

NUTRYFARM INTERNATIONAL LIMITED

(Company Registration Number: 32308)

(Incorporated in Bermuda)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 32,140,701 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.10 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES IN THE CAPITAL OF THE COMPANY HELD BY THE ENTITLED SHAREHOLDERS AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

- LODGEMENT AND DESPATCH OF THE OFFER INFORMATION STATEMENT

Capitalised terms not otherwise defined herein shall have the meanings respectively ascribed to them in the Announcements and/or Offer Information Statement (as defined hereinafter).

The board of Directors of the Company refers to the announcements dated 30 March 2017, 29 June 2017, 7 August 2017 and 23 November 2017 (the “**Announcements**” and each an “**Announcement**”).

1. Lodgement and Despatch of the Offer Information Statement

Further to the Announcements, the Directors are pleased to announce that the Offer Information Statement dated 5 December 2017, together with the Application Form for Rights Shares and Excess Rights Shares (the “**ARE**”), the Application Form for Rights Shares (the “**ARS**”) and the PAL in relation to the Rights Issue, was lodged with the Monetary Authority of Singapore (“**MAS**”) today. The Offer Information Statement is available on the website of MAS at <https://eservices.mas.gov.sg/opera/> and a copy is attached hereto.

The Offer Information Statement, together with a copy of the ARE, ARS and PAL, as the case may be, will be despatched to Entitled Shareholders on or around 7 December 2017.

This Offer Information Statement and its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than Singapore. The distribution of this Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions.

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, this Offer Information Statement and its accompanying documents have not been and will not be despatched to Foreign Shareholders or into any jurisdiction outside of Singapore.

Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue. No provisional allotment of the Rights Shares will be made to Foreign Shareholders and no purported acceptance thereof or application for Excess Rights Shares by any Foreign Shareholders will be valid.

2. Acceptances of Provisional Allotments of Rights Shares and Applications for Excess Rights Shares

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares under the Rights Issue may only be made:

- (a) in the case of Entitled Depositors:
 - (i) by way of the ARE through CDP; and/or
 - (ii) by way of Electronic Application at any ATM of:
 - (1) DBS Bank Ltd. (including POSB);

- (2) Oversea-Chinese Banking Corporation Limited; and/or
 - (3) United Overseas Bank Limited,
- (collectively, the “**Participating Banks**”), and

(b) in the case of Entitled Scripholders, by way of the PAL through the Share Transfer Agent.

Note:

- (1) For Entitled Shareholders who (i) hold Shares through finance companies or Depository Agents; or (ii) bought Shares using funds under the SRS, acceptances of the Rights Shares and/or (if applicable) applications for Excess Rights Shares must be done through the respective finance companies, Depository Agents, or approved banks in which they hold their SRS accounts.

Electronic Applications through ATMs of banks other than the Participating Banks will not be accepted.

More information on the procedures for, and terms and conditions applicable to, acceptances, renunciations and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptances or application and payment (including payment by way of Cashier’s Order or Banker’s Draft), are set out in the Offer Information Statement and in the PAL, the ARE and the ARS.

3. Trading Period for the Provisional Allotment of Rights Shares

Trading of the provisional allotments of Rights Shares on the SGX-ST (the “**nil-paid**” rights”) is expected to commence on **7 December 2017 at 9.00 a.m.** and end on **15 December 2017 at 5.00 p.m.**

Entitled Depositors who sell their “nil-paid” rights during such trading period need not forward the ARE to the purchasers of the “nil-paid” rights (the “**Purchasers**”) as arrangements will be made by CDP for the ARSs to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by this Offer Information Statement and other accompanying documents, **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP.

The Offer Information Statement and its accompanying documents will also not be despatched to Purchasers whose registered addresses with CDP are not in Singapore (the “**Foreign Purchasers**”). Subject to applicable laws, Foreign Purchasers who wish to accept the provisional allotment of the Rights Shares to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

4. Collection of the Offer Information Statement

Entitled Depositors who do not receive the Offer Information Statement and AREs may obtain them, during the period from the date the Rights Issue commences **up to 5.00 p.m. on 21 December 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), from:

CDP
The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

Entitled Scripholders who do not receive the Offer Information Statement and the PALs may obtain them, during the period from the date the Rights Issue commences **up to 5.00 p.m. on 21 December 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), from:

Share Transfer Agent
Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Purchasers who do not receive the ARS, accompanied by this Offer Information Statement and other accompanying documents, may obtain the same from CDP (the address of which is stated above), for the **period up to 5.00 p.m. on 21 December 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

5. Indicative Timetable of Key Events

An indicative timetable for the Rights Issue is set out below. All dates and times referred to below are Singapore dates and times.

Despatch of Offer Information Statement (together with the ARE or PAL, as the case may be) to the Entitled Shareholders	: 7 December 2017
Commencement of acceptance of and payment for Rights Shares	: 7 December 2017 from 9.00 a.m.
Commencement of trading of "nil-paid" rights	: 7 December 2017 from 9.00 a.m.
Last date and time for splitting rights	: 15 December 2017 at 5.00 p.m.
Last date and time for trading of "nil-paid" rights	: 15 December 2017 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares	: 21 December 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications through ATMs of Participating Banks)
Last date and time for acceptance of and payment for Rights Shares by renounees	: 21 December 2017 at 5.00 p.m.
Last date and time for application and payment for Excess Rights Shares	: 21 December 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications through ATMs of Participating Banks)
Expected date for issuance of Rights Shares	: 28 December 2017
Expected date for crediting of Rights Shares	: 2 January 2018
Expected date for refund of unsuccessful applications (if made through CDP)	: 2 January 2018
Expected date for commencement of trading of Rights Shares	: 2 January 2018

The above timetable is indicative only and subject to change. As at the date of this announcement, the Company does not expect the above timetable to be modified. However, the Company may and with the approval of the SGX-ST and CDP, modify the timetable subject to any limitations under any applicable laws. In that event, the Company will publicly announce the changes to the above timetable through an SGXNET announcement to be posted on the SGX-ST website at www.sgx.com.

Note:

- (1) Investors who hold Shares through finance companies or Depository Agents (including but without limitation those who have paid for their Shares using funds in their SRS accounts), where applicable, will receive notification letter(s) from their relevant SRS Approved Banks, respective finance companies and/or Depository Agents and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective SRS approved banks, finance companies and/or

Depository Agents. Any acceptance and/or applications made or purported to be made by these investors directly through CDP, the Share Transfer Agent, the Company and/or by way of Electronic Application at any ATM of a Participating Bank will be rejected.

BY ORDER OF THE BOARD

Paul Gao Xiangnong

Chief Executive Officer and Executive Director

5 December 2017