

# HALCYON AGRI CORPORATION LIMITED

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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of Halcyon Agri Corporation Limited (the "Company") will be held at RELC International Hotel, Meeting Room 603/604, 30 Orange Grove Road (Off Orchard Road), Singapore 258352 on Tuesday, 23 April 2013 at 10.00 a.m. for the purpose of transacting the following business:

### ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To approve a first and final tax exempt (one-tier) dividend of 1.0 Singapore cent (S\$0.01) per ordinary share in respect of the financial year ended 31 December 2012. **(Resolution 2)**
- To re-elect Mr Robert Gunther Meyer who is retiring pursuant to Article 91 of the Articles of Association of the Company.  
*Mr Robert Gunther Meyer will, upon re-election as a Director of the Company, remain as Executive Chairman and Chief Executive Officer, and a member of the Nominating Committee.* **(Resolution 3)**
- To re-elect Mr Alan Rupert Nisbet who is retiring pursuant to Article 97 of the Articles of Association of the Company.  
*Mr Alan Rupert Nisbet will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and Remuneration Committee, and a member of the Nominating Committee. He will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "Catalist Rules")* **(Resolution 4)**
- To re-elect Mr Khoo Boo Teck Randolph who is retiring pursuant to Article 97 of the Articles of Association of the Company.  
*Mr Khoo Boo Teck Randolph will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.* **(Resolution 5)**
- To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may be properly transacted at an annual general meeting.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

- Authority to Allot and Issue Shares** **(Resolution 7)**  
THAT pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act") and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:  
(I) (a) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or  
(b) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and  
(II) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of such issuance of Shares,

#### PROVIDED THAT:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
  - new Shares arising from the conversion or exercise of any convertible securities;
  - new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Articles of Association for the time being of the Company; and
- the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note]

- Approval for the Shareholders' Mandate for Interested Person Transactions.** **(Resolution 8)**

THAT for the purposes of Chapter 9 of the Catalist Rules:

- approval be and is hereby given for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the transactions falling within the categories of interested person transactions as set out in paragraph 3.3 of the Company's appendix to shareholders dated 8 April 2013 (the "Appendix"), with any party who is of the class of interested persons described in the Appendix, provided that such interested person transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for interested person transactions as set out in paragraph 3.5 of the Appendix (the "General Mandate");
- the General Mandate shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company; and
- the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the General Mandate and/or this Resolution.

[See Explanatory Note]

By Order of the Board

Teo Meng Keong  
Company Secretary  
Singapore  
8 April 2013

### Explanatory Notes:

#### Resolution 7

The Resolution 7, if passed, will empower the Directors of the Company, effective from the conclusion of the next AGM until the conclusion of the next AGM of the Company, or the date by which the above AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares and convertible securities in the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution 7, for such purposes as the Directors may consider would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may allot and issue under this Resolution 7 would not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) at the time of passing of this Resolution 7. For the issue and allotment of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued and allotted shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) at the time of passing of this Resolution 7.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution 7 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding and/or subsisting at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's Shares.

#### Resolution 8

The Resolution 8, if passed, will authorise the Company, its subsidiaries and associate companies that are entities at risk (as defined in Chapter 9 of the Catalist Rules) or any of them, to enter into certain interested person transactions with certain classes of interested persons as described in the Appendix. This authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. More details on the General Mandate is set out in the Appendix.

#### Notes:

- A member of the Company entitled to attend and vote at the AGM of the Company is entitled to appoint not more than two proxies to attend in his stead. A proxy need not be a member of the Company.
- Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- 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 AGM.

## NOTICE OF BOOK CLOSURE DATE FOR DIVIDEND

**NOTICE IS HEREBY GIVEN** that subject to the approval of shareholders to the first and final dividend being obtained at the forthcoming Annual General Meeting ("AGM"), the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2013 for the purpose of determining shareholders' entitlements to the proposed first and final dividend.

Duly stamped and completed transfers received by our Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5 p.m. on 8 May 2013 will be registered to determine shareholders' entitlements to the proposed first and final dividend. Members of the Company whose Securities Accounts with The Central Depository (Pte) Limited ("CDP") are credited with the shares of the Company as at 5 p.m. on 8 May 2013 will be entitled to such proposed dividend. The said first and final dividend will be paid by the Company to CDP which will distribute the dividends to holders of the securities accounts.

The first and final dividend, if approved by Members of the Company at the forthcoming AGM, will be paid on 22 May 2013.

By Order of the Board

Teo Meng Keong  
Company Secretary  
Singapore  
8 April 2013

*The Company was listed on Catalist of the Singapore Exchange Securities Trading Limited (the “SGXST”) on 1 February 2013. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”).*

*This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Mr Mark Liew, Managing Director, Corporate Finance, at 20 Cecil Street, #21-02 Equity Plaza, Singapore 049705, telephone (65) 6229 8088.*