

HALCYON AGRI

HALCYON AGRI CORPORATION LIMITED

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

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 RELC International Hotel, 30 Orange Grove Road (Off Orchard Road), Singapore 258352 on Wednesday, 23 April 2014 at 10.00 a.m. for the purpose of transacting the following business:

Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To approve a first and final tax exempt (one-tier) dividend of 1.0 Singapore cent (S\$0.01) per ordinary share in respect of the financial year ended 31 December 2013. **(Resolution 2)**
- To re-elect Mr Pascal Guy Chung Wei Demierre who is retiring pursuant to Article 91 of the Articles of Association of the Company. **(Resolution 3)**
Mr Pascal Guy Chung Wei Demierre will, upon re-election as a Director of the Company, remain as Executive Director, and a member of the Audit Committee and Remuneration Committee. He will be considered non-independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "Catalist Rules").
- To re-elect Mr Alan Rupert Nisbet who is retiring pursuant to Article 91 of the Articles of Association of the Company. **(Resolution 4)**
Mr Alan Rupert Nisbet will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee, and a member of the Remuneration Committee and Nominating Committee. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- To re-elect Mr Jason Lewis Barakat-Brown who is retiring pursuant to Article 97 of the Articles of Association of the Company. **(Resolution 5)**
Mr Jason Lewis Barakat-Brown will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- To approve the sum of S\$126,000 to be paid to non-executive Directors as Directors' fees for the financial year ended 31 December 2013. **(Resolution 6)**
- To approve the sum of up to S\$200,000 to be paid quarterly in arrears, to non-executive Directors as Directors' fees for the financial year ending 31 December 2014. **(Resolution 7)**
- To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may be properly transacted at an annual general meeting.

Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolution, with or without modifications:

- Authority to Allot and Issue Shares** **(Resolution 9)**

THAT pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act") and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (a) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (II) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of such issuance of Shares,

PROVIDED THAT:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Articles of Association for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note]

By Order of the Board

Teo Meng Keong
Company Secretary
Singapore
8 April 2014

Explanatory Notes:

Resolution 9

Resolution 9, if passed, will empower the Directors of the Company, effective from the conclusion of the above AGM until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares and convertible securities in the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution 9, for such purposes as the Directors may consider would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may allot and issue under this Resolution 9 would not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) at the time of passing of this Resolution 9. For the issue and allotment of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued and allotted shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) at the time of passing of this Resolution 9.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution 9 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding and/or subsisting at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's Shares.

Notes:

- A member of the Company entitled to attend and vote at the AGM 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.
- 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.
- 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.
- 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 AGM.

NOTICE OF BOOK CLOSURE DATE FOR DIVIDEND

NOTICE IS HEREBY GIVEN that subject to the approval of shareholders to the first and final dividend being obtained at the forthcoming Annual General Meeting ("AGM"), the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2014 for the purpose of determining shareholders' entitlements to the proposed first and final dividend.

Duly stamped and completed transfers received by our Share Transfer Office, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5 p.m. on 8 May 2014 will be registered to determine shareholders' entitlements to the proposed first and final dividend. Members of the Company whose Securities Accounts with The Central Depository (Pte) Limited ("CDP") are credited with the shares of the Company as at 5 p.m. on 8 May 2014 will be entitled to such proposed dividend. The said first and final dividend will be paid by the Company to CDP which will distribute the dividends to holders of the securities accounts.

The first and final dividend, if approved by Members of the Company at the forthcoming AGM, will be paid on 22 May 2014.

By Order of the Board

Teo Meng Keong
Company Secretary
Singapore
8 April 2014

*Halcyon Agri Corporation Limited (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.