

# HALCYON AGRI

## 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 12 December 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### ORDINARY RESOLUTIONS

##### 1. RESOLUTION 1:

**PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF JFL AGRO PTE. LTD. UNDER CHAPTERS 9 AND 10 OF THE LISTING MANUAL SECTION B: RULES OF CATALIST (THE “CATALIST RULES”) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 26,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“SHARES”) AS PART OF THE PURCHASE CONSIDERATION**

THAT the acquisition by the Company (or such nominee of the Company) of the entire issued and paid up capital of JFL Agro Pte. Ltd. (the “Target Company”) from Forlenza Investments Limited, Jewel Castle Limited and Laveyne Limited (“LL”) (collectively the “Vendors”) for aggregate purchase consideration of RM143,224,750 (the “Proposed Acquisition”), under the terms and conditions of the conditional share sale and purchase agreement dated 6 November 2013 entered into between the Company and the Vendors (the “CSPA”) be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given to the Company to undertake the Proposed Acquisition in accordance with the CSPA;
- (b) in connection with the Proposed Acquisition and for the purpose of Chapter 9 of the Catalist Rules of the SGX-ST, 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 the Proposed Acquisition as an interested person transaction as set out in Section 2.8 of the Company’s circular to shareholders dated 27 November 2013 (the “Circular”);
- (c) for the purpose of Chapter 10 of the Catalist Rules, approval be and is hereby given for the Company to acquire the Target Company, which is loss making based on its latest audited consolidated financial statements for the financial year ended 31 March 2013;
- (d) approval be and is hereby given to the Company to issue and allot 26,000,000 Shares (“Consideration Shares”) based on the issue price of S\$0.72 per Consideration Share to the Vendors, out of which 6,500,000 Consideration Shares are to be issued to LL, an associate of the Company’s controlling shareholder, Dato’ Lynette Le Mercier, as partial consideration for the Proposed Acquisition in the manner described in the Circular; and
- (e) the Directors of the Company and each of them be and are hereby authorised and empowered 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 Proposed Acquisition.

##### 2. RESOLUTION 2:

**PROPOSED ALLOTMENT AND ISSUANCE OF 12,500,000 NEW SHARES TO CREDENCE CAPITAL FUND II (CAYMAN) LIMITED**

THAT for the purposes of Rule 812(1) and Rule 812(2) of the Catalist Rules, the proposed placement of up to 12,500,000 new ordinary shares in the capital of the Company (“Placement Shares”) based on the issue price of S\$0.72 per Placement Share (the “Proposed Credence Placement”) under the terms and conditions of the placement agreement dated 6 November 2013 entered into between the Company and Credence Capital Fund II (Cayman) Limited (the “Credence Placement Agreement”) be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given for the Company to undertake the Proposed Credence Placement in accordance with the Credence Placement Agreement, and
- (b) the Directors of the Company and each of them be and are hereby authorised and empowered 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 Proposed Credence Placement.

#### BY ORDER OF THE BOARD

Teo Meng Keong  
Company Secretary  
27 November 2013  
Singapore

#### Notes:

1. A member of the Company entitled to attend and vote at the EGM 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.
2. 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.
3. 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.
4. The instrument appointing a proxy must be deposited at the Company’s Registered Office at 250 North Bridge Road, #12-01 Raffles City Tower, Singapore 179101, not less than 48 hours before the time appointed for holding the EGM.

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*The Company was listed on Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) 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.*