



AUSTRALIA NEW AGRIBUSINESS & CHEMICAL GROUP LTD

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Fax: +61 7 3147 8013 ACN : 142 976 065 ASX Code: ANB

ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

2 February 2016

Share Restructure Agreement

Australia New Agribusiness & Chemical Group Ltd (the “Company” or “New Agri”) is pleased to announce that the Company has entered into a Share Restructure Agreement (the “Agreement”) with Baina Enterprises Limited (“BEL”) today subject to the following terms and conditions:

1. New Agri will issue 310,000,000 new shares to BEL which is 59.5% of New Agri’s total shares. BEL will use the company’s 100% equity to subscribe the newly issued 310,000,000 shares to become the controlling shareholder of New Agri which has to remain on ASX list. The total share capital after the placement is 520,000,000. The principal business remains the same which is the production and sales of fertiliser.
2. New Agri has to achieve nil liabilities before April 2016. Non-fertiliser subsidiaries of New Agri including Australia Mercury Glass Pty Ltd and Australia Venus Resource Pty Ltd have to be disposed before April 2016.
3. BEL has to achieve nil liabilities and the cash balance has to be no less than 20 million Australian Dollars before March 2016. BEL also guarantees that no less than 300,000 tons fertiliser distribution binding agreements have to be secured before the restructure.
4. The Agreement is subject to the approval by both companies’ Board and the shareholders’ meeting.
5. The execution of this agreement is subject to the satisfaction of the due diligence check and each party has to send the satisfaction letter to the other party.

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6. The Agreement is subject to the approval by ASX.
7. The Agreement is subject to the approval by Foreign Investment Review Board (FIRB).
8. The Agreement shall not become enforcement for both parties unless all the terms and conditions are completed.

Upon the signing of this Agreement, both parties will appoint lawyers and accountants to undertake due diligence check which to be finished by March 2016. A share restructure binding agreement will be executed should both parties satisfied with the due diligence check. The new Board members and management team will be appointed following that.

New Agri and BEL are aim to utilise each other's advantage to fulfil the asset and share restructure to jointly develop the Australian and International market to achieve the win-win cooperation.

The Company will keep the market informed of any relevant development.

About Baina Enterprises Limited

Baina Enterprises Limited is a company incorporated in England in 2014 with its principal business is in the field of international fertiliser trade. The company has strong distribution networks and it is estimated that the annual sales volume is about 1,000,000 tons. The customers of BEL spread across China, America, India, Australia, South Korea, Brazil, and other countries in the South East Asia. The annual sale is able to reach US \$300,000,000 in 2016.

For further information, please contact:

Yi Yang
Company Secretary

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