

HALCYON AGRI CORPORATION LIMITED

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

COMPLETION OF THE ACQUISITION OF 36% TOTAL ISSUED SHARES IN THE COMPANY BY CHINA HAINAN RUBBER INDUSTRY GROUP CO., LTD. FROM SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD. – UPDATES ON CHANGE OF CONTROL PROVISIONS IN FACILITY AGREEMENTS

1. INTRODUCTION

The Board of Directors ("**Directors**") of Halcyon Agri Corporation Limited ("**Company**" and together with its subsidiaries, the "**Group**") refers to the pre-conditional mandatory cash offer announcement by China Hainan Rubber Industry Group Co., Ltd. ("**HRG**" or "**Offeror**") for all the ordinary shares in the capital of the Company (each a "**Share**") dated 16 November 2022 ("**Pre-Conditional MGO Announcement**").

As announced in the Pre-Conditional MGO Announcement, the Offeror had on 16 November 2022 entered into a share purchase agreement ("**Agreement**") with Sinochem International (Overseas) Pte. Ltd. ("**Sinochem**" or "**Seller**") to acquire an aggregate of 574,204,299 Shares ("**Sale Shares**") representing 36.00% of the total issued Shares, held by the Seller ("**Share Acquisition**") at the price of US\$0.315 per Share, for a total consideration of US\$180,874,354.19 to be satisfied in cash. Completion of the Agreement is subject to the fulfilment of the conditions precedent set out in Section 2 of the Pre-Conditional MGO Announcement ("**Pre-Conditions**").

On 3 February 2023, the Pre-Conditions had been fulfilled and the Share Acquisition had been completed.

2. CHANGE OF CONTROL AND FACILITY AGREEMENTS

Following the completion of the Share Acquisition, there is a change in control ("**COC**") of the Company, with Sinochem becoming the second largest shareholder in the Company, holding a 29.2% stake, and HRG becoming the largest shareholder in the Company, holding a 36.00% stake. In addressing the COC, the Company, Sinochem and HRG had collectively met with all relevant lenders to address the compliance with the relevant COC provision(s) of various bank facility agreements entered into by the Company or its subsidiaries, so as not to trigger cancellation and prepayment under the said facility agreements. The Company had obtained the consent of all relevant lenders for the waiver of the COC provisions. The names of the banks are not disclosed in this announcement due to commercial sensitivity. Further details of the respective bank facilities and waivers are set out below:

Bank/Financial Institutions	Outstanding balance as at 31 December 2022 (US\$m)	Waiver Periods
Bank A	57.5	3 months waiver from the date of completion of the Share Acquisition
Syndicated Loan 1	283.8	6 months waiver from the date of completion of the Share Acquisition.

Syndicated Loan 2	240.0	Waiver period is the earlier of: (i) the maturity date of the facility; and (ii) 6 months from the date of completion of the Share Acquisition.
-------------------	-------	--

Note:

A total of 5 other banks, with a total combined outstanding balance as at 31 December 2022 of US\$117.6 million, have each given their unconditional and complete waiver of the relevant COC provisions.

3. NEXT STEPS

During the waiver periods, the Company would continue to engage with the respective lenders to extend the current facilities and/or negotiate for new loans/facilities to repay the existing loans. At the same time, the Company, Sinochem and HRG would work together to engage with the respective lenders and/or prospective lenders to ensure that the Group has sufficient financial resources to meet its operational needs.

The Company would make the appropriate announcements as and when there are any material developments on this.

By Order of the Board

Wong Teck Kow
Company Secretary
3 February 2023