

HALCYON AGRI CORPORATION LIMITED

Company Registration No. 200504595D

(Incorporated in the Republic of Singapore)

PROPOSED DISPOSAL OF ALL INTEREST IN SIAT S.A. BY GMG GLOBAL LTD

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the Announcements (as defined below).

1. EXECUTION OF SHARE SALE AGREEMENT

1.1 The Board of Directors (the “**Board**”) of Halcyon Agri Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refer to the announcements of the Company dated 25 December 2016, 7 February 2017, 1 March 2017, 15 March 2017, 10 July 2017 and 18 September 2017 (the “**Announcements**”) in relation to the proposed disposal of 9,348 ordinary shares (representing 35% of the issued and paid-up capital) (the “**Sale Shares**”) in SIAT S.A. (“**SIAT**”) by GMG Global Ltd (“**GMG**”) to Fimave SA/NV (the “**Purchaser**”) (the “**Proposed Disposal**”) and wishes to announce that a share sale agreement (the “**SPA**”) in respect of the Proposed Disposal had been executed by GMG and the Purchaser on 29 September 2017.

1.2 Please refer to the Announcements for the following information on the Proposed Disposal:

- (a) information relating to SIAT and the Purchaser;
- (b) the rationale for and benefits of the Proposed Disposal;
- (c) the financial information; and
- (d) waiver from compliance with Rule 1014(2) of the Listing Manual.

2. PRINCIPAL TERMS OF THE SPA

2.1 Completion

Completion of the Proposed Disposal shall take place on or before the long-stop date of 31 October 2017 or such later date as agreed by GMG and the Purchaser (the “**Long-stop Date**”), at the registered office of SIAT and at such time or in such manner as the parties may agree in writing (the “**Completion**”).

2.2 Consideration

2.2.1 The Proposed Disposal involves the sale of the Sale Shares to the Purchaser, at an aggregate consideration of €192,560,000 (equivalent to approximately S\$308,230,792 based on the exchange rate of €1.00 to S\$1.6007 as at 29 September 2017) (the “**Consideration**”).

2.2.2 The Consideration was arrived on a willing-buyer willing-seller basis, after arms’ length negotiations between GMG and the Purchaser, taking into account the initial acquisition price for the Sale Shares paid by GMG in July 2012.

2.2.3 The aggregate Call Option Price of €5,500,000 received from the Purchaser will be applied towards satisfaction of the Consideration and the balance of the Consideration of €187,060,000 shall be fully satisfied in cash and paid to GMG on Completion.

3. FURTHER INFORMATION

3.1 Document for Inspection

Copy of the SPA is available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the registered office of the Company at 250 North Bridge Road, #12-01 Raffles City Tower, Singapore 179101 for a period of three (3) months commencing from the date of this announcement.

3.2 Loan to the Purchaser

The Group has agreed to grant a loan facility in an aggregate amount of €42,000,000 to the Purchaser at an interest of 5.5% with bullet repayment at the end of 12 months after the date of the facility agreement (subject to extension of a maximum of 12 months period), which is secured by (i) a pledge over all SIAT shares owned by the Purchaser and (ii) a pledge on SIAT's receivables and bank accounts, rank *pari passu* with other financing obtained by the Purchaser for the purpose of its acquisition of the Sale Shares.

3.3 The Company shall make further announcement(s) as and when there are material developments to the Proposed Disposal.

4. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

As at the date hereof, none of the Directors and to the best of the Directors' knowledge, none of the controlling shareholder of the Company or their respective associates has any interest, direct or indirect, in the Proposed Disposal, other than that arising from their respective shareholdings and/or directorships, as the case may be, in the Company.

5. CAUTIONARY STATEMENT

Shareholders and potential investors should exercise caution when trading in the Company's securities, and where in doubt as to the action they should take, they should consult their financial, tax or other advisors.

By Order of the Board

Pascal Demierre
Executive Director
2 October 2017