

# MANDATORY CONDITIONAL CASH OFFER

by



**CHINA INTERNATIONAL CAPITAL CORPORATION (SINGAPORE) PTE. LIMITED**

(Company Registration No.: 200814424W)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**CHINA RUBBER INVESTMENT GROUP COMPANY LIMITED**

(Company Registration No.: 3211656)  
(Incorporated in Hong Kong)

a direct wholly-owned subsidiary of



**CHINA HAINAN RUBBER INDUSTRY GROUP CO., LTD.**

(Company Registration No.: 914600007674880643)  
(Incorporated in the People's Republic of China)

to acquire all the issued and paid-up ordinary shares in the capital of

**HALCYON AGRI CORPORATION LIMITED**

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

other than those already owned, controlled or agreed to be acquired by China Hainan Rubber Industry Group Co., Ltd. and China Rubber Investment Group Company Limited

## 1. INTRODUCTION

Reference is made to:

- (a) the pre-conditional mandatory cash offer announcement dated 16 November 2022 issued by China Hainan Rubber Industry Group Co., Ltd. ("**Hainan Rubber**") (the "**Pre-Conditional MGO Announcement**"); and
- (b) the announcement dated 4 January 2023 in relation to the Effective Conditions being fulfilled and the SPA taking effect issued by China Rubber Investment Group Company Limited (the "**Offeror**") (the "**Effective Conditions Announcement**" and together with the Pre-Conditional MGO Announcement, collectively the "**Previous MGO Announcements**").

Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Previous MGO Announcements.

## 2. **SATISFACTION OF ALL CONDITIONS PRECEDENT AND CLOSING UNDER THE SPA**

The Offeror is pleased to announce that all of the Conditions Precedent in respect of the SPA have been fulfilled. As such, Closing of the acquisition of the Sale Shares (the “**Share Acquisition**”) at a consideration of US\$0.315 for each Sale Share (“**SPA Consideration Price Per Share**”) has taken place on 3 February 2023.

Following Closing, the Offeror has acquired the Sale Shares, namely the 574,204,299 ordinary shares representing 36.00% the total issued HAC Shares<sup>1</sup>.

**Accordingly, China International Capital Corporation (Singapore) Pte. Limited (“CICC”), as financial adviser to the Offeror and for and on behalf of the Offeror, wishes to announce the Offeror’s firm intention to make the HAC MGO pursuant to Rule 14 of the Code.**

## 3. **TERMS OF HAC MGO**

Subject to the terms and conditions of the HAC MGO to be set out in the offer document to be issued by CICC for and on behalf of the Offeror (the “**Offer Document**”), the HAC MGO is made on the following basis:

- (a) **Offer Shares.** The HAC MGO will be made for all the HAC Shares other than those Shares owned, controlled or agreed to be acquired by Hainan Rubber and the Offeror (the “**Offer Shares**”).
- (b) **Offer Price. S\$0.413 in cash per Offer Share.**

The Offer Price is the Singapore dollar equivalent of the SPA Consideration Price Per Share based on the USD:SGD exchange rate of US\$1.00:S\$1.3113 on the date of this announcement (“**Formal Offer Announcement Date**”), as extracted from the website of the Monetary Authority of Singapore.

- (c) **No Encumbrances.** The Offer Shares will be acquired:
  - (i) fully paid-up;
  - (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and
  - (iii) together with all rights, benefits and entitlements attached thereto as at the date of the Pre-Conditional MGO Announcement (“**Pre-Conditional MGO Announcement Date**”) and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by HAC

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<sup>1</sup> All percentage shareholdings of HAC Shares in this announcement are computed on the basis of 1,595,011,941 HAC Shares in issue as at the Formal Offer Announcement Date. Figures are rounded to the nearest two decimal places.

(each a “**Distribution**”) on or after the Pre-Conditional MGO Announcement Date.

**If any such Distribution is announced, declared, paid or made by HAC on or after the Pre-Conditional MGO Announcement Date, the Offeror reserves the right to reduce the Offer Price by an amount equivalent to any such Distribution.**

- (d) **Minimum Acceptance Condition.** The HAC MGO will be conditional upon the Offeror having received, by the close of the HAC MGO, valid acceptances in respect of such number of Offer Shares which, when taken together with the HAC Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the HAC MGO and pursuant to the HAC MGO or otherwise), will result in the Offeror and parties acting in concert with it holding such number of HAC Shares carrying more than 50% of the voting rights attributable to the issued HAC Shares (excluding any HAC Shares held in treasury) as at the close of the HAC MGO.

Accordingly, the HAC MGO will not become or be capable of being declared unconditional as to acceptances until the close of the HAC MGO, unless at any time prior to the close of the HAC MGO, the Offeror has received valid acceptances in respect of such number of Offer Shares which, when taken together with the HAC Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Offer, will result in the Offeror and its concert parties holding such number of HAC Shares carrying more than 50% of the voting rights attributable to the issued HAC Shares (excluding any HAC Shares held in treasury).

- (e) **Irrevocable Undertaking.** As Closing has taken place, Sinochem International (Overseas) Pte. Ltd. (“**Sinochem**”) now holds a direct interest in 465,716,356 ordinary shares in the capital of HAC, representing approximately 29.20% of the total issued HAC Shares (the “**Post-Closing Shareholding**”). Sinochem has provided the Irrevocable Undertaking stating, *inter alia*, that:
- (i) upon Closing and transfer of the Sale Shares, Sinochem shall continue to hold the Post-Closing Shareholding;
  - (ii) Sinochem will remain the legal and beneficial owner of the Post-Closing Shareholding from the date of Closing until and including the date on which the HAC MGO closes, lapses or is withdrawn (the “**Expiry Date**”), and, save for the Sale Shares, Sinochem will not transfer, sell or otherwise dispose of any HAC Shares held by Sinochem from the date of the Irrevocable Undertaking until the Expiry Date; and
  - (iii) Sinochem will reject the Offer in respect of the Post-Closing Shareholding and any other Offer Shares which Sinochem may acquire on or after the date of the Irrevocable Undertaking.

As set out in the Pre-Conditional MGO Announcement, the Securities Industries Council had on 7 November 2022 confirmed, *inter alia*, that the giving of the Irrevocable Undertaking by Sinochem will not amount to a “Special Deal” prohibited under Rule 10 of the Code.

The Irrevocable Undertaking will lapse on the Expiry Date.

#### 4. FINANCIAL EVALUATION

The Offer Price represents the following premium over the historical transaction prices of HAC Shares on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”):

	<b>Benchmark Price (S\$)<sup>(1)</sup></b>	<b>Premium over Benchmark Price as at the date of the Pre-Conditional MGO Announcement (%)<sup>(2)(3)</sup></b>	<b>Premium over Benchmark Price as at the Formal Offer Announcement Date (%)<sup>(2)(4)</sup></b>
Last transacted price per HAC Share on 11 November 2022, being the last full trading day on which the HAC Shares were traded on the SGX-ST before the trading halt on HAC Shares and prior to the date of the Pre-Conditional MGO Announcement (the “ <b>Last Full Trading Day</b> ”)	0.2900	50.3	42.4
Volume-weighted average price (“ <b>VWAP</b> ”) of the HAC Shares for the 1-month period up to and including the Last Full Trading Day	0.2515	73.3	64.2
VWAP of the HAC Shares for the 3-month period up to and including the Last Full Trading Day	0.2449	78.0	68.7
VWAP of the HAC Shares for the 6-month period up to and including the Last Full Trading Day	0.2415	80.5	71.0
VWAP of the HAC Shares for the 12-month period up to and including the Last Full Trading Day	0.2432	79.2	69.8

Source: Bloomberg L.P.

**Notes:**

- (1) Based on data extracted from Bloomberg L.P. on the Last Full Trading Day. Figures rounded to the nearest 4 decimal places.
- (2) Premia figures rounded to the nearest 1 decimal place.
- (3) Based on the Singapore dollar equivalent of the SPA Consideration Price Per Share, being S\$0.436, using a USD:SGD exchange rate of US\$1.00:S\$1.3839 as at the Last Full Trading Day, as extracted from the website of the Monetary Authority of Singapore.
- (4) Based on the Offer Price, i.e. the Singapore dollar equivalent of the SPA Consideration Price Per Share, being S\$0.413, using a USD:SGD exchange rate of US\$1.00: S\$1.3113 as at the Formal Offer Announcement Date (being the date of Closing), as extracted from the website of the Monetary Authority of Singapore.

## **5. INFORMATION ON THE OFFEROR AND HAINAN RUBBER**

### **5.1. The Offeror**

The Offeror is a private limited company incorporated in Hong Kong on 24 November 2022. The Offeror is a direct wholly-owned subsidiary of Hainan Rubber, a company which is incorporated in the PRC and listed on the Shanghai Stock Exchange. The Offeror is principally engaged in, *inter alia*, investment holding.

As at the Formal Offer Announcement Date, the Offeror has an issued share capital of HKD10,000 divided into 10,000 shares, all of which are held by Hainan Rubber.

As at the Formal Offer Announcement Date, the directors of the Offeror are Sun Weiliang, Zhang Daqiang and Li Jiang, all of whom are employees of the Hainan Rubber group.

### **5.2. Hainan Rubber**

Hainan Rubber is a state-owned holding company in the PRC, listed on the Shanghai Stock Exchange. It is principally engaged in the business of natural rubber involving the planting, processing and distribution of the same. Hainan Rubber produces rubber products such as latex thread, natural rubber gloves, concentrated natural latex rubber, standard rubber for aircraft tire use and rubber woods, amongst others. Hainan Rubber's products are distributed both within the PRC domestic market and to overseas markets.

As at the Formal Offer Announcement Date, Hainan Rubber has a registered capital of RMB4,279.43 million comprising 4,279,427,797 shares.

As at the Formal Offer Announcement Date, the directors of Hainan Rubber are Ai Yilun, Jiang Hongtao, Meng Xiaoliang, Li Xiaoping, Han Xubin, Chen Lijing, Wang Zeying, Lin Weifu and Zhang Sheng.

Additional information on Hainan Rubber can be found at its website at <http://www.hirub.cn>.

## **6. INFORMATION ON HAC**

HAC is incorporated in Singapore and listed on the Mainboard of the SGX-ST. It is a global natural rubber supply chain company. HAC Group's business activities span the entire natural rubber supply chain and are organised around three (3) key stages of activity: origination, production and distribution. HAC Group produces high quality natural rubber and operates rubber processing facilities in Indonesia, Malaysia, Thailand, China, Cameroon and the Ivory Coast. It sells its own products and products procured from third parties to an extensive customer base of the world's top tyre producers and hundreds of industrial manufacturers. HAC's distribution network is extensive, comprising sales offices and logistics assets spanning Southeast Asia, the PRC, the United States of America and Europe.

Based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on the Formal Offer Announcement Date, HAC has an issued and paid-up capital of S\$952,655,008.46 comprising of 1,595,011,941 issued HAC Shares. As at the Formal Offer Announcement Date, HAC does not have any treasury shares.

As at the Formal Offer Announcement Date, based on publicly available information, the directors of HAC are Liu Hongsheng, Li Xuetao, Lam Chun Kai, Liew Choon Wei, Eddie Chan Yean Hoe, Huang Xuhua, Qin Jinke, Latha D/O Eapen Kizhakaikara Mathew and Liu Yongsheng.

Additional information on HAC can be found at its corporate website at <http://www.halcyonagri.com/>.

## **7. RATIONALE**

As a result of the Share Acquisition, the Offeror is required to make the HAC MGO in compliance with the requirements of the Code.

Additionally, as the Offeror's rubber businesses and the HAC Group's rubber businesses are complementary and synergistic, the Offeror views the Share Acquisition and the HAC MGO as an opportunity to integrate the Offeror's and the HAC Group's resources to improve overall operating efficiency, move up the technology and value chain, and to benefit from economies of scale.

## **8. OFFEROR'S INTENTION FOR HAC**

As at the Formal Offer Announcement Date, the Offeror has no intention to (i) introduce any major changes to the existing business or management of the HAC Group, (ii) discontinue the employment of the employees of the HAC Group, or (iii) re-deploy any of the fixed assets of the HAC Group, other than in the ordinary course of business. The Offeror however retains the flexibility at any time to consider any options or opportunities in relation to HAC which may present themselves and which the Offeror may regard to be in the best interests of the HAC Group.

## 9. LISTING STATUS AND COMPULSORY ACQUISITION

### 9.1. Listing Status

Under Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the HAC MGO that bring the holdings of the shares owned by the Offeror and parties acting in concert with the Offeror to above 90% of the total number of issued HAC Shares (excluding treasury shares), the SGX-ST may suspend the trading of the listed securities of HAC on the SGX-ST until such time when the SGX-ST is satisfied that at least 10% of the total number of issued HAC Shares (excluding treasury shares) are held by at least 500 shareholders who are members of the public (“**Free Float Requirement**”). Rule 1303(1) of the Listing Manual provides that where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued HAC Shares (excluding treasury shares), thus causing the percentage of the total number of issued HAC Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the HAC Shares at the close of the HAC MGO.

In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of HAC shares (excluding treasury shares) held in public hands falls below 10%, HAC must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the listed securities of HAC on the SGX-ST. Rule 724(2) of the Listing Manual further states that the SGX-ST may allow HAC a period of three (3) months, or such longer period as the SGX-ST may agree, for the percentage of the total number of HAC Shares (excluding treasury shares) held by members of the public to be raised to at least 10%, failing which HAC may be removed from the Official List (as defined in the Listing Manual) of the SGX-ST.

In the event that HAC does not meet the Free Float Requirement and the trading of the HAC Shares is suspended pursuant to the abovementioned rules of the Listing Manual, the Offeror reserves the right to undertake or support any action as may be necessary for any such listing suspension by the SGX-ST to be lifted.

As at the Formal Offer Announcement Date, it is not the Offeror’s intention that HAC should be delisted and privatised following the close of the HAC MGO.

### 9.2. Compulsory Acquisition

Under Section 215(1) of the Companies Act, where the Offeror receives valid acceptances pursuant to the HAC MGO or otherwise acquires shares following the despatch of the Offer Document other than through valid acceptances of the HAC MGO in respect of not less than 90% of the total number of issued HAC Shares, the Offeror would be entitled to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the HAC Shares held by Shareholders who have not accepted the HAC MGO (the “**Dissenting Shareholders**”) on the same terms as those offered under the HAC MGO.

**Pursuant to the Irrevocable Undertaking, Sinochem will not accept any part of the HAC MGO made by the Offeror with respect to the Post-Closing Shareholding. As such, it is envisaged that the Offeror would not become entitled to exercise the right of compulsory acquisition under Section 215(1) of the Companies Act pursuant to acceptances of the HAC MGO.**

In addition, pursuant to Section 215(3) of the Companies Act, Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies

Act, to require the Offeror to acquire their HAC Shares at the Offer Price in the event that the Offeror acquires, pursuant to the Offer, such number of HAC Shares which, together with the HAC Shares held by the Offeror, comprise 90% or more of the total number of HAC Shares.

**As the Offeror is not likely to become entitled to exercise the right of compulsory acquisition under Section 215(1) of the Companies Act, it is also not likely for the right under Section 215(3) of the Companies Act to be available to the Dissenting Shareholders.**

## **10. CONFIRMATION OF FINANCIAL RESOURCES**

CICC, as financial adviser to the Offeror, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the HAC MGO on the basis of the Offer Price, taking into account the Irrevocable Undertaking.

## **11. OFFER DOCUMENT**

The Offer Document setting out the full terms and conditions of the HAC MGO and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Formal Offer Announcement Date, provided that there may be restrictions on sending the Offer Document to any overseas jurisdictions as disclosed in Section 13 below.

In the meantime, Shareholders are advised to exercise caution and seek appropriate independent professional advice when dealing in HAC Shares, pending receipt of the Offer Document.

## **12. DISCLOSURE OF SHAREHOLDING AND DEALINGS**

### **12.1. Holdings and Dealings**

Based on the latest information available to the Offeror, save for the Share Acquisition and the Sale Shares, none of the Offeror and its concert parties (collectively, the **"Relevant Persons"**):

- (a) owns, controls or has agreed to acquire any (i) HAC Shares, (ii) securities which carry voting rights in HAC or (iii) convertible securities, warrants, options, awards or derivatives in respect of the HAC Shares or securities which carry voting rights in HAC (collectively, the **"HAC Securities"**) as at the Formal Offer Announcement Date; or
- (b) has dealt for value in any HAC Securities during the six-month period immediately preceding the Pre-Conditional MGO Announcement and ending on the Formal Offer Announcement Date.

### **12.2. Facility Agreements**

In connection with the Offer, Hainan Rubber (as borrower) had entered into facility agreements with each of The Export-Import Bank of China, Agricultural Bank of China, Bank of China and China Construction Bank Corporation (as lenders) (the **"Lenders"**) (the **"Facility Agreements"**). Under the Facility Agreements, the Lenders

had each agreed to make available acquisition financing facilities which may be utilised for the purposes of, *inter alia*, funding the Offeror in connection with the HAC MGO (the “**Facilities**”). In relation thereto, there will be certain security arrangements entered into in connection with the Facilities made available by the Lenders, including share charges over the HAC Shares held by the Offeror as at the close of the HAC MGO (comprising the Sale Shares and the HAC Shares acquired by the Offeror pursuant to the HAC MGO), such share charges to be granted by the Offeror in favour of each of the Lenders as soon as practicable after the close of the HAC MGO.

### **12.3. Other Arrangements**

As at the Formal Offer Announcement Date and based on the latest information available to the Offeror, save as set out in this announcement (including in Section 12.2 above), none of the Relevant Persons has:

- (a) entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to HAC Securities or the shares of the Offeror which might be material to the HAC MGO;
- (b) granted any security interest in respect of any HAC Securities in favour of any other person, whether through a charge, pledge or otherwise;
- (c) borrowed any HAC Securities from any other person (excluding borrowed HAC Securities which have been on-lent or sold); or
- (d) lent any HAC Securities to another person.

### **12.4. Irrevocable Undertaking**

Save for the Irrevocable Undertaking, as at the Formal Offer Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons is aware of or has received any other irrevocable undertaking from any party to accept or reject the HAC MGO.

## **13. OVERSEAS HAC SHAREHOLDERS**

This announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this announcement in any jurisdiction, in contravention of applicable laws.

The HAC MGO will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the HAC MGO, including details of how the HAC MGO may be accepted.

**For the avoidance of doubt, the HAC MGO shall be open to all Shareholders, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore, persons in any such jurisdictions into which

this announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this announcement and any formal documentation relating to the HAC MGO are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the HAC MGO would violate the laws of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The HAC MGO (unless otherwise determined by the Offeror and permitted by applicable laws and regulations) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the HAC MGO will not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the HAC MGO, if and when made, to Shareholders whose addresses are outside Singapore as shown in the register of members of the Company or in the records of The Central Depository (Pte) Limited ("**CDP**") (as the case may be) may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, such Shareholders should inform themselves of, and observe, any applicable requirements.

Where there are potential or actual restrictions on sending the Offer Document and relevant form(s) of acceptance accompanying the Offer Document to any Restricted Jurisdiction or any other overseas jurisdictions, the Offeror and CICC each reserves the right not to send these documents to such Restricted Jurisdiction or any other overseas jurisdictions. Subject to compliance with applicable laws, any affected Shareholders may obtain electronic copies of the Offer Document and/or any related documents (when they become available in due course) from the website of the SGX-ST at <https://www.sgx.com> and on the website of the Company at <http://www.halcyonagri.com/>.

The Offeror and CICC each reserves the right to notify any matter, including the fact that the HAC MGO has been made, to any or all Shareholders who are not resident in Singapore by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

#### **14. RESPONSIBILITY STATEMENT**

The directors of the Offeror and Hainan Rubber (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this

announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources (including, without limitation, in relation to the HAC Group), the sole responsibility of the directors of the Offeror and Hainan Rubber have been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

Issued by  
**China International Capital Corporation (Singapore) Pte. Limited**

For and on behalf of  
**China Rubber Investment Group Company Limited**

3 February 2023

Any inquiries relating to this announcement or the HAC MGO should be directed during office hours to the following:

**China International Capital Corporation (Singapore) Pte. Limited**

CHONG Jun Jie  
Executive Director, Investment Banking

Tel: (65) 6572 1999

### **IMPORTANT NOTICE**

*All statements other than statements of historical facts included in this announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror and Hainan Rubber do not undertake any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*