

THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS FAT RELATES TO THE OFFER DOCUMENT DATED 25 JULY 2016 ("OFFER DOCUMENT") ISSUED IN RELATION TO THE OFFER (AS DEFINED BELOW). UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAT BEAR THE SAME MEANING ASCRIBED IN THE OFFER DOCUMENT.

IF YOU ARE A RESIDENT OF OR ARE LOCATED IN A JURISDICTION OUTSIDE OF SINGAPORE OR IF YOU ARE A CUSTODIAN OR TRUSTEE FOR OR NOMINEE OF SUCH A PERSON, YOU ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS SHAREHOLDERS" IN THE OFFER DOCUMENT.

**MANDATORY CONDITIONAL CASH OFFER ("OFFER") BY AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED, SINGAPORE BRANCH ("ANZ"), FOR AND ON BEHALF OF SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD. ("OFFEROR"), TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES (OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR CONCERT GROUP) ("OFFER SHARES") IN THE CAPITAL OF HALCYON AGRI CORPORATION LIMITED ("COMPANY")**

FOR OFFICIAL USE		
Number of Offer Shares	Price	Total Consideration
	S\$0.75 in cash for each Offer Share	

**FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES**

(THIS FAT NEED NOT BE SUBMITTED TO BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD. IF YOU DO NOT WISH TO ACCEPT THE OFFER)

I/We, _____	(Full name of Shareholder and joint Shareholder(s), if any)
of _____	(Address)
Telephone No. (Office/Home): _____	

do hereby transfer to the Offeror

_____ Offer Shares comprised in share certificate(s) no.(s) _____ (insert number of Offer Shares and share certificate(s) no(s)). If no number is inserted, or if the number inserted exceeds the number of Offer Shares represented by the attached share certificate(s), then the acceptance will be deemed to be in respect of the total holding of the Shareholder(s) comprised in the share certificate(s) accompanying this FAT.
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**The consideration for acceptance of the Offer is the Offer Price, being S\$0.75 in cash for each Offer Share, as stated in the Offer Document.**

**My/Our acceptance of the Offer at the Offer Price is unconditional.**

**Acceptance.** My/Our execution of this FAT shall constitute my/our acceptance of the Offer made by ANZ, for and or behalf of the Offeror, upon the terms and conditions contained in the Offer Document and, subject to the terms and conditions of the Offer, my/our acceptance is irrevocable.

**Assistance.** I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the above-mentioned Offer Shares to the Offeror, and in connection with this FAT, and to enable the Offeror to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Offer Shares as specified in the Offer Document.

**Warranty.** I/We unconditionally and irrevocably warrant that the Offer Shares in respect of which the Offer is accepted by me/us are, and when transferred to the Offeror, will be (a) fully paid, (b) free from all Encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights, distributions, returns of capital and any other entitlements (if any) which may be declared, paid or made thereon by the Company, on or after the Offer Announcement Date.

**Authorisation – Transfer.** I/We irrevocably authorise any person nominated in writing by the Offeror to date this FAT and to complete the particulars of the Transferee (who may be the Offeror or any person nominated by the Offeror) on my/our behalf.

**Authorisation – Settlement.** I/We irrevocably authorise and direct the Offeror or its agent to send the consideration payable to me/us or any other documents (including share certificates) which may be returned to me/us to the address stated above or, if none is stated, to me/us (or in the case of joint accepting Shareholders, to the one first named in the Register) at the relevant address set out in the Register, by ordinary post at my/our own risk.

**If you wish to accept the Offer, please sign below.**

**FOR INDIVIDUAL SHAREHOLDER(S)**

Signed, sealed and delivered by the above-named Shareholder in the presence of:-	
Witness' Signature: _____ )	
Name: _____ )	
NRIC/Passport No.: _____ )	
Address: _____ )	
Occupation: _____ )	_____ Signature of Shareholder/first-name joint Shareholder

Signed, sealed and delivered by the above-named joint Shareholder (if any) in the presence of:	
Witness' Signature: _____ )	
Name: _____ )	
NRIC/Passport No.: _____ )	
Address: _____ )	
Occupation: _____ )	_____ Signature of joint Shareholder (if any)

**FOR CORPORATE SHAREHOLDER**

The Common Seal of the above-named Shareholder was hereunto affixed in the presence of:	
_____ )	
Director )	
_____ )	
Director/Secretary )	

**Notes:-**

- (a) A husband must not witness the signature of his wife and vice versa.
- (b) In the case of joint shareholdings, this FAT must be signed by all joint Shareholders.
- (c) In the case of a corporation, this FAT must be executed under its common seal, the seal being affixed and witnessed in accordance with its Memorandum and Articles of Association and/or other constitutive documents and/or other regulations. If a corporation does not by the law of the country of its incorporation require a common seal to execute this FAT, this FAT may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Offeror. The Offeror will be entitled to call for such evidence of due execution or authority as it may think fit.

FOR OFFICIAL USE	
The Transferee hereby accepts the transfer of the number of Offer Shares as specified or comprised in this FAT subject to the terms and conditions in the Offer Document. The Common Seal of the Transferee was hereunto affixed in the presence of:	
_____ )	
Director )	
_____ )	
Director/Secretary )	

## INSTRUCTIONS

This FAT is for the use of Shareholders who wish to accept the Offer in respect of all or part of their total holding of Offer Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited ("CDP"). This FAT and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptances are set out in Appendix 2 to the Offer Document.

This FAT has been sent to you on the understanding that all your Offer Shares are registered in your name. If, however, your Offer Shares are held on your behalf by CDP and you wish to accept the Offer in respect of some or all of those Offer Shares, you should complete, sign and return at your own risk, the Form of Acceptance and Authorisation for Offer Shares ("FAA") in accordance with the instructions printed thereon. A copy of the FAA may be obtained upon production of satisfactory evidence that you are a Shareholder from **The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588.**

1. If you wish to accept the Offer, this FAT must be completed and signed strictly in the manner set out on page 1 of this FAT and in accordance with the provisions and instructions of the Offer Document and then forwarded with the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, either **by hand to Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623** or **by post**, in the enclosed pre-addressed envelope at your own risk to **Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, in either case so as to arrive NOT LATER THAN 5.30 P.M. ON 22 AUGUST 2016 ("Closing Date")**. If your share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror is/are not readily available or is/are lost, this FAT should nevertheless be completed and returned by the aforesaid time and the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror forwarded to **Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623**, as soon as possible thereafter but in any event before 5.30 p.m. on the Closing Date. The consideration for the Offer Shares in the form of cheques will not be despatched until these documents or satisfactory indemnities and appropriate statutory declarations are received. Notwithstanding the aforesaid, the Offeror, ANZ and/or the Registrar will be entitled to reject any acceptances of the Offer which do not comply with the provisions and instructions contained in the Offer Document and in this FAT or which are not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which are otherwise incomplete, incorrect or invalid in any respect. It is your responsibility to ensure that this FAT is properly completed in all respects. Any decision to reject this FAT on the ground that it has been incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and none of the Offeror, ANZ and the Registrar accepts any responsibility or liability in relation to such a decision, including the consequences thereof.
2. If your Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror together with this FAT, accompanied by transfer form(s), duly completed and executed by the registered Shareholder(s) and stamped, with the particulars of the Transferee left blank (to be completed by the Offeror or a person authorised by it).
3. If you hold share certificate(s) in respect of the Offer Shares beneficially owned by you and you wish to accept the Offer, you should not deposit your share certificate(s) with CDP during the period commencing on the date of the Offer Document and ending on the Closing Date (both dates inclusive).
4. If you deposit the share certificate(s) in respect of the Offer Shares beneficially owned by you with CDP during this period, your Securities Account may not be credited with the relevant number of Offer Shares in time for you to accept the Offer.
5. **Please do not date this FAT or insert the name of the Transferee. This will be done on your behalf by a person nominated by the Offeror.**
6. If a Shareholder is away from home, for example, abroad or on holiday, this FAT should be sent by the quickest means (for example, express air mail) to the Shareholder for execution, or if he has executed a Power of Attorney, this FAT may be signed by the Attorney but the signature must be accompanied by a statement reading "**signed under Power of Attorney which is still in force, no notice of revocation having been received**". In the latter case, the original Power of Attorney or a certified true copy thereof should be lodged with this FAT for noting. No other signatures are acceptable.
7. If the sole Shareholder is deceased and if:-
  - (a) the Grant of Probate or Letters of Administration has been registered with the Registrar, this FAT must be signed by all the personal representative(s) of the deceased and lodged with **Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623**; or
  - (b) the Grant of Probate or Letters of Administration has not been registered with Boardroom Corporate & Advisory Services Pte. Ltd., all the personal representative(s) of the deceased must go to personally together to register and lodge the original Grant of Probate or Letters of Administration. However, the original Grant of Probate or Letters of Administration must be lodged with **Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623** before the personal representative(s) of the deceased can be registered as transferor(s).
8. If one of the joint Shareholders is deceased, this FAT must be signed by all the surviving joint Shareholder(s) and lodged with **Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623**, accompanied by the Death Certificate, Grant of Probate or Letters of Administration in respect of the deceased Shareholder.
9. If your name or other particulars are shown incorrectly on the share certificate(s) accompanying this FAT, please carry out the following steps:
  - (a) **Incorrect name.** Please complete this FAT with the correct name and lodge it accompanied by a statutory declaration or a letter from your bank or solicitor confirming that the person described on the share certificate(s) and the person who signed this FAT are one and the same;
  - (b) **Incorrect address.** Please write the correct address on this FAT; and
  - (c) **Change of name.** If you have changed your name, please lodge your Marriage Certificate or the Deed Poll with this FAT for noting.
10. Lodgement of this FAT with **Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623**, duly completed and signed, together with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) required by the Offeror, shall be conclusive evidence in favour of the Offeror and the Registrar of the right and title of the person signing it to deal with the same and with the Offer Shares to which it relates.
11. This FAT must be sent in its entirety by hand or by post (in the enclosed pre-addressed envelope at your own risk) to **Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623** duly completed and signed in accordance with these instructions, together with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant documents required by the Offeror, and no part may be detached or otherwise mutilated.
12. By completing and delivering this FAT, you agree that the agreement arising from the acceptance of the Offer by you shall be governed by, and construed in accordance with, the laws of Singapore and that you submit to the exclusive jurisdiction of the Singapore courts. Unless expressly provided to the contrary in this FAT or the Offer Document, a person who is not a party to any contracts made pursuant to the Offer, this FAT and the Offer Document has no right under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
13. **No acknowledgement of the receipt of this FAT, share certificate(s), other document(s) of title, transfer forms and/or other relevant document(s) required by the Offeror will be given by the Offeror or the Registrar and all communications, notices, certificates, documents and remittances to be delivered will be sent by ordinary post, at the risk of the person(s) entitled thereto. Settlement of the consideration under the Offer cannot be made until all relevant documents have been properly completed and lodged with Sinochem International (Overseas) Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.**