



HALCYON AGRI CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Registration No. 200504595D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Halcyon Agri Corporation Limited (the “Company”) will be held at 190 Clemenceau Avenue, #02-31, Singapore Shopping Centre, Singapore 239924 on 30 November 2023 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions which will each be proposed as an ordinary resolution:

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company’s circular to its shareholders dated 15 November 2023 (the “Circular”).

ORDINARY RESOLUTIONS:

1. THE PROPOSED SHAREHOLDERS’ RATIFICATION OF PAST RECURRENT INTERESTED PERSON TRANSACTIONS

Resolved that:

- the Past Recurrent IPTs entered into between the Group and the HRG Group, up to and including the Latest Practicable Date, being interested person transactions for the purposes of Chapter 9 of Listing Manual, be and are hereby ratified, confirmed and approved (the “Proposed Ratification of Past Recurrent IPTs”); and
- the Directors of the Company and each 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 Ratification of Past Recurrent IPTs.

2. THE PROPOSED SHAREHOLDERS’ RATIFICATION OF THE SHAREHOLDER’S LOAN AND INTEREST PAYABLE BETWEEN THE COMPANY AND CHINA HAINAN RUBBER INDUSTRY GROUP CO., LTD.

Resolved that:

- the acceptance of Shareholder’s Loan granted pursuant to the IPT Loan Agreements from HRG and any IPT Interest arising from or in connection with the Shareholder’s Loan be and is hereby ratified, approved and confirmed in all respects (the “Proposed Ratification of Shareholder’s Loan and IPT Interest”); and
- the Directors of the Company and each 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 Ratification of Shareholder’s Loan and IPT Interest.

3. THE PROPOSED SHAREHOLDERS’ GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

Resolved that:

- approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“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 Recurrent IPTs with the Mandated Persons provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interest of the Company and the Minority Shareholders and (ii) in accordance with the methods and procedures for such Recurrent IPTs as set out in the Circular (the “Proposed IPT Mandate”);
- the Proposed IPT Mandate shall, unless revoked or varied by the Company in 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
- the Directors of the Company and each 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 Mandate.

BY ORDER OF THE BOARD

Wong Teck Kow
Company Secretary
15 November 2023

NOTES:

(1) EGM, Circular and documents related to the EGM

The members of the Company are invited to attend physically at the EGM. There will be no option for shareholders to participate virtually. Printed copies of the Circular will not be despatched to Shareholders. Printed copies of this Notice of EGM and the proxy form (the “Proxy Form”) will be despatched to Members. This Notice of EGM, the Proxy Form and the Circular can be accessed at:

- the Company’s website at <https://www.halcyonagri.com/investors-media/agm-egm-announcements>; or
- SGXNET at <https://www.sgx.com/securities/company-announcements>.

(2) Arrangement for participation in the EGM physically

Members (including CPF and SRS Investors (as defined below)) may participate in the EGM by:

- attending the EGM in person;
- submitting questions to the Chairman of the Meeting in advance of, or at, the EGM; and/or
- voting at the EGM:
 - themselves personally; or
 - 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 member 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 EGM in his stead.

(4) Pursuant to Section 181 of the Companies Act 1967, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend, speak and vote at the EGM. “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 EGM in person. CPF Investors and SRS Investors (collectively “CPF and SRS Investors”) who are unable to attend the EGM 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 EGM.

(6) The completed and signed Proxy Form must be submitted to the Company in the following manner:

- by post and be lodged with the registered office of the Company at 180 Clemenceau Avenue #05-02, Haw Par Centre, Singapore 239922; or
- by email to EGM@halcyonagri.com enclosing a clear scanned copy of the Proxy Form, and must be received by the Company by 27 November 2023 at 2.30 p.m. (Singapore time) (being 72 hours before the time appointed for the holding of the EGM). 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 21 November 2023 at 2.30 p.m. (Singapore time) (being seven (7) working days before the time appointed for the holding of the EGM). Members are strongly encouraged to submit completed Proxy Forms electronically.

Submission of Questions in Advance:

(1) Members (including CPF or SRS investors) may submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted and received by the Company by 2.30 p.m. on 22 November 2023 in the following manner:

- by post to the registered office of the Company at 180 Clemenceau Avenue #05-02, Haw Par Centre, Singapore 239922; or
- by email to EGM@halcyonagri.com.

Members are strongly encouraged to submit completed questions electronically.

(2) Members (including CPF or SRS investors) will need to identify themselves when posing questions by email or by mail by providing the following details:

- the member’s full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records;
- the member’s NRIC/Passport/UEN number;
- the member’s contact number and email address; and
- the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, Scrip-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 EGM as received from members either before or during the EGM. The responses to questions from members 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 form, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the SGXNET and the Company’s website within one (1) month after the date of the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

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 member whose shares are entered in the Depository Register, the Company may reject a Proxy Form if the member, 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 EGM, 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 EGM and/or any adjournment thereof, or by attending the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member’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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty. In addition, by attending the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for any of the Purposes.