

# HALCYON AGRI CORPORATION LIMITED

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

## PROPOSED ACQUISITION OF FOUR (4) INDONESIAN RUBBER PROCESSING FACTORIES – EXECUTION OF CSPA

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 (as defined below).

### 1. EXECUTION OF CONDITIONAL SALE AND PURCHASE AGREEMENT

1.1 The Board of Directors (the “**Board**”) of Halcyon Agri Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that following the Company’s announcements dated 7 December 2017 and 1 January 2018 (the “**Announcements**”), a conditional sale and purchase agreement (the “**CSPA**”) in respect of the proposed acquisition of 100% equity interest in PT. Sumber Djantin (“**PTSD**”) and PT. Sumber Alam (“**PTSA**”) (collectively, the “**Targets**”) by the Company’s subsidiaries, Anson Company (Private) Limited (“**Anson**”) and PT. Hok Tong (“**Hok Tong**”) (collectively, the “**Purchasers**”) from (i) Mr Liauw Chiang Sioe and (ii) Mr Sjahrir Iskandar (collectively, the “**Vendors**”) (the “**Proposed Acquisition**”) had been executed on 12 January 2017.

1.2 Please refer to the Announcements for the following information on the Proposed Acquisition:

- (a) information relating to the Targets;
- (b) assets of the Targets;
- (c) the rationale for the Proposed Acquisition; and
- (d) Conditions Precedent.

### 2. PRINCIPAL TERMS OF THE SPA

#### 2.1 Completion

Completion of the Proposed Acquisition is conditional upon the fulfilment (or waiver) of the Conditions Precedent, and shall take place on or before 31 March 2018 or such other date as agreed by the Purchasers and the Vendors in writing (the “**Completion**”).

#### 2.2 Sale Shares

The Proposed Acquisition involves the purchase of 100% of the issued and paid-up shares in PTSD and PTSA by Anson and Hok Tong, in the following proportion:

Targets	Total number of issued shares	Purchasers	
		Anson	Hok Tong
PTSD	182,408	1,824 (representing 1% of total issued shares)	180,584 (representing 99% of total issued shares)
PTSA	94,414	944 (representing 1% of total issued shares)	93,470 (representing 99% of total issued shares)

## 2.3 Purchase Consideration

- 2.3.1 Subject to the due diligence findings, the purchase consideration for 100% equity interest in the Targets is S\$105,263,000 (equivalent to approximately US\$79,228,511 based on the exchange rate of S\$1.00 to US\$1.3286 as at 12 January 2018) (the “**Purchase Consideration**”).
- 2.3.2 Pursuant to the CSPA, the Purchase Consideration will be paid by the Purchasers in two (2) tranches as follows:
- (a) within two (2) business days of execution of the SPA, a deposit of 10% of the Purchase Consideration which is equivalent to S\$10,526,300 (the “**Deposit**”); and
  - (b) the balance amount of S\$94,736,700 shall be paid to Vendors on Completion.
- 2.3.3 The Purchase Consideration was determined on a willing-buyer and willing-seller basis, after arm’s length negotiations, and taking into account the rationale for and benefits of the Proposed Acquisition as stated in the Announcements.
- 2.3.4 The Purchase Consideration will be satisfied by cash and fully funded through existing internal resources.

## 3. FURTHER INFORMATION

### 3.1 Discloseable Transaction

Legal, finance and tax due diligence shall commence after the payment of the Deposit and the Company would disclose the information as required under Rule 1010 of the Listing Manual of the SGX-ST, as soon as the financial information of the Targets are available to the Company pursuant to the due diligence exercise to be undertaken by Hok Tong in accordance with the CSPA.

### 3.2 Document for Inspection

Copy of the CSPA is available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the registered office of the Company at 250 North Bridge Road, #12-01 Raffles City Tower, Singapore 179101 for a period of three (3) months commencing from the date of this announcement.

- 3.3 The Company shall make further announcement(s) as and when there are material developments to the Proposed Acquisition.

## 4. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

As at the date hereof, none of the Directors and to the best of the Directors’ knowledge, none of the controlling shareholder of the Company or their respective associates has any interest, direct or indirect, in the Proposed Acquisition, other than that arising from their respective shareholdings and/or directorships, as the case may be, in the Company.

## 5. CAUTIONARY STATEMENT

Shareholders and potential investors should exercise caution when trading in the Company’s securities, 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  
15 January 2018