will be used by the Company only for the payment of the Company’s corporate expenses in Singapore. The Company will not be using any of the net proceeds from the Proposed Placement and the Proposed Convertible Loan for investment in any new businesses or assets outside of the PRC or to acquire any Singapore-based income generating assets.

Save as disclosed, the terms and conditions of the Proposed Placement and the Proposed Convertible Loan shall remain the same as set out in the Previous Announcement.

The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the New Shares and the Conversion Shares has been obtained from the SGX-ST.

### **BY ORDER OF THE BOARD**

CHANGJIANG FERTILIZER HOLDINGS LIMITED

Zhu Xue Cheng  
Acting Chairman and Executive Director  
5 June 2015