

PRE-CONDITIONAL MANDATORY CONDITIONAL CASH OFFER

by

**AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED,
SINGAPORE BRANCH**



(Australian Company No.:005357522)
(Incorporated in Australia)

for and on behalf of

SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD.

(Company Registration No.: 200305994Z)
(Incorporated in the Republic of Singapore)

a direct wholly-owned subsidiary of

SINOCHEM INTERNATIONAL CORPORATION

(Company Registration No.: 913100007109235395)
(Incorporated in the People's Republic of China)

to acquire all the issued and paid-up ordinary shares in the capital of

HALCYON AGRI CORPORATION LIMITED

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

other than those already owned, controlled or agreed to be acquired by
Sinochem International (Overseas) Pte. Ltd. and parties acting in concert with it

1. INTRODUCTION

Reference is made to the pre-conditional mandatory conditional cash offer announcement dated 28 March 2016 for HAC Shares by ANZ for and behalf of the Offeror ("**Pre-Con Announcement**").

Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed in the Pre-Con Announcement.

2. SATISFACTION OF ALL CONDITIONS PRECEDENT AND COMPLETION OF VENDOR SPAS EXPECTED ON FRIDAY, 15 JULY 2016

The Offeror is pleased to announce fulfillment of all the Conditions Precedent to the Vendor SPAs, and in accordance therewith, expect to proceed to completion of the Vendor Shareholders Sale on **Friday, 15 July 2016**, being the date as agreed between the relevant parties (in accordance with the Vendor SPAs).

On completion thereof, the Offeror will own an aggregate of 180,439,576 HAC Shares, representing approximately 30.07% of the total number of issued HAC Shares,¹ and in compliance with its obligations under Rule 14 of the Code, shall make the HAC MGO.

The HAC MGO is therefore expected to be made on Friday, 15 July 2016.

HAC Shareholders should note that completion under each of the Vendor SPAs has not yet taken place, and accordingly the HAC MGO has not been triggered. The HAC MGO will only be launched after the Vendor Shareholders Sale has been completed. HAC Shareholders and potential investors are advised to exercise caution when dealing in their HAC Shares, pending announcement of the HAC MGO, and when in doubt as to the action they should take, they should consult their financial, tax or other advisors.

3. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources (including, without limitation, in relation to the HAC Group), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

Issued by
Australia and New Zealand Banking Group Limited, Singapore Branch

For and on behalf of
Sinochem International (Overseas) Pte. Ltd.

9 July 2016

Any enquiries relating to this announcement or the Offer should be directed to the following:

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¹ Unless otherwise stated, references in this announcement to the total number of issued HAC Shares are based on 600,092,000 HAC Shares in issue (based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on the date of this announcement).