

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 Hope & Faith meeting room, Level 3, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Wednesday, 24 April 2024 at 3.00 p.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2023, the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Eddie Chan Yean Hoe, the Director who will retire pursuant to Regulation 91 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 2)**
3. To re-elect Mr Sun Weiliang, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 3)**
4. To re-elect Mr Zhang Daqiang, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 4)**
5. To re-elect Mr Xu Xingbin, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 5)**
6. To re-elect Ms Fan Xiaohong, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered herself for re-election. **(Resolution 6)**
7. To approve the sum of up to S\$600,000 to be paid quarterly in arrears, to the non-executive Directors as Directors' fees for the financial year ending 31 December 2024. **(Resolution 7)**
8. To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix its remuneration. **(Resolution 8)**
9. To transact any other ordinary business which may be properly transacted at an AGM.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolution, with or without modification(s):

10. **Renewal of Interested Person Transaction(s) Mandate** **(Resolution 9)**

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Chapter 9"), for the Company and its subsidiaries that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to Annual Report dated 9 April 2024 (the "Appendix") with the interested persons described in the Appendix, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interest of the Company or its minority shareholders and (ii) in accordance with the review procedures for such interested person transactions as set out in the Appendix (the "Proposed IPT General Mandate");
- (b) the Proposed IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors of the Company and/or any one of them be and are hereby authorised to do all acts and things (including without limitation, execution of all such documents as may be required) as they or each of them may deem desirable, necessary or expedient in the interests of the Company to give effect to the Proposed IPT General Mandate.

By Order of the Board

Wong Teck Kow
Company Secretary
Singapore
9 April 2024

EXPLANATORY NOTES

- (i) **Resolution 2: Re-election of a Director who ceases to hold office pursuant to Regulation 91 of the Constitution of the Company**
Mr Eddie Chan Yean Hoe will, upon re-election as a Director of the Company, remain as an Independent Director of the Audit and Remuneration Committees and a member of the Nominating Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) **Resolutions 3 to 6: Re-election of Directors who cease to hold office pursuant to Regulation 97 of the Constitution of the Company**
Mr Sun Weiliang will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer and a member of the Remuneration and Nominating Committees. Mr Sun is a nominee director of China Hainan Rubber Industry Group Co., Ltd. ("HRG").
Mr Zhang Daqiang will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Strategy Officer. Mr Zhang is a nominee director of HRG.
Mr Xu Xingbin will, upon re-election as a Director of the Company, remain as a Non-Executive Non-Independent Director. Mr Xu is a nominee director of Sinochem International (Oversea) Pte. Ltd.
Ms Fan Xiaohong will, upon re-election as a Director of the Company, remain as a Non-Executive Non-Independent Director and a member of the Audit Committee. Ms Fan is a nominee director of HRG. She is considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iii) **Information of Directors seeking re-election under Resolutions 2 to 6**
Please refer to the sections on 'Board of Directors', 'Corporate Governance Report' and 'Supplemental Information on Directors Seeking Re-election' in the Company's Annual Report in respect of the financial year ended 31 December 2023 (the "Annual Report"), for detailed information (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) of the Directors seeking re-election under Resolutions 2 to 6.
- (iv) **Resolution 7: Approval of Directors' fees of up to S\$600,000**
Resolution 7, if passed, will facilitate the payment of Directors' fees during the financial year ending 31 December 2024, in which the fees are incurred. Directors' fees of up to S\$600,000 are computed based on the anticipated number of Board and Board Committee meetings, assuming full attendance by all the non-executive Directors. The amount also caters for any potential appointment of additional Directors, additional unscheduled Board meetings and/or the formation of additional Board Committee(s). Please refer to the section on Corporate Governance Report in the Annual Report for further information on the Directors' fees.
- (v) **Resolution 9: Renewal of Interest Person Transaction(s) Mandate**
Resolution 9, if passed, will empower the Directors of the Company to do all acts necessary to give effect to the Proposed IPT General Mandate as described in the Appendix. The authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next AGM of the Company is held or required by law to be held.

IMPORTANT NOTES RELATING TO THE AGM

- (1) **AGM, Annual Report and documents related to the AGM**
Shareholders of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate in the Meeting virtually. The Company's Annual Report and the documents which are relevant to the AGM, including the Appendix to Annual Report dated 9 April 2024 relating to the Renewal of IPT General Mandate (the "Appendix"), this Notice of AGM and the proxy form (the "Proxy Form") can be accessed at:
(a) the Company's website at <https://www.halcyonagri.com/investors-media/agm-egm-announcements>; or
(b) the SGX website at <https://www.sgx.com/securities/company-announcements>.
For your convenience, printed copies of this Notice of AGM and Proxy Form will be sent to shareholders by post. However, please note that no printed copies of the Annual Report including the Appendix will be despatched to the shareholders.
- (2) **Arrangement for participation in the AGM physically**
Shareholders (including CPF and SRS Investors (as defined below)) may participate in the AGM by:
(a) attending the AGM in person;
(b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
(c) voting at the AGM:
(i) themselves personally; or
(ii) through their duly appointed proxy/ies.
CPF and SRS Investors who wish to appoint the Chairman of the Meeting (and not third party proxy/ies) as proxy are to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 5 below for details.
- (3) A shareholder of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM in his stead.
- (4) Pursuant to Section 181 of the Companies Act 1967, any shareholder who is a relevant intermediary is entitled to appoint one or more proxies to attend, speak and vote at the AGM. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- (5) An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the AGM in person. CPF Investors and SRS Investors (collectively "CPF and SRS Investors") who are unable to attend the AGM but would like to vote, may inform their CPF and/or SRS Approved Nominees (as may be applicable) to appoint the Chairman of the Meeting to act as their proxy, in which case, the relevant CPF and SRS Investors shall be precluded from attending the AGM.
- (6) The completed and signed Proxy Form must be submitted to the Company in the following manner:
(a) by post and be lodged with the registered office of the Company at 180 Clemenceau Avenue #05-02, Haw Par Centre, Singapore 239922; or
(b) by email to AGM@halcyonagri.com enclosing a clear scanned copy of the Proxy Form, and must be received by the Company by 21 April 2024 at 3.00 p.m. (being 72 hours before the time appointed for the holding of the AGM). CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 15 April 2024 at 3.00 p.m. (being seven (7) working days before the time appointed for the holding of the AGM).

Shareholders are strongly encouraged to submit completed Proxy Forms electronically.

Submission of Questions in Advance

- (1) Shareholders (including CPF or SRS investors) may submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted and received by the Company by 3.00 p.m. on 16 April 2024 in the following manner:
(a) by post to the registered office of the Company at 180 Clemenceau Avenue #05-02, Haw Par Centre, Singapore 239922; or
(b) by email to AGM@halcyonagri.com.
Shareholders are strongly encouraged to submit completed questions electronically.
- (2) Shareholders (including CPF or SRS investors) will need to provide themselves information when posing questions by email or by mail by providing the following details:
(a) the shareholder's full name as it appears on his/her/its CDP/CPF/SRS/Script-based share records;
(b) the shareholder's NRIC/Passport/UEN number;
(c) the shareholder's contact number and address; and
(d) the manner in which the shareholder holds his/her/its shares in the Company (e.g. via CDP, Script-based, CPF or SRS).
The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.
- (3) The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from shareholders either before or during the AGM. The responses to questions from shareholders will be posted on the SGXNET and the Company's website at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

A "Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Board, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

GENERAL

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of a shareholder whose shares are entered in the Depository Register, the Company may reject a Proxy Form if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or by attending the AGM, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty. In addition, by attending the AGM and/or any adjournment thereof, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for any of the Purposes.