

9 April 2024

Dear Shareholders

We are pleased to enclose our Notice and Proxy Form for the upcoming Annual General Meeting of Halcyon Agri Corporation Limited (the “**Company**”) to be held at Hope & Faith meeting room, Level 3, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Wednesday, 24 April 2024 at 3.00 pm.

The Company has issued the annual report including the Appendix relating to the Renewal of Interested Person Transaction(s) Mandate, for the financial year ended 31 December 2023 (the “**Annual Report**”), by electronic means. All present and past documents of the Company, including the Annual Report can be accessed at:

<https://www.halcyonagri.com/investors-media/agm-egm-announcements>
<https://www.sgx.com/securities/company-announcements>

Alternatively, a shareholder may request for a printed copy of the Annual Report by completing the below Request Slip and returning it to the Company by 18 April 2024.

Yours faithfully
 For and on behalf of the Board of Directors
 HALCYON AGRI CORPORATION LIMITED

Sun Weiliang
 Executive Director and CEO

Request Slip

To: **HALCYON AGRI CORPORATION LIMITED**

NB: Please tick accordingly and return this form to us by 18 April 2024. We regret that we will not be able to process any incomplete or improperly completed request.

I/We wish to receive printed copy of the Annual Report.

The shares are held by me/us* under or through:

CDP Securities Account No.

					-				-			
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CPFIS Account

Physical Scrips

Name(s) of Shareholder(s) :

NRIC/Passport/Co. Reg. Number :

Email Address :

Address :

Telephone Number :

Date : Signature:

By completing and returning this Request Slip, you agree and acknowledge that the Company and its service provider(s) may collect, use and disclose your personal data as contained in this Request Slip, for the purpose of processing and effecting your request.

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HALCYON AGRI CORPORATION LIMITED

180 Clemenceau Avenue
#05-02 Haw Par Centre
Singapore 239922

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HALCYON AGRI CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200504595D)

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 Hope & Faith meeting room, Level 3, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Wednesday, 24 April 2024 at 3.00 p.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2023, the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Eddie Chan Yean Hoe, the Director who will retire pursuant to Regulation 91 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 2)**
3. To re-elect Mr Sun Weiliang, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 3)**
4. To re-elect Mr Zhang Daqiang, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 4)**
5. To re-elect Mr Xu Xingbin, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered himself for re-election. **(Resolution 5)**
6. To re-elect Ms Fan Xiaohong, the Director who will retire pursuant to Regulation 97 of the Constitution of the Company and, being eligible, has offered herself for re-election. **(Resolution 6)**
7. To approve the sum of up to S\$600,000 to be paid quarterly in arrears, to the non-executive Directors as Directors' fees for the financial year ending 31 December 2024. **(Resolution 7)**
8. To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix its remuneration. **(Resolution 8)**
9. To transact any other ordinary business which may be properly transacted at an AGM.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolution, with or without modification(s):

10. Renewal of Interested Person Transaction(s) Mandate

(Resolution 9)

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("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 any of the transactions falling within the types of interested person transactions described in the Appendix to Annual Report dated 9 April 2024 (the "Appendix") with the interested persons described in the Appendix, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interest of the Company or its minority shareholders and (ii) in accordance with the review procedures for such interested person transactions as set out in the Appendix (the "Proposed IPT General Mandate");
- (b) the Proposed IPT General Mandate shall, unless revoked or varied by the Company in a 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
- (c) the Directors of the Company and/or any one 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 General Mandate.

By Order of the Board

Wong Teck Kow
Company Secretary
Singapore

9 April 2024

EXPLANATORY NOTES

- (i) **Resolution 2: Re-election of a Director who ceases to hold office pursuant to Regulation 91 of the Constitution of the Company**

Mr Eddie Chan Yeap Hoe will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit and Remuneration Committees and a member of the Nominating Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

- (ii) **Resolutions 3 to 6: Re-election of Directors who cease to hold office pursuant to Regulation 97 of the Constitution of the Company**

Mr Sun Weiliang will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer and a member of the Remuneration and Nominating Committees. Mr Sun is a nominee director of China Hainan Rubber Industry Group Co., Ltd. ("**HRG**").

Mr Zhang Daqiang will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Strategy Officer. Mr Zhang is a nominee director of HRG.

Mr Xu Xingbin will, upon re-election as a Director of the Company, remain as a Non-Executive Non-Independent Director. Mr Xu is a nominee director of Sinochem International (Overseas) Pte. Ltd.

Ms Fan Xiaohong will, upon re-election as a Director of the Company, remain as a Non-Executive Non-Independent Director and a member of the Audit Committee. Ms Fan is a nominee director of HRG. She is considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

(iii) **Information of Directors seeking re-election under Resolutions 2 to 6**

Please refer to the sections on 'Board of Directors', 'Corporate Governance Report' and 'Supplemental Information on Directors Seeking Re-election' in the Company's Annual Report in respect of the financial year ended 31 December 2023 (the "Annual Report"), for detailed information (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) of the Directors seeking re-election under Resolutions 2 to 6.

(iv) **Resolution 7: Approval of Directors' fees of up to S\$600,000**

Resolution 7, if passed, will facilitate the payment of Directors' fees during the financial year ending 31 December 2024, in which the fees are incurred. Directors' fees of up to S\$600,000 are computed based on the anticipated number of Board and Board Committee meetings, assuming full attendance by all the non-executive Directors. The amount also caters for any potential appointment of additional Directors, additional unscheduled Board meetings and/or the formation of additional Board Committee(s). Please refer to the section on Corporate Governance Report in the Annual Report for further information on the Directors' fees.

(v) **Resolution 9: Renewal of Interest Person Transaction(s) Mandate**

Resolution 9, if passed, will empower the Directors of the Company to do all acts necessary to give effect to the Proposed IPT General Mandate as described in the Appendix. The authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next AGM of the Company is held or required by law to be held.

IMPORTANT NOTES RELATING TO THE AGM

(1) **AGM, Annual Report and documents related to the AGM**

Shareholders of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate in the Meeting virtually.

The Company's Annual Report and the documents which are relevant to the AGM, including the Appendix to Annual Report dated 9 April 2024 relating to the Renewal of IPT General Mandate (the "Appendix"), this Notice of AGM and the proxy form (the "Proxy Form") can be accessed at:

- (a) the **Company's website** at <https://www.halcyonagri.com/investors-media/agm-egm-announcements>; or
- (b) the **SGX website** at <https://www.sgx.com/securities/company-announcements>.

For your convenience, printed copies of this Notice of AGM and Proxy Form will be sent to shareholders by post. However, please note that no printed copies of the Annual Report including the Appendix will be despatched to the shareholders.

(2) **Arrangement for participation in the AGM physically**

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

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
- (c) voting at the AGM:
 - (i) themselves personally; or
 - (ii) 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 shareholder 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 AGM in his stead.
- (4) Pursuant to Section 181 of the Companies Act 1967, any shareholder who is a relevant intermediary is entitled to appoint one or more proxies to attend, speak and vote at the AGM. "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 AGM in person. CPF Investors and SRS Investors (collectively "CPF and SRS Investors") who are unable to attend the AGM 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 AGM.

- (6) The completed and signed Proxy Form must be submitted to the Company in the following manner:
- (a) **by post** and be lodged with the registered office of the Company at 180 Clemenceau Avenue #05-02, Haw Par Centre, Singapore 239922; or
 - (b) **by email** to AGM@halcyonagri.com enclosing a clear scanned copy of the Proxy Form,

and must be received by the Company by 21 April 2024 at 3.00 p.m. (being 72 hours before the time appointed for the holding of the AGM). 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 15 April 2024 at 3.00 p.m. (being seven (7) working days before the time appointed for the holding of the AGM).

Shareholders are strongly encouraged to submit completed Proxy Forms electronically.

Submission of Questions in Advance

- (1) Shareholders (including CPF or SRS investors) may submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted and received by the Company by 3.00 p.m. on 16 April 2024 in the following manner:
- (a) **by post** to the registered office of the Company at 180 Clemenceau Avenue #05-02, Haw Par Centre, Singapore 239922; or
 - (b) **by email** to AGM@halcyonagri.com.

Shareholders are strongly encouraged to submit completed questions electronically.

- (2) Shareholders (including CPF or SRS investors) will need to identify themselves when posing questions by email or by mail by providing the following details:
- (a) the shareholder's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records;
 - (b) the shareholder's NRIC/Passport/UEN number;
 - (c) the shareholder's contact number and email address; and
 - (d) the manner in which the shareholder 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 AGM as received from shareholders either before or during the AGM. The responses to questions from shareholders 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 Forms, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

A "Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Board, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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

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PROXY FORM
ANNUAL GENERAL MEETING

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

IMPORTANT:

1. Relevant intermediaries as defined in Section 181 of the Companies Act 1967 may appoint more than two proxies to attend, speak and vote at the Annual General Meeting ["AGM"].
2. An investor who holds shares under the Central Provident Fund Investment Scheme ["CPF Investor"] and/or the Supplementary Retirement Scheme ["SRS Investors"] (as may be applicable) may attend and cast his vote(s) at the AGM in person. CPF and SRS Investors, who are unable to attend the AGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the AGM.
3. This Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

*I/We, _____ (Name) *NRIC/Passport/Co. Reg. No. _____ of _____ (address) being a *shareholder(s) of the abovenamed company, hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	(%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	(%)

or failing *him/her, the Chairman of the Meeting, as *my/our *proxy/proxies, to attend and vote for *me/us on *my/our behalf at the AGM to be held at Hope & Faith meeting room, Level 3, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Wednesday, 24 April 2024 at 3.00 p.m.

*I/We direct *my/our *proxy/proxies to vote in the manner indicated below. **If no specific direction as to the manner of voting is given, *my/our *proxy/proxies may vote or abstain at his discretion.**

ORDINARY RESOLUTIONS		Number of Votes		
		For**	Against**	Abstain**
Ordinary Business				
Resolution 1	Adoption of Directors' Statement, Audited Financial Statements and Independent Auditor's Report			
Resolution 2	Re-election of Mr Eddie Chan Yean Hoe as Director			
Resolution 3	Re-election of Mr Sun Weiliang as Director			
Resolution 4	Re-election of Mr Zhang Daqiang as Director			
Resolution 5	Re-election of Mr Xu Xingbin as Director			
Resolution 6	Re-election of Ms Fan Xiaohong as Director			
Resolution 7	Approval of Directors' fees of up to S\$600,000 for the financial year ending 31 December 2024			
Resolution 8	Re-appointment of Messrs Ernst & Young LLP as Auditor			
Special Business				
Resolution 9	Renewal of IPT General Mandate			

All resolutions put to vote at the AGM shall be decided by way of poll.

* Delete accordingly

** Please tick or cross X or indicate the number of votes within the box set against each resolution to cast your votes "For" or "Against" in respect of that resolution. If you wish your proxy to Abstain from voting on a resolution, please tick or cross X or indicate the number of votes in the "Abstain" box in respect of that resolution.

Dated this _____ day of April 2024

Shares in:	Total No. of Shares Held
(a) CDP Register	
(b) Register of Members	
Total	



Signature(s) or Common Seal of shareholder(s)

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

Notes:

1. Please insert the total number of shares in the share capital of the Company held by the shareholder. If the shareholder has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the shareholder has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the number of shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the shareholder.
2. A shareholder 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 AGM in his stead.
3. Where a shareholder appoints more than one proxy, the shareholder must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
4. In relation to a relevant intermediary who wishes to appoint more than two proxies, it should annex to the instrument appointing a proxy or proxies the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank who intends to appoint CPF investors as its proxies shall comply with this Note.
5. A proxy need not be a shareholder of the Company.
6. The instrument appointing the proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer(s).
7. Where an instrument appointing the proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The completed and signed Proxy Form must be submitted to the Company in the following manner:
 - (a) by post and be lodged with the registered office of the Company at 180 Clemenceau Avenue #05-02, Haw Par Centre, Singapore 239922; or
 - (b) by email to AGM@halcyonagri.com enclosing a clear scanned copy of the Proxy Form, and must be received by the Company by 21 April 2024 at 3.00 p.m. (being 72 hours before the time appointed for the holding of the AGM).

Shareholders are strongly encouraged to submit completed Proxy Forms electronically.

9. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors, and 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 15 April 2024 at 3.00 p.m..

A "Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Board, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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

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