

# HALCYON AGRI CORPORATION LIMITED

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

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## CORRIGENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING AND POXY FORM

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The Board of Directors (the “**Board**”) of Halcyon Agri Corporation Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s Annual General Meeting (“**AGM**”) to be held at RELC International Hotel, 30 Orange Grove Road (Off Orchard Road), Singapore 258352 on Tuesday, 23 April 2019 at 4.00 p.m., and

- (a) the Notice of AGM dated 8 April 2019 despatched to the Company’s shareholders (the “**Shareholders**”) and printed on pages 181 to 184 of the physical copy of the Company’s corporate report for the financial year ended 31 December 2018 (the “**Annual Report 2018**”) (the “**AGM Notice**”); and
- (b) Proxy Form for the AGM (the “**Proxy Form**”) despatched to the Shareholders.

Subsequent to the printing of the physical copy of the Annual Report 2018, AGM Notice and Proxy Form, the Board received the following:

- (i) notice from Mr Raymond John Ferguson that he has decided to retire from office by rotation pursuant to Regulation 91 of the Constitution of the Company, and accordingly has withdrawn his consent to stand for re-election. Mr Ferguson has been appointed as the Non-executive Chairman of HeveaConnect Pte. Ltd. (“**HeveaConnect**”), which spearheads the Group’s digitalisation strategy in developing the world’s first digital marketplace for natural rubber. His decision to step down as the Company’s Director demonstrates an unequivocal statement of impartiality, and commitment to deliver independence in dealings with other investors of HeveaConnect; and
- (ii) notice from Sinochem International (Overseas) Pte. Ltd. (“**Sinochem**”) pursuant to Regulation 95 of the Constitution of the Company requiring the inclusion of a resolution to elect Mr Lam Chun Kai @Lam Chung Kai onto the Board of the Company at the AGM,

(collectively, the “**Notifications**”). Information relating to Mr Lam Chun Kai @Lam Chung Kai pursuant to Appendix 7.4.1 to the Listing Manual of the Singapore Exchange Securities Trading Limited, as submitted to the Company by Sinochem, is set out in **Appendix 1** hereto for Shareholders’ information.

Accordingly, Shareholders’ attention is drawn to the following changes (the “**Amendments**”) to the AGM Notice and Proxy Form pertaining to the Notifications:

1. Item 5 of the AGM Notice, should be amended and read as:

“5. To appoint Mr Lam Chun Kai @Lam Chung Kai as a Director of **(Resolution 5)** the Company pursuant to Regulation 95 of the Constitution of the Company.

To note the retirement of Mr Raymond John Ferguson pursuant to Regulation 91 of the Constitution of the Company.”

2. Explanatory Note for “*Resolution 5: Re-election of Mr Raymond John Ferguson as a Director*” under the AGM Notice, should be amended and read as:

**Resolution 5: Appointment of Mr Lam Chun Kai @Lam Chung Kai as a Director**

Mr Lam Chun Kai @Lam Chung Kai was nominated by Sinochem International (Overseas) Pte. Ltd. pursuant to Regulation 95 of the Constitution of the Company, for election onto the Board of Directors of the Company at the AGM. Please refer to the Company’s announcement made on 8 April 2019 on the SGX-ST for information relating to Mr Lam Chun Kai @Lam Chung Kai, as set out in Appendix 7.4.1 to the Listing Manual.

**Retirement of Mr Raymond John Ferguson as a Director**

Mr Raymond John Ferguson has indicated that he does not wish to seek re-election as a Director of the Company, and he will retire from office at the conclusion of the AGM.

3. Resolution 5 under Ordinary Business in the Proxy Form, should be amended and read as:

Resolution 5	Appointment of Mr Lam Chun Kai @Lam Chung Kai as a Director
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For the avoidance of doubt, in the event that the Company receives any Proxy Form with specific voting instruction for “*Re-election of Mr Raymond John Ferguson as a Director retiring under Article 91*”, the Company shall be entitled to invalidate the voting instruction of such Proxy Form in respect of Resolution 5, and the number of vote(s) represented by such Proxy Form shall not be counted for Resolution 5.

4. Additionally, all references to “Article 91” under the AGM Notice and Proxy Form, should be amended and read as “Regulation 91”.

Save for the Amendments, all other details set out in the Annual Report 2018, AGM Notice and the Proxy Form remain unchanged.

The Amendments have been reflected in the electronic versions of the Annual Report 2018, AGM Notice and Proxy Form, which have been uploaded on the website of Singapore Exchange Securities Trading Limited at <http://www.sgx.com> and are also available at the Company’s website <https://www.halcyonagri.com/investors-media/agm-egm-announcements/>.

By Order of the Board

Pascal Demierre  
Executive Director  
8 April 2019

## Appendix 1

### Information relating to Mr Lam Chun Kai @Lam Chung Kai as set out in Appendix 7.4.1 of the Listing Manual, submitted to the Company by Sinochem International (Overseas) Pte. Ltd.

Date of Appointment	[To be included by the Company] <sup>1</sup>
Date of last re-appointment (if applicable)	N. A.
Name of person	Lam Chun Kai @Lam Chung Kai
Age	71
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	[To be included by the Company] <sup>2</sup>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director
Professional qualifications	MIChemE Chartered Engineer (UK)
Working experience and occupation(s) during the past 10 years	<ol style="list-style-type: none"> <li>1. 2008 to 2011: Venture Director, Shell Eastern Petrochemical Complex</li> <li>2. March 2012 to April 2013: CEO (Interim), Jurong Aromatics Corp, Singapore</li> <li>3. February 2016 to August 2017: CEO, Jurong Aromatics Corp, Singapore</li> <li>4. September 2017 to Present: Retired</li> </ol>
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in <a href="#">Appendix 7.7</a> ) under <a href="#">Rule 720(1)</a> has been submitted to the listed issuer	Yes

<sup>1</sup> Company's comment: Assuming that the resolution for the appointment of Mr Lam Chun Kai @Lam Chung Kai is carried at the AGM, the date of appointment will be 23 April 2019.

<sup>2</sup> Company's comment: Mr Lam Chun Kai @Lam Chung Kai was nominated by Sinochem International (Overseas) Pte. Ltd. pursuant to Regulation 95 of the of the Constitution of the Company, for election onto the Board of Directors of the Company at the AGM.

**Other Principal Commitments\* Including Directorships#**

\* "Principal Commitments" has the same meaning as defined in the Code.

Past (for the last 5 years)	<ol style="list-style-type: none"> <li>1. 2008 to 2015: Board member, Energy Market Authority, Singapore</li> <li>2. 2011 to 2015: Supervisory Board Member, Hertel Group, Netherlands</li> <li>3. 2013 to 2014: Advisor to Chairman, Jurong Aromatics Corp, Singapore</li> <li>4. 2011 to 2016: Supervisory Board Member, Royal Vopak, Netherlands</li> <li>5. 2007 to 2016: Independent Director, Chairman of Remuneration Committee and Member of Strategy and Investment Committee, Sinochem International Corporation, China</li> <li>6. 2007 to 2016: Executive Advisor to CEO, Yokogawa Electric, Japan</li> </ol>
Present	None

**Information required**

**Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.**

(a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c)	Whether there is any unsatisfied judgment against him?	No
(d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any	No

	civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	
(g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—  (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or  (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or  (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or  (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No  No  No  No
(k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

<b><u>Information required</u></b>	
<b>Disclosure applicable to the appointment of Director only.</b>	
Any prior experience as a director of an issuer listed on the Exchange?	No
If yes, please provide details of prior experience.	N. A.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	N. A. <sup>3</sup>
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N. A. <sup>3</sup>

<sup>3</sup> Company's comment: If Mr Lam Chun Kai @Lam Chung Kai is appointed as a Director, the Company will make necessary arrangement for Mr Lam to attend the training programmes conducted by the Singapore Institute of Directors, to familiarise himself with the roles and responsibilities of a director of a company admitted to the Official List of the Singapore Exchange.