

HALCYON AGRI CORPORATION LIMITED

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

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- 1) **COMPLETION OF THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF JFL AGRO PTE. LTD. (THE “JFL ACQUISITION”)**
 - 2) **ISSUANCE OF 26,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE “CONSIDERATION SHARES”) TO THE VENDORS**
 - 3) **USE OF PROCEEDS FROM THE GENERAL MANDATE PLACEMENT OF 27,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“SHARES”) WHICH WAS COMPLETED ON 22 NOVEMBER 2013 (THE “GENERAL MANDATE PLACEMENT”)**
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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 of the Company dated 9 September 2013, 6 November 2013, 14 November 2013, 27 November 2013, 12 December 2013 and 30 December 2013 relating to, inter alia, the JFL Acquisition (the “JFL Acquisition Announcements”), and the announcements of the Company dated 6 November 2013, 14 November 2013 and 22 November 2013 relating to, inter alia, the General Mandate Placement (the “Placement Announcements”) and the circular to shareholders dated 27 November 2013 relating to, inter alia, the JFL Acquisition.

The Board of Directors (the “**Board**”) of Halcyon Agri Corporation Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) wishes to announce the following:

1. COMPLETION OF THE JFL ACQUISITION

- 1.1 Further to the JFL Acquisition Announcements, the Company has nominated its wholly-owned subsidiary, Halcyon Agri Malaysia Pte. Ltd., to receive the Sale Shares and the Group has today, completed the acquisition of the entire issued and paid up share capital of JFL Agro Pte. Ltd. pursuant to the fulfilment of the condition precedents set out in the CSPA.
- 1.2 With the completion of the JFL Acquisition, JFL Agro Pte. Ltd. and its wholly owned subsidiaries, namely JFL Holdings Sdn. Bhd., JFL Agro Sdn. Bhd. and JFL Rubber Sdn. Bhd., have become indirect wholly-owned subsidiaries of the Company.
- 1.3 Following the completion of the JFL Acquisition, the first tranche of the Purchase Consideration has been satisfied by (i) the issuance of 26,000,000 Consideration Shares to the Vendors (as elaborated in paragraph 2 below) and (ii) an Interim Cash Consideration of RM22,594,055 (equivalent to approximately S\$8,628,625 based on the exchange rate of S\$1.00 to RM2.6185 as at 0900hrs on the day immediately prior to the date of this announcement) (as elaborated in paragraph 3 below).
- 1.4 The Company will make further announcement(s) upon satisfaction of the conditions subsequent and payment of the Final Cash Consideration of RM71,612,375 (equivalent to approximately S\$27,348,625 based on the exchange rate of S\$1.00 to RM2.6185 as at 0900hrs on the day immediately prior to the date of this announcement) as set out in the CSPA.

2. ISSUANCE OF 26,000,000 CONSIDERATION SHARES TO THE VENDORS

- 2.1 In connection with the completion of the JFL Acquisition and pursuant to the terms of the CSPA, the Company has today, issued and allotted 26,000,000 Consideration Shares based on the issue price of S\$0.72 per Consideration Share to the Vendors and/or the nominee of the Vendors as set out below:

Name of Allottee	Number of Consideration Shares Allotted
Forlenza Investments Limited	13,000,000
Jewel Castle Limited	6,500,000
Dato' Lynette Le Mercier (As nominee of Laveyne Limited)	6,500,000

- 2.2 The Consideration Shares are expected to be listed and quoted on the Catalist of the SGX-ST with effect from 9.00 a.m. on 30 January 2014.
- 2.3 The Consideration Shares were issued free from all claims, charges, liens and other encumbrances whatsoever and will rank *pari passu* in all respects with the Shares existing as at the date of issue of the Consideration Shares save that they will not rank for any dividend, rights, allotments or other distributions, the record date of which falls on or before the date of completion of the allotment and issue of the Consideration Shares.
- 2.4 Following the issuance of the Consideration Shares, the total number of issued Shares of the Company has increased from 370,000,000 Shares to 396,000,000 Shares.
- 2.5 It should be noted that the LQN is not an indication of the merits of the New Shares, the Proposed Acquisition, the Placement, the Credence Placement, the Company, its subsidiaries and their securities.

3. USE OF PROCEEDS FROM THE GENERAL MANDATE PLACEMENT

- 3.1 Further to the Placement Announcements, approximately S\$8,628,625 of the net proceeds from the General Mandate Placement has been utilised to satisfy the Interim Cash Consideration of RM22,594,055 (based on the exchange rate of S\$1.00 to RM2.6185 as at 0900hrs on the day immediately prior to the date of this announcement) in relation to the JFL Acquisition. The remaining amount of net proceeds from the General Mandate Placement which has yet to be utilised is S\$11,171,375 as at the date of this announcement.
- 3.2 The use of proceeds from the General Mandate Placement is in accordance with the intended purposes as set out in the Placement Announcements released by the Company in relation to the General Mandate Placement, ie. to fund the growth and expansion of the Group's business.
- 3.3 The Company will make further announcement(s) as and when the unutilised net proceeds from the General Mandate Placement are materially disbursed and/or in the Company's financial results announcements.

By Order of the Board

Robert Meyer
Executive Chairman and CEO
29 January 2014

*The Company was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 1 February 2013. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").*

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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