



HALCYON AGRI CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200504595D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of **HALCYON AGRI CORPORATION LIMITED** (the “Company”) will be held at RELC International Hotel, 30 Orange Grove Road (Off Orchard Road), Singapore 258352 on 2 June 2016 at 9.30 a.m., for the purpose of considering, and if thought fit, passing with or without modification(s), the resolutions as set out below. All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 16 May 2016 to the Company’s shareholders (the “Circular”).

ORDINARY RESOLUTIONS

1. RESOLUTION 1:

PROPOSED ACQUISITION OF ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF GMG GLOBAL LTD BY WAY OF A PRE-CONDITIONAL VOLUNTARY GENERAL OFFER

THAT the acquisition by the Company (or its wholly-owned subsidiary) of all the issued and paid-up share capital of GMG Global Ltd (“**GMG Shares**”) (other than those already owned, controlled or agreed to be acquired by the Company and parties acting in concert with the Company) by way of a pre-conditional voluntary general offer (the “**GMG VGO**”), on the terms set out in the Implementation Agreement dated 28 March 2016 entered into between the Company and Sinochem International (Overseas) Pte. Ltd. (“**SIO**”) (the terms and conditions of the GMG VGO and/or Implementation Agreement as may be amended, modified or supplemented from time to time as the Directors may deem appropriate and as may be permitted under the Singapore Code on Take-overs and Mergers and all other laws and regulations applicable to the GMG VGO (“**Applicable Laws**”)), be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given to the Company to undertake the GMG VGO in accordance with Applicable Laws;
- (b) approval be and is hereby given to the Company to allot and issue new fully paid-up ordinary shares in the capital of the Company as consideration for the GMG VGO; and
- (c) the Directors of the Company and each of them be and is hereby authorised to do all such acts and things, and sign and execute all such documents and instruments (including approving and amending the terms of the GMG VGO in accordance with Applicable Laws, and any agreements, instruments, filings, notices, announcements, or disclosures, including ancillary agreements and documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the GMG VGO.

2. RESOLUTION 2:

PROPOSED ACQUISITION OF THE NATURAL RUBBER PROCESSING FACILITIES AND TRADING BUSINESS FROM SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD.

THAT the acquisition by the Company (or its wholly-owned subsidiary) of the NR Assets through the NR Assets Holdco (as set out in Section 2.5 of the Circular) on the terms and conditions of the Share Sale Agreement dated 28 March 2016 entered into between the Company and Sinochem International (Overseas) Pte. Ltd. in relation to the NR Assets (the “**Share Sale Agreement**”) (the terms and conditions of the Share Sale Agreement as may be amended, modified or supplemented from time to time as the Directors may deem appropriate or in the interests of the Company) be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given for the Company to acquire the NR Assets;
- (b) approval be and is hereby given to the Company to allot and issue new fully paid-up ordinary shares in the capital of the Company as consideration for the acquisition of the NR Assets in accordance with the Share Sale Agreement; and
- (c) the Directors of the Company and each of them be and is hereby authorised to do all such acts and things, and sign and execute all such documents and instruments (including approving and amending the terms of the Share Sale Agreement, and any agreements, instruments, filings, notices, announcements, or disclosures, including ancillary agreements and documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to this resolution.

BY ORDER OF THE BOARD

Pascal Demierre
Director
16 May 2016
Singapore

Notes:

1. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM in his stead.
2. Pursuant to Section 181 of the Act, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend, speak and vote at the EGM. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Act.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy must be deposited at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the EGM.

General:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing proxy or proxies, and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);
- (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure of such individual’s personal data for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.