

HALCYON AGRI
HALCYON AGRI CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 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 4 August 2014 at 10.00 a.m., for the purpose of considering, and if thought fit, passing with or without modifications, 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 18 July 2014 to the Shareholders (the "**Circular**").

Shareholders should note that the passing of Ordinary Resolution 1 and Ordinary Resolution 2 set out in this Notice are inter-conditional. As such, if any one of Ordinary Resolution 1 and Ordinary Resolution 2 is not passed, none of Ordinary Resolution 1 and Ordinary Resolution 2 would be carried.

ORDINARY RESOLUTIONS

1. RESOLUTION 1:

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ANSON COMPANY (PRIVATE) LIMITED UNDER CHAPTER 10 OF THE LISTING MANUAL SECTION B: RULES OF CATALIST (THE "CATALIST RULES") OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST")

THAT contingent upon the passing of Ordinary Resolution 2, the acquisition by the Company's wholly owned subsidiary, Halcyon Rubber Company Pte. Ltd. (the "**Purchaser**" or "**HRC**") of the entire issued and paid-up share capital of Anson Company (Private) Limited for an aggregate purchase consideration of S\$450,000,000 (the "**Proposed Acquisition**"), under the terms and conditions of the sale and purchase agreement dated 11 July 2014 entered into between the Purchaser and Selat (Pte) Limited, Singapore Investments (Pte) Limited and Lee Latex (Pte) Limited (the "**SPA**") be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given to the Purchaser to undertake the Proposed Acquisition in accordance with the SPA; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Acquisition) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Acquisition.

2. RESOLUTION 2:

ESTABLISHMENT OF A JOINT INVESTMENT AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES (THE "PROPOSED JOINT INVESTMENT")

THAT contingent upon the passing of Ordinary Resolution 1, for the purpose of Chapter 9 of the Catalist Rules of the SGX-ST, the establishment of the Proposed Joint Investment under the terms and conditions of the Subscription and Shareholders' Agreement dated 11 July 2014 entered into between the Company, HRC and Angsana Capital Ltd. (the "**Subscription and Shareholders' Agreement**") be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given for the Company to undertake the Proposed Joint Investment in accordance with the Subscription and Shareholders' Agreement;
- (b) in connection with the Proposed Joint Investment 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 Joint Investment as an interested person transaction as set out in paragraph 3.1 of the Circular;
- (c) in connection with the Subscription and Shareholders' Agreement and for the purpose of Rule 812 of the Catalist Rules of the SGX-ST, approval be is hereby given for the allotment and issuance by the Company of new ordinary shares to Angsana Capital Ltd. and/or its associates (the "**Issuance of Shares**") on and subject to the terms and conditions of the Purchase Offer;
- (d) in connection with the Issuance of Shares and for the purpose of Rule 803 of the Catalist Rules of the SGX-ST, approval be and is hereby given for the Issuance of Shares which constitutes a transfer of controlling interest in the Company from Dato' Lynette Le Mercier to Mr Robert Gunther Meyer and/or his associates; and
- (e) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Joint Investment) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Joint Investment.

3. RESOLUTION 3:

PROPOSED CHANGE OF AUDITORS

THAT the appointment of Messrs Ernst & Young LLP ("**Ernst & Young**") as independent auditors of the Company in place of Messrs Deloitte & Touche LLP be and is hereby approved, and in connection with the appointment:

- (a) Ernst & Young shall hold office until the conclusion of the next annual general meeting of the Company, at a fee and on such terms to be agreed between the Company and Ernst & Young; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the change of auditors) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the change of auditors and/or the appointment of Ernst & Young as the Company's auditors.

[See Explanatory Note]

BY ORDER OF THE BOARD

Teo Meng Keong
Company Secretary
18 July 2014
Singapore

Explanatory Note:

Resolution 3

- (a) Deloitte & Touche LLP ("**Deloitte**") has confirmed by way of their letter dated 15 July 2014, that they are not aware of any professional reasons why Ernst & Young should not accept appointment as auditors of the Company.
- (b) The Company confirms that there were no disagreements with Deloitte on accounting treatments within the last twelve (12) months from the date of the Circular.
- (c) The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular.
- (d) The reasons for the Proposed Change of Auditors are disclosed in paragraph 6.1 of the Circular. The Proposed Change of Auditors is not due to the dismissal of Deloitte, or due to Deloitte declining to stand for election.
- (e) The Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of Ernst & Young as its auditors.

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 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.
5. Mr Robert Gunther Meyer and his Associates (as defined in the Catalist Rules) will abstain from voting in respect of Ordinary Resolutions 1 and 2 at the EGM.

*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.