



九天化工集团有限公司
JIUTIAN CHEMICAL GROUP LIMITED
(the "Company")
(Company Registration Number: 200415416H)
(Incorporated in the Republic of Singapore)

PROPOSED DIVERSIFICATION, PROPOSED INVESTMENT AND PROPOSED IPTS (THE "PROPOSED TRANSACTIONS")

- ENTRY INTO DEFINITIVE AGREEMENTS AND ELECTRONIC DESPATCH OF CIRCULAR DATED 5 MARCH 2024 (THE "CIRCULAR")

Capitalised terms used herein shall, unless otherwise defined, have the meanings ascribed to them in the Circular.

1. ENTRY INTO DEFINITIVE AGREEMENTS

The Board of Directors of the Company (the "**Board**") refers to the Company's announcements dated 13 January 2024, 1 February 2024 and 24 February 2024 (the "**Announcements**"), and wishes to update Shareholders that the Company's wholly owned subsidiary, Anyang Jiutian, has on 5 March 2024, entered into the Definitive Agreements, i.e. the Synthetic Ammonia Project Transfer Agreement, Urea Facility Lease Agreement and Trademark Licensing Agreement, with Anhua, to implement the Proposed Transactions subject to *inter alia*, Shareholders' approval of the Proposed Transactions. The payment of the Agreed Reimbursement Amount by Anyang Jiutian to Anhua pursuant to the Synthetic Ammonia Project Transfer Agreement and the payment of the rental fee for the lease of the Urea Production Facility pursuant to the Urea Facility Lease Agreement constitute the Proposed IPTs. Further details of the Definitive Agreements and the Proposed Transactions are set out in the Circular.

2. DESPATCH OF CIRCULAR AND EGM

2.1 Further to the Announcements and the above, the Board wishes to announce that the Company will today electronically despatch the Circular to Shareholders, which will provide Shareholders with information relating to, *inter alia*, the Proposed Transactions. The Circular will be made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <http://www.jiutianchemical.com.sg/> today. Physical copies of the Request Form for Shareholders to request for a printed copy of the Circular, the Notice of EGM and Proxy Form will be sent to Shareholders.

2.2 The Resolutions in relation to the Proposed Transactions are subject to the approval of the Shareholders at the forthcoming EGM to be held on 20 March 2024 at 10:00 a.m. at Ballroom 1, Orchard Hotel Singapore, 442 Orchard Road, Singapore 238879. The EGM will be convened in a physical format only and there will be no option for Shareholders to participate virtually. Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf are requested to complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon.

2.3 In voting for the Resolutions set out in the Notice of EGM, Shareholders should note that:

- (a) the passing of Ordinary Resolution 1 on the Proposed Diversification is not conditional upon Shareholders' approval of Ordinary Resolution 2 on the Proposed Investment and/or Ordinary Resolution 3 on the Proposed IPTs, i.e. the Company can proceed with the Proposed Diversification if Ordinary Resolution 1 is approved by Shareholders, even if Ordinary Resolution 2 and Ordinary Resolution 3 are not passed;
 - (b) the passing of Ordinary Resolution 2 on the Proposed Investment and Ordinary 3 on the Proposed IPTs are conditional upon Shareholders' approval of Ordinary Resolution 1 on the Proposed Diversification, i.e. if Ordinary Resolution 1 on the Proposed Diversification is not approved by Shareholders, neither Ordinary Resolution 2 on the Proposed Investment nor Ordinary Resolution 3 on the Proposed IPTs will be proceeded with; and
 - (c) the passing of Ordinary Resolution 2 on the Proposed Investment and Ordinary Resolution 3 on the Proposed IPTs are inter-conditional upon each other. This means that if either Ordinary Resolution 2 on the Proposed Investment or Ordinary Resolution 3 on the Proposed IPTs is not approved by Shareholders, both Ordinary Resolution 2 on the Proposed Investment and Ordinary Resolution 3 on the Proposed IPTs will not be passed.
- 2.4 The Company will also make the relevant update announcements in compliance with the Catalyst Rules to inform Shareholders of material updates or developments in relation to the Proposed Transactions, if any.

3. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company should exercise caution when trading in the Company's Shares. In particular, Shareholders and potential investors of the Company should note that, notwithstanding the receipt of requisite Shareholders' approvals for the Proposed Transactions, as the Proposed Transactions are subject to, *inter alia*, the fulfilment of the conditions precedent under the Framework Agreement and the Definitive Agreements, including Anyang Jiutian obtaining, amongst others, the requisite approvals and the loan financing for the Proposed Investment, and the Definitive Agreements do not expressly provide that the conditions precedent therein can be waived. There is no certainty or assurance that the Proposed Transactions or any business activities or transactions mentioned in this announcement and/or the Circular will materialise or will be proceeded with. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other independent professional advisers.

By Order of the Board of Directors
JIUTIAN CHEMICAL GROUP LIMITED

Xu Aijun
Non-executive and Non-independent Chairman

5 March 2024

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Ms. Lim Hui Ling, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.*