

**NUTRYFARM INTERNATIONAL LIMITED**  
(Incorporated in Bermuda)  
(Company Registration Number: 32308)

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**CLARIFICATION ANNOUNCEMENT**

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*Capitalised terms not otherwise defined herein shall have the meanings respectively ascribed to them in the Announcement (as defined hereinafter).*

The Board refers to the Company's announcement dated 21 June 2019 in respect of the Proposed Acquisition and Proposed Diversification (the "**Announcement**").

The Company wishes to clarify that the table set out on page 8 of the Announcement in respect of relative figures on the bases set out in Rule 1006 should be replaced with the following:

<b>Listing Rule</b>	<b>Basis</b>	<b>Relative Figures (%)</b>
Rule 1006(a)	Net asset value of assets being disposed of, as compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	Not applicable.
Rule 1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the Group's net profits.	-8.72% <sup>(1)</sup>
Rule 1006(c)	Aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	66.59% <sup>(2)</sup>
Rule 1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable as no equity securities are to be issued as consideration.
Rule 1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable.

**Notes:**

<sup>(1)</sup> The negative number is due to the Group having recorded a HK\$91.59 million net loss for the financial year ended 31 March 2019 (based on the unaudited figures announced as at 29 May 2019, as the annual audit of the Group for FY2019 has not been completed as at 21 June 2019). XJZT recorded HK\$7.99 million in net profits for the financial year ended 31 March 2019 (based on the annual average exchange rate of RMB1.153:HK\$1 from 1 April 2018 to 31 March 2019, XJZT's net profits of RMB6.93 million for the financial year ended 31 March 2019 would be equivalent to HK\$7.99 million). Therefore it is a negative number recorded in Rule 1006(b).

<sup>(2)</sup> Pursuant to Rule 1002(5), the figure is based on the Company's market capitalisation derived from the volume weighted average price of the Shares of S\$0.1542 transacted on 19 June 2019, as no trades occurred on 20 June 2019. The market capitalization on 20 June 2019 was therefore taken to be S\$14,868,288 (being S\$0.1542 multiplied by 96,422,103 Shares). Based on the exchange rate of RMB5:05:S\$1 as at 20 June 2019, the Consideration of RMB50 million would be equivalent to S\$9,900,990.

There are no other changes to the Announcement.

**BY ORDER OF THE BOARD**

Paul Gao Xiangnong  
Chief Executive Officer and Executive Director  
27 August 2019