

HALCYON AGRI CORPORATION LIMITED

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

MANDATORY CONDITIONAL CASH OFFER BY SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD. TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF HALCYON AGRI CORPORATION LIMITED

– DESPATCH OF OFFEREE CIRCULAR

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 Company's announcement dated 18 July 2016 relating to the Offer (the "**Announcement**").

1. DESPATCH OF OFFEREE CIRCULAR

Further to the Announcement, the Board of Directors (the "**Board**") of Halcyon Agri Corporation Limited (the "**Company**" or "**HAC**") wishes to inform the shareholders that the Offeree Circular dated 25 July 2016 containing, *inter alia*:

- (a) the advice of Xandar Capital Pte. Ltd. (the "**IFA**"), the independent financial adviser to the Non-Interested Directors; and
- (b) the recommendation of the Non-Interested Directors in respect of the Offer,

has been despatched to shareholders today.

A copy of the Offeree Circular is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

Shareholders are advised to read and consider the Offeree Circular (in particular, the advice of the IFA to the Non-Interested Directors, as well as the recommendation of the Non-Interested Directors) carefully. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Shareholders who do not receive the Offeree Circular within one (1) week from the date hereof may obtain a copy from the office of the share registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**"), during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5:30 p.m. (Singapore time) on the Closing Date (as defined below), at the following address:

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

2. OVERSEAS SHAREHOLDERS

The Offeree Circular and any related documents may not be sent to certain Shareholders whose addresses are outside Singapore (the "**Overseas Shareholders**") due to the potential restrictions on sending such documents to overseas jurisdictions. Any affected Overseas Shareholder may, nonetheless, obtain a copy of the same during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5:30

p.m. (Singapore time) on the Closing Date, from the office of the Share Registrar as mentioned above. Alternatively, any Overseas Shareholder may write to the Share Registrar at the aforementioned address to request for the Offeree Circular and any related documents to be sent to an address in Singapore by ordinary post at his own risk (the last date for despatch in respect of such request shall be a date falling three (3) Market Days prior to the Closing Date).

3. CLOSING DATE

Shareholders should note that as stated in the announcement dated 25 July 2016 made by ANZ for and on behalf of the Offeror regarding the despatch of Offer Document, the acceptances of the Offer must be received by no later than the Closing Date, being 5.30 p.m. (Singapore time) on 22 August 2016. The Offeror does not intend to extend the Offer beyond the Closing Date, and the terms of the Offer will not be revised.

4. RESPONSIBILITY STATEMENT BY THE DIRECTORS

The Directors of the Company (including those who may have delegated detailed supervision of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that, as at the date hereof, to the best of their knowledge and belief, the facts stated and all opinions expressed in this announcement are fair and accurate. The Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board of Directors

Pascal Demierre
Executive Director
25 July 2016