

# HALCYON AGRI CORPORATION LIMITED

Company Registration No. 200504595D  
(Incorporated in the Republic of Singapore)

## COMPLETION OF THE ACQUISITION OF CENTROTRADE RUBBER GROUP

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the announcements (the “**Announcements**”) of the Company dated 31 October 2014, 10 November 2014, 22 December 2014 and 26 January 2015 in relation to the acquisition of Centrotrade Rubber Group (the “**Centrotrade Acquisition**”).

### 1. COMPLETION OF THE CENTROTRADE ACQUISITION

- 1.1 Further to the Announcements, the Board of Directors (the “**Board**”) of Halcyon Agri Corporation Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Purchaser and the Vendor have today, executed a closing memorandum and concluded the Centrotrade Acquisition pursuant to the fulfilment of the condition precedents set out in the SPA.
- 1.2 The Purchase Consideration for the Centrotrade Acquisition has been determined to be €8.8 million (equivalent to approximately US\$9.7 million based on the exchange rate of €1.00 to US\$1.1019 as at 29 June 2015), and the cash paid upon Completion (taking into account the Down Payment and Withheld Amount) to the Vendor is € 5.0 million (approximately S\$7.5 million based on the exchange rate of €1.00 to S\$1.4899 as at 29 June 2015).
- 1.3 The consolidated audited net assets of the Centrotrade Rubber Group as at 31 December 2014 is US\$4.8 million (approximately S\$6.3 million based on the exchange rate of US\$1.00 to S\$1.3213 as at 31 Dec 2014).
- 1.4 Following the completion of the Centrotrade Acquisition, Centrotrade Deutschland GmbH, Centrotrade Commodities Malaysia Sdn. Bhd., Centrotrade Singapore Pte Ltd and Centrotrade Minerals & Metals, Inc. have become indirectly owned subsidiaries of the Company.

### 2. THE CENTROTRADE ACQUISITION AS A DISCLOSEABLE TRANSACTION

- 2.1 For the purposes of Chapter 10 of the Listing Manual of SGX-ST (the “**Mainboard Rules**”), the relative figures for the Centrotrade Acquisition computed using the applicable bases of comparison set out in Rule 1006 of the Mainboard Rules based on the latest announced consolidated financial statements of the Group, being the financial period ended 31 March 2015 (“**Q1 2015**”), are set out below:

Rule 1006	Bases	Relative Figures (%)
(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	Not applicable <sup>(1)</sup>
(b)	Net profits <sup>(2)</sup> attributable to the assets acquired, compared with the Group's net profits <sup>(2)</sup>	21.1 <sup>(3)</sup>

<b>Rule 1006</b>	<b>Bases</b>	<b>Relative Figures (%)</b>
(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	3.7 <sup>(4)</sup>
(d)	Number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable <sup>(1)</sup>
(e)	The 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 <sup>(1)</sup>

Notes:

- (1) This basis is not applicable to the Centrotech Acquisition.
- (2) Pursuant to Rule 1002(3)(b) of the Mainboard Rules, "net profits" means profit before income tax, minority interests and extraordinary items.
- (3) The net profit attributable to the assets acquired is determined based on the three (3) months unaudited net profit of the Centrotech Group of approximately US\$663,000 for the period ended 31 March 2015, and net profit of the Group of approximately US\$3,143,000 for Q1 2015.
- (4) The Company's market capitalisation was approximately S\$265.1 million, determined by multiplying the 421,000,000 Company's shares in issue as at the date of signing of the closing memorandum being 30 June 2015, by the volume weighted average price of the Company's shares of S\$0.6298 per share based on trades done on Mainboard of the Singapore Exchange Securities Trading ("SGX-ST") on 29 June 2015, being the last market day preceding the date of the closing memorandum.

2.2 Based on the relative figures, the Centrotech Acquisition is deemed a major transaction within the meaning of Rule 1014 of the Mainboard Rules. Notwithstanding this, pursuant to the exception as set out in Rule 1014(2) of the Mainboard Rules, Rule 1014 does not apply in the case of an acquisition of profitable assets if the only limit breached is Rule 1006(b). As such, the Centrotech Acquisition would be considered a "Discloseable Transaction" for the purpose of Chapter 10 of the Mainboard Rules.

### **3. FINANCIAL EFFECTS OF THE CENTROTECH ACQUISITION**

3.1 The financial effects of the Centrotech Acquisition on the Group as set out below are for illustrative purposes only and do not reflect the actual financial performance or position of the Group after the Centrotech Acquisition.

3.2 The financial effects set out below have been prepared pursuant to the requirements of Rule 1010(8) and Rule 1010(9) of the Mainboard Rules and based on the latest audited consolidated financial statements of the Group for financial year ended 31 December 2014 ("FY2014"), the consolidated audited financial statements of the Centrotech Rubber Group for FY2014 and on the following key assumptions:

- (a) the effect on the earnings per share (“**EPS**”) of the Group is based on the assumption that the Centrotrade Acquisition had been effected at the beginning of FY2014;
- (b) the effect on the net tangible assets (“**NTA**”) per share of the Group is based on the assumption that the Centrotrade Acquisition had been effected at the end of FY2014; and
- (c) the effect on the net assets value (“**NAV**”) per share of the Group is based on the assumption that the Centrotrade Acquisition had been effected at the end of FY2014.

### 3.2.1 EPS

EPS	As at 31 December 2014	After completion of the Centrotrade Acquisition
Earnings (US\$'000)	(9,429) <sup>(1)</sup>	(9,471) <sup>(2)</sup>
Number of issued and paid-up ordinary shares in the capital of the Company (“ <b>Shares</b> ”) ('000)	421,000 <sup>(3)</sup>	421,000 <sup>(3)</sup>
Adjusted EPS (US cents)	(2.24)	(2.25)
Adjusted EPS (S\$ cents) <sup>(4)</sup>	(2.84)	(2.86)

Notes:

- (1) The earnings is based on the consolidated profit attributable to the owners of the Company for FY2014.
- (2) Includes the earnings as set out in note (1) and the Centrotrade Rubber Group’s aggregate audited net loss attributable to the owners of the Company of US\$41,000 for FY2014.
- (3) For comparative purpose, the number of the Company’s Shares as at 30 June 2015 of 421,000,000 has been used.
- (4) Translated at the average exchange rate of US\$1.00: S\$1.2695 (being the Group’s average exchange rate for FY2014).

### 3.2.2 NTA

NTA	As at 31 December 2014	After completion of the Centrotrade Acquisition
Consolidated NTA (US\$'000)	(37,242) <sup>(1)</sup>	(32,444) <sup>(2)</sup>
Number of Shares ('000)	421,000 <sup>(3)</sup>	421,000 <sup>(3)</sup>
Adjusted NTA per share (US cents)	(8.85)	(7.71)
Adjusted NTA per share (S\$ cents) <sup>(4)</sup>	(11.23)	(9.78)

Notes:

- (1) Based on the Group’s consolidated NTA as at 31 December 2014.
- (2) Includes the NTA as set out in note (1), the Centrotrade Rubber Group’s audited NTA of US\$4.8 million as at 31 December 2014 and the Purchase Consideration.

- (3) For comparative purpose, the number of the Company's Shares as at 30 June 2015 of 421,000,000 has been used.
- (4) Translated at the Group's exchange rate of US\$1.00: S\$1.2695 as at 31 December 2014.

### 3.2.3 NAV

NAV	As at 31 December 2014	After completion of the Centrotech Acquisition
Consolidated NAV (US\$'000)	160,531 <sup>(1)</sup>	165,329 <sup>(2)</sup>
Number of Shares ('000)	421,000 <sup>(3)</sup>	421,000 <sup>(3)</sup>
Adjusted NAV per share (US cents)	38.13	39.27
Adjusted NAV per share (S\$ cents) <sup>(4)</sup>	48.41	49.85

Notes:

- (1) Based on the Group's consolidated NAV as at 31 December 2014.
- (2) Includes the NAV as set out in note (1), the Centrotech Rubber Group's audited NAV of US\$4.8 million as at 31 December 2014 and the Purchase Consideration.
- (3) For comparative purpose, the number of the Company's Shares as at 30 June 2015 of 421,000,000 has been used.
- (4) Translated at the Group's exchange rate of US\$1.00: S\$1.2695 as at 31 December 2014.

## 4. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the date hereof, none of the Directors and to the best of the Directors' knowledge, none of the substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Centrotech Acquisition, other than that arising from their respective shareholdings in the Company, if any.

## 5. CAUTIONARY STATEMENT

Shareholders and potential investors should exercise caution when trading in the Company's shares, and where in doubt as to the action they should take, they should consult their financial, tax or other advisors.

By Order of the Board

Pascal Demierre  
Executive Director  
30 June 2015