

MANDATORY CONDITIONAL CASH OFFER

by

**AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED,
SINGAPORE BRANCH**



(Australian Company No.:005357522)
(Incorporated in Australia)

for and on behalf of

SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD.

(Company Registration No.: 200305994Z)
(Incorporated in the Republic of Singapore)

a direct wholly-owned subsidiary of

SINOCHEM INTERNATIONAL CORPORATION

(Company Registration No.: 913100007109235395)
(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
Sinochem International (Overseas) Pte. Ltd. and parties acting in concert with it

1. INTRODUCTION

Reference is made to the mandatory conditional cash offer announcement dated 18 July 2016 by ANZ for and on behalf of the Offeror.

2. DESPATCH OF OFFER DOCUMENT

The Offer Document dated 25 July 2016 containing, *inter alia*, the terms and conditions of the Offer and enclosing the relevant forms of acceptance of the Offer has been despatched today to all Shareholders.

Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed in the Offer Document.

3. ACCEPTANCE FORMS

The following documents are included with the Offer Document:

- (a) a Form of Acceptance and Authorisation ("**FAA**"), for Shareholders holding Shares which are deposited with CDP ("**Depositors**"); and
- (b) a Form of Acceptance and Transfer ("**FAT**"), for Shareholders holding Shares in scrip form ("**Scrip Holders**").

4. PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offer are set out in Appendix 2 of the Offer Document and are in the accompanying FAA and/or FAT. Shareholders who wish to accept the Offer may do so by completing and returning the FAA and/or FAT.

5. REQUEST FOR OFFER DOCUMENT, FAA AND/OR FAT

If you are a Shareholder and have not received the Offer Document and the FAA and/or FAT within a week from the date hereof, please contact CDP (if you are a Depositor) or the Registrar (if you are a Scrip Holder), as the case may be, immediately at the following address:

The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588
Tel No.: (65) 6535 7511

Boardroom Corporate
& Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623
Tel No.: (65) 6536 5355

Copies of the FAA may be obtained by Depositors from CDP during normal business hours and up to the Closing Date, upon production of satisfactory evidence that their securities accounts with CDP are or will be credited with Shares.

Copies of the FAT may be obtained by Shareholders from Boardroom Corporate & Advisory Services Pte. Ltd. during normal business hours and up to the Closing Date, upon production of satisfactory evidence of title to Shares.

Electronic copies of the Offer Document, the FAA and/or the FAT may also be obtained from the website of the SGX-ST at www.sgx.com.

6. OVERSEAS SHAREHOLDERS

Overseas Shareholders may obtain copies of the Offer Document, the FAA and/or the FAT and any related documents, during normal business hours and up to 5:30 p.m. (Singapore time) on the Closing Date from, as the case may be, (a) the Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or (b) CDP, at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588. Electronic copies of the Offer Document, the FAA and/or the FAT may also be obtained from the website of the SGX-ST at www.sgx.com. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write in to the Registrar at the aforementioned address to request for the Offer Document, the FAA and/or the FAT and any related documents to be sent to an address in Singapore by ordinary post at his own risk, provided always that the last date for despatch in respect of such request shall be a date falling three Market Days prior to the Closing Date. It is the responsibility of the Overseas Shareholder who wishes to request for the Offer Document, the FAA and/or the FAT and any related documents to satisfy himself as to the full

observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities and legal requirements. In requesting for the Offer Document, the FAA and/or the FAT and any related documents, the Overseas Shareholder represents and warrants to the Offeror and ANZ that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities and legal requirements.

7. CLOSING DATE

As stated in the Offer Document, acceptances of the Offer must be received by no later than the Closing Date, being 5.30 p.m. (Singapore time) on 22 August 2016. The Offeror does not intend to extend the Offer beyond the Closing Date, and the terms of the Offer will not be revised.

8. RESPONSIBILITY STATEMENT

The directors of the Offeror (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, 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 Group), the sole responsibility of the directors of the Offeror has 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
Australia and New Zealand Banking Group Limited, Singapore Branch

For and on behalf of
Sinochem International (Overseas) Pte. Ltd.

25 July 2016

Any enquiries relating to this announcement or the Offer should be directed to the following:

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