
This document is important and should be read carefully. If you are in any doubt about its contents or the action to take, kindly consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance immediately.
"FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS SEE "RISK FACTORS" COMMENCING ON PAGE 9"



HONEYWELL
Flour Mills Plc
(RC: 55495)

INITIAL PUBLIC OFFERING

By way of an
Offer for Sale Of
1,252,941,177
Ordinary Shares of 50Kobo each
At **₦8.50** per share

and an

Offer for Subscription Of
941,176,471
Ordinary Shares of 50 Kobo each
At **₦8.50** per share
Payable in full on Application

Application List Opens: December 03, 2008
Application List Closes: December 31, 2008

Lead Issuing House:



RC: 446599

Joint Issuing House



RC 223042

Joint Issuing Houses:



RC 125478



RC: 47516



RC 444999

This Abridged Prospectus and the securities, which it offers, have been cleared and registered by the Securities and Exchange Commission. It is a civil wrong and a criminal offence under the Investments and Securities Act No 29, 2007 to issue an Abridged Prospectus, which contains false or misleading information. Clearance and registration of this Abridged Prospectus and the securities, which it offers, do not relieve the parties from any liability arising under the Act for false and misleading statements contained herein or for any omission of a material fact.

This Abridged Prospectus is dated November 26, 2008

SUMMARY OF THE OFFER

The following information should be read in conjunction with the full prospectus from which it was derived:

Issuer:	Honeywell Flour Mills Plc																							
Offeror:	Siloam Global Services Limited																							
Issuing Houses:	<ul style="list-style-type: none"> ■ FBN Capital Limited (Lead) ■ BGL Plc ■ Bank PHB Plc ■ Oceanic Capital Company Limited ■ UBA Capital (Africa) Limited 																							
Share Capital:																								
Authorised:	₦4,000,000,000 comprising 8,000,000,000 Ordinary Shares of 50 Kobo each																							
Issued and Fully Paid:	₦3,500,000,000 comprising 7,000,000,000 Ordinary Shares of 50 Kobo each																							
Method Of Sale:	An Offer for Sale of 1,252,941,177 Ordinary Shares of 50 Kobo each and an Offer for Subscription of 941,176,471 Ordinary Shares of 50 Kobo each																							
Offer Price:	₦8.50 per share																							
Total Offer Size	₦18,650,000,008 split into an Offer for Sale of 1,252,941,177 Ordinary Shares of 50 Kobo each and an Offer for Subscription of 941,176,471 Ordinary Shares of 50 Kobo each.																							
Payment Terms:	In full on application																							
Units of Sale:	Minimum of 1,000 ordinary shares and multiples of 100 ordinary shares thereafter																							
Purpose:	<p>The Total Offer is being undertaken to give investors an opportunity to become part owners of HFM Plc. The combined Offer will also avail the Company the opportunity to meet the listing requirements for The NSE. After deducting the Cost of the Offer which amounts to ₦318,105,281.6* representing 3.98% and underwriting cost of 10%, the Net Proceeds of the Offer for subscription will be apportioned in the following manner:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #2c3e50; color: white;"> <th>Utilization</th> <th>₦Million</th> <th>%</th> <th>Gestation Period</th> </tr> </thead> <tbody> <tr> <td>Purchase of additional Pasta Plant</td> <td style="text-align: right;">3,662</td> <td style="text-align: center;">52</td> <td style="text-align: center;">18 months</td> </tr> <tr> <td>New Business **</td> <td style="text-align: right;">2,324</td> <td style="text-align: center;">33</td> <td style="text-align: center;">18 months</td> </tr> <tr> <td>Working Capital</td> <td style="text-align: right; border-top: 1px solid black;">1,056</td> <td style="text-align: center;">15</td> <td style="text-align: center;">Immediate</td> </tr> <tr> <td>Total</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 1px solid black;">7,042</td> <td></td> <td></td> </tr> </tbody> </table> <p>*Please note that the cost of the Offer for Subscription does not include the Underwriting Fees. **New business – production of spices and condiments</p>			Utilization	₦Million	%	Gestation Period	Purchase of additional Pasta Plant	3,662	52	18 months	New Business **	2,324	33	18 months	Working Capital	1,056	15	Immediate	Total	7,042			
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Working Capital	1,056	15	Immediate																					
Total	7,042																							
Offer Period:	Opens: December 03, 2008 Closes: December 31, 2008																							
Market Capitalisation @ Offer Price:	Pre Offer: ₦59.5billion Post Offer: ₦67.5billion																							
Status:	The shares being offered rank pari passu in all respects with the other existing issued ordinary shares in the Company.																							
Quotation:	An application has been made to The Nigerian Stock Exchange for the admission to its Daily Official List, the entire Issued Share Capital of Honeywell Flour Mills Plc comprising of 7,941,176,471 Ordinary Shares of 50Kobo each.																							
Underwriting:	In accordance with the rules and regulations of the SEC, ₦14,920,000,000 representing 80% of the Offer is underwritten on a firm basis by the Issuing Houses as follows: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Issuing House/Underwriters</th> <th>No. of shares</th> <th>Value(N)</th> </tr> </thead> <tbody> <tr> <td>FBN Capital Limited</td> <td style="text-align: right;">588,235,294</td> <td style="text-align: right;">5,000,000,000</td> </tr> <tr> <td>BGL Plc</td> <td style="text-align: right;">520,000,000</td> <td style="text-align: right;">4,420,000,000</td> </tr> <tr> <td>Bank PHB Plc</td> <td style="text-align: right;">176,470,588</td> <td style="text-align: right;">1,500,000,000</td> </tr> <tr> <td>UBA Capital (Africa) Limited</td> <td style="text-align: right;">58,823,529</td> <td style="text-align: right;">500,000,000</td> </tr> <tr> <td>Oceanic Bank International Plc</td> <td style="text-align: right; border-top: 1px solid black;">411,764,706</td> <td style="text-align: right; border-top: 1px solid black;">3,500,000,000</td> </tr> <tr> <td>TOTAL</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 1px solid black;">1,755,294,117</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 1px solid black;">14,920,000,000</td> </tr> </tbody> </table>			Issuing House/Underwriters	No. of shares	Value(N)	FBN Capital Limited	588,235,294	5,000,000,000	BGL Plc	520,000,000	4,420,000,000	Bank PHB Plc	176,470,588	1,500,000,000	UBA Capital (Africa) Limited	58,823,529	500,000,000	Oceanic Bank International Plc	411,764,706	3,500,000,000	TOTAL	1,755,294,117	14,920,000,000
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TOTAL	1,755,294,117	14,920,000,000																						

SUMMARY OF THE OFFER

Claims & Litigation	The Company in its ordinary course of business is presently involved in Three [3] cases. Two of the cases were instituted against HFM Plc while one was brought by HFM Plc. The amount claimed in the cases instituted against HFM Plc is estimated at N111,847,400 (one hundred and eleven million, eight hundred and forty seven thousand, four hundred naira) while the total amount claimed in the case instituted by HFM Plc is estimated at N180,000.00 (one hundred and eighty thousand naira). It is however pertinent to note that the above figures are by no means conclusive of the potential liability of the claims instituted against HFM Plc. It is the opinion of the Solicitors to the Offer that these cases are unlikely to succeed against HFM Plc and in the event that they succeed, the Directors of HFM Plc are of the opinion that none of the aforementioned cases is likely to have a material effect on HFM Plc or the Offer, and are not aware of any other pending and or threatened claims or litigation which may be material to the Offer.
Indebtedness	As at the date of this Prospectus, the company has bank facilities in the ordinary course of business amounting to ₦9.72 billion.
Share Certificates	Share certificates in respect of the shares allotted will be sent by electronic transfer to the CSCS account of all allottees not later than 15 working days from the date of allotment. Investors are hereby advised to state the name of their stockbrokers as well as their CSCS account Number/ Clearing House Number in the space provided on the application form. Investors who do not know their CSCS Account Number or their CHN should contact their stockbrokers. However, investors without CSCS Account Number/CHN will receive their certificate by registered post within 15 working days of allotment.
Foreign Investors:	Foreign investors can participate in the Offer in accordance with SEC Rules and Section 15(2) of the Foreign Exchange (Monitoring and miscellaneous provision) Act which provides that the Certificate of Capital Importation must be issued within 24 hours of the inflow of capital. Payment which must be made by bank transfers or by the issuance of cheques will be domiciled with the Receiving Banks. The applicable exchange rate will be the ruling autonomous rate at the time of subscription. The Receiving Bank shall arrange for the Certificate of Capital importation to be issued to valid subscribers at the conclusion of the Offer.
Oversubscription/ Supplementary Allotment:	In event of an over subscription, additional shares not exceeding 25% of the oversubscribed portion may be issued subject to the approval of the Board of HFM Plc and the subsequent approval of the SEC. The Supplementary proceeds would be utilized for the same purposes as stated above.
Group Structure:	Honeywell Flour Mills Plc has only one wholly owned subsidiary, namely, Honeywell Superfine Foods Limited (HSFL). The Company commenced operations in December 2006 as a vertical integration of HFM Plc's operations to develop, produce, market and sell flour-based semi-processed food products in the fast moving consumer goods sector.
Additional information:	The Company is simultaneously undertaking an Offer for sale of 1,252,941,177 Ordinary shares by Siloam Global Services Limited this would reduce its holding in the Company to 72% post offer.

Consolidated Financial Summary:

(Extracted From The Reporting Accountants' Report)

Year ended March 31	2008	2008**	2007	2006	2005	2004
	₦ 000	₦ 000	₦ 000	₦ 000	₦ 000	₦ 000
	Group**	←-----	The Company	-----→		
Turnover	20,904,144	18,773,815	15,599,805	13,146,833	7,790,058	7,317,620
Profit Before Taxation	988,761	889,950	697,709	776,881	194,751	196,383
Profit After Taxation	915,263	816,452	636,343	722,557	167,161	170,492
Paid-up Share Capital	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Total Assets	19,979,780	14,794,961	10,919,795	11,211,983	9,390,452	5,182,747
Net Assets	5,168,882	4,743,098	3,584,465	2,948,121	2,225,565	2,058,403
Actual EPS (Kobo)*	45.76	40.82	31.82	36.13	8.36	8.52

* The EPS above is based on 2billion ordinary shares of 50Kobo each.

**The first financial statement of the company's consolidated 100% owned subsidiary (Honeywell Superfine Foods Limited) with its result covered for 15.5months ended March 31 2008.

SUMMARY OF THE OFFER

Forecast Offer Statistics:

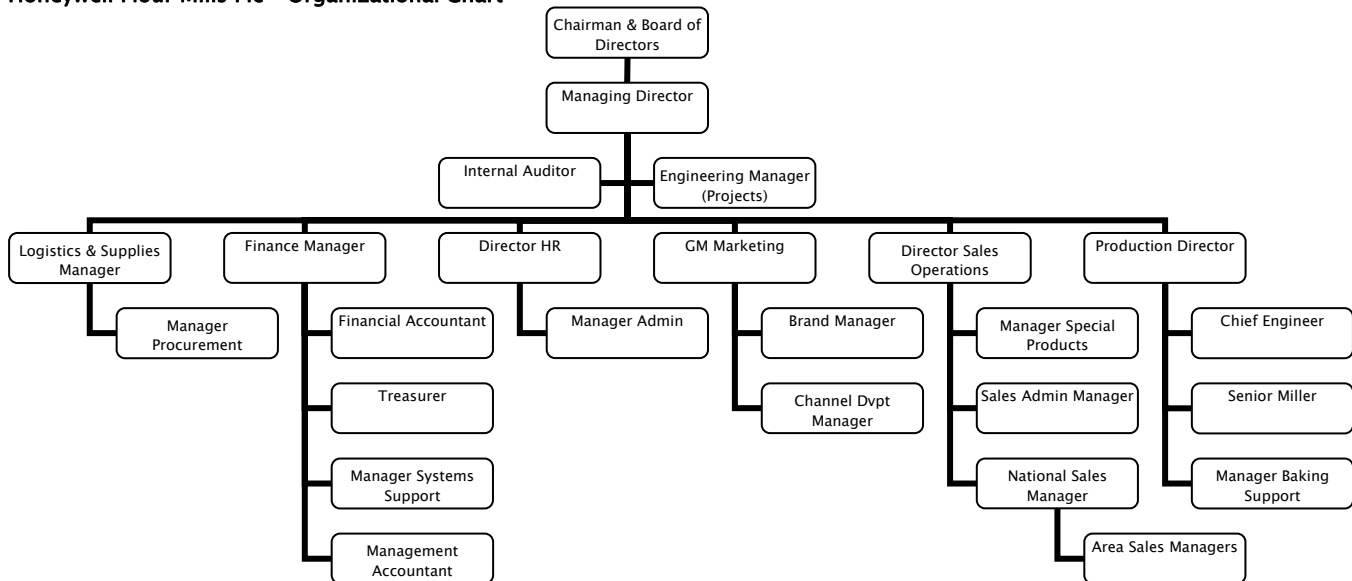
Assuming Full Subscription

(Extracted From The Reporting Accountants' Report)

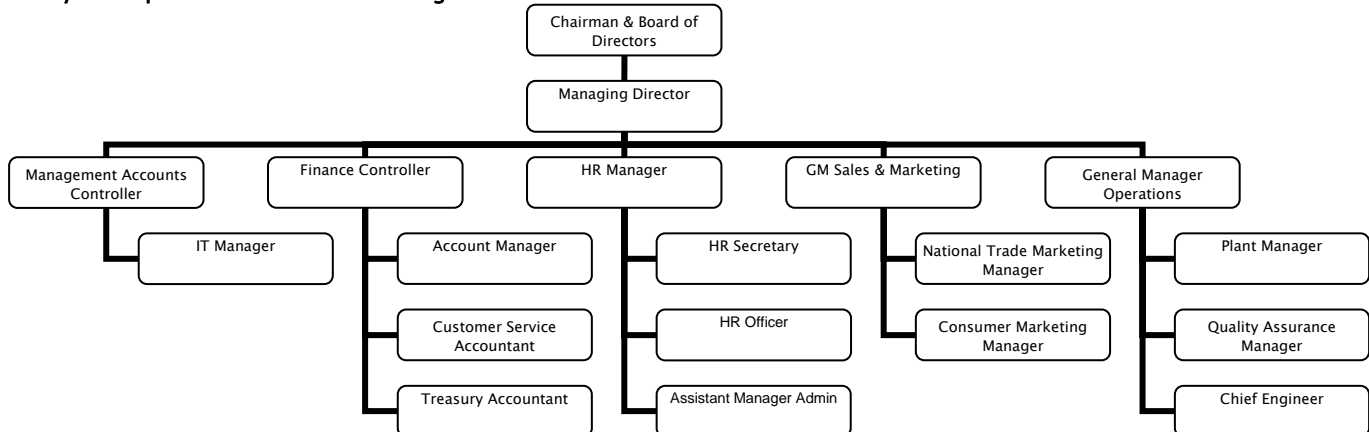
<i>Period ending March 31</i>	<i>2009</i>	<i>2010</i>	<i>2011</i>
	N'000	N'000	N'000
Turnover	44,001,350	59,278,993	80,461,964
Profit Before Taxation	2,976,429	7,363,955	10,876,152
Profit After Taxation	2,270,295	5,622,503	8,616,039
Dividend Payout	908,118	2,249,001	3,446,416
Forecast Statistics:			
Earnings Per Share (Kobo)	29	71	108
Dividend Per Share (Kobo)	11	28	43
Earnings Yield @ Offer Price (%)	3.4	8.3	12.8
Dividend Yield @ Offer Price (%)	1.3	3.3	5.1
P/E ratio @ Offer price	29.73	12.01	7.83

The Forecast EPS and DPS are based on 7,941,176,471 ordinary shares of 50Kobo each.

Honeywell Flour Mills Plc – Organizational Chart



Honeywell Super Fine Foods Limited – Organizational Chart



THE OFFER

Copies of this Abridged Prospectus and the documents specified herein have been delivered to the Securities and Exchange Commission for clearance and registration. This Abridged Prospectus is being issued in compliance with the Provisions of the Investments and Securities Act No 29 of 2007, the Rules and Regulations of the Commission and the Listing Requirements of The Nigerian Stock Exchange and contains particulars in compliance with the requirements of the Commission and The Exchange, for the purpose of giving information to the public with regard to the Offer for Sale of Ordinary Shares 1,252,941,177 Ordinary Shares of 50 Kobo each at ₦8.50 per Share and an Offer for Subscription of 941,176,471 Ordinary Shares of 50 Kobo each at ₦8.50 per Share in Honeywell Flour Mills Plc by FBN Capital Limited, BGL Plc, Bank PHB Plc, Oceanic Capital Company Limited and UBA Capital (Africa) Limited. An application has been made to the Council of The NSE for the admission of the entire paid up capital of the Company to its Daily Official List.

The Directors of Honeywell Flour Mills Plc individually and collectively accept full responsibility for the accuracy of the information contained in this Prospectus. The Directors have taken reasonable care to ensure that the facts contained herein are true and accurate in all respects and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no material facts the omission of which would make any statement herein misleading or untrue.

Lead Issuing House
FBN Capital Limited
RC 446599

Joint Issuing House
BGL Plc
RC 223042

Joint Issuing Houses:

Bank PHB Plc
RC 125478

Oceanic Capital Company Limited.
RC: 475194

UBA Capital (Africa) Limited
RC 444999

On Behalf of
Honeywell Flour Mills Plc
RC55495

are authorised to receive applications for

an Offer for Sale of **1,252,941,177** Ordinary Shares of **50 Kobo** each at **₦8.50** per Share
and
an Offer for Subscription of **941,176,471** Ordinary Shares of **50 Kobo** each at **₦8.50** per Share

Payable in full on Application In Honeywell Flour Mills Plc

The Application List for the shares now being offered will open on December 03, 2008 and close on December 31, 2008

Share Capital and Reserves of the Company as at March 31, 2008:

(Extracted from the Reporting Accountants' Report)

	₦'000
Authorized*:	8 billion Ordinary Shares of 50 Kobo each 4,000,000
Issued and fully paid**:	2 billion Ordinary Shares of 50 Kobo each 1,000,000
Capital Contribution/Deposit for Shares	552,617
Reserves:	<u>3,190,481</u>
Shareholders' funds:	<u>4,743,098</u>

* An EGM held on the 12th day of March 2008 resolved to increase the authorised share capital from N1 Billion to N4 Billion and to further split the 4 Billion Ordinary shares of N1 each to 8 Billion Ordinary Shares of 50k.

**An EGM held on the 19th day of March 2008 authorized the directors to acquire 999,999 ordinary shares of N1 each in HSFL and allot 1,999,998,000 ordinary shares of 50k each to shareholders of HSFL as consideration.

**An EGM held on the 8th day of April 2008 approved a bonus issue of 3 Billion ordinary shares of 50k each to the existing shareholders in the proportion of 3 ordinary shares for every 4 shares previously held.

DIRECTORS AND OTHER PROFESSIONAL PARTIES

DIRECTORS:

Mr. Oba Otudeko (OFR) (Chairman)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Mr. Folaranmi Babatunde Odunayo

(Managing)
2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Lt. General Garba Duba (rtd) (Non-Executive)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Mr. Ambrose Feese (Non-Executive)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Mr. Siji Ijogun (Non-Executive)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Chief Kola Jamodu (Non-Executive)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Mr. Dave Obray (South African) (Non-Executive)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Mrs. Adebisi Otudeko (Non-Executive)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island, Lagos

Mr Obafemi Otudeko (Non-Executive)

2nd Gate Bye-Pass
NP Plc premises
Tin can Island, Lagos

Dr Nino Ozara (Executive)

2nd Gate Bye-pass
NP Plc premises
Tin Can Island
Lagos

COMPANY SECRETARY & REGISTERED OFFICE

Mrs. Oluwayemisi Busari

2nd Gate Bye-pass
NP Plc premises
Tin Can Island
Lagos

ISSUING HOUSES/UNDERWRITERS:

FBN Capital Limited (Lead)

16, Keffi Street
South-West Ikoyi
Lagos

BGL Plc

Millennium House
12A, Catholic Mission Street
Lagos Island
Lagos

Bank PHB Plc

Plot 707, Adeola Hopewell Street
Victoria Island
Lagos

UBA Capital (Africa) Limited

UBA House (11th Floor)
57, Marina
Lagos

Oceanic Capital Company Limited
(Issuing House only)

19A, Adeola Odeku Street
Victoria Island
Lagos

AUDITORS:

Balogun Badejo & Co. (Polaris)

(Chartered Accountants)
6 Ilupeju Bye-pass
Ilupeju
Lagos

REPORTING ACCOUNTANTS:

Baker Tilly Nigeria

(Formerly Aneni Dairo & Co/ Oyelami.
Soetan Adeleke & Co.)
(Chartered Accountants)
4th Floor, Kresta Laurel Complex
376 Ikorodu Road
Maryland, Lagos

SOLICITORS TO THE OFFER:

Olaniwun Ajayi LP

4th Floor, UBA House
57, Marina
Lagos

SOLICITORS TO THE COMPANY:

S.P.A. Ajibade & Co.

Suite 301 Spaaco House
27A, Macarthy Street
Lagos

REGISTRARS TO THE OFFER:

First Registrars Nigeria Limited

2, Abebe Village Road
Iganmu
Lagos

RECEIVING BANKERS:

First Bank of Nigeria Plc

Samuel Asabia House
35, Marina
Lagos

Oceanic Bank International Plc

(Receiving Banker & Underwriter)
Waterfront Plaza
270, Ozumba Mbadiwe Street
Victoria Island, Lagos

LEAD STOCKBROKERS TO THE OFFER:

FBN Securities Limited

16, Keffi Street
South-West Ikoyi
Lagos

BGL Securities Limited

Plot 1061, Abagbon Close
Off Ologun Agbaje Street
Victoria Island
Lagos

JOINT STOCKBROKERS TO THE OFFER:

Adamawa Securities Limited

42, Galadima Aminu Way
Jimeta
Yola

Anchoria Investment and Securities Limited

112 Lewis Street
Lagos

APT Securities & Funds Limited

29 Marina
Lagos

Capital Assets Limited

8th Floor
Bookshop House
50/52, Broad Street
Lagos

DIRECTORS AND OTHER PROFESSIONAL PARTIES

Compass Investment and Securities Limited

17th Floor, Stock Exchange House
2/4 Customs Street
Lagos

ChapelHill Denham Management Limited

NECOM House
20th Floor
15, Marina, Lagos

De-Canon Investments Limited

Wesley House (4th Floor)
21/22, Marina
Lagos

EDC Securities Limited

21 Ahmadu Bello Way
Victoria Island
Lagos

Finmal Finance Services Limited

10 Ijora Causeway
Lagos

FSDH Securities Limited

UAC House
1/5, Odunlami Street
Lagos

Futureview Financial Services Limited

161D, Aufu Taylor Close,
Off Idejo Street
Victoria Island, Lagos

Global Assets Management (Nig) Limited

Investment House
21/25 Broad Street, Lagos

GTI Capital Limited

Stock Exchange House
20th Floor
2/4 Customs Street,
Lagos

IBTC Asset Management Limited

StanbicIBTC Place
Walter Carrington Crescent
Lagos

Kinley Securities Limited

47, Marina
Lagos

LB Securities Limited

Plot 932, Idejo Street

Victoria Island,
Lagos

Marina Securities Limited

10 Amodu Ojikutu Street
Victoria Island, Lagos

Pilot Securities Limited

Fourth Floor
Elephant Cement House
Central Business District
Alausa, Ikeja
Lagos

Tiddo Securities Limited

1st Floor
Left Wing, Labour House
Central business District
Garki Abuja

Tower Assets Management Limited

Suite 6,2nd Floor (Marina Court)
Plot 252A, Herbert Macaulay Way
Opposite NNPC Tower
Central Area District, Abuja, FCT

UBA Stockbrokers Limited

Raymond House
97/105 Broad Street
3rd & 4th Floor
Lagos

UNEX Capital Limited

3, Biadou Street
Off Keffi Street
South West Ikoyi
Lagos

CHAIRMAN'S LETTER

The following is the text of a letter received by the Issuing Houses from **Mr. Oba Otudeko (OFR.)**, Chairman, Board of Directors of Honeywell Flour Mills Plc:

The Directors
FBN Capital Limited
16, Keffi Street
South-West Ikoyi
Lagos

The Directors
Bank PHB Plc
Plot 707, Adeola Hopewell Street
Victoria Island
Lagos

The Directors
UBA Capital (Africa) Limited
UBA House (11th Floor)
57, Marina
Lagos

The Directors
BGL Plc
Millennium House
12A, Catholic Mission Street
Lagos Island
Lagos

The Directors
Oceanic Capital Company Limited
19A, Adeola Odeku Street
Victoria Island
Lagos

Dear Sirs,

HONEYWELL FLOUR MILLS PLC – OFFER FOR SALE OF 1,252,941,177 ORDINARY SHARES OF 50 KOBO EACH AT ₦8.50 PER SHARE AND AN OFFER FOR SUBSCRIPTION OF 941,176,471 ORDINARY SHARES OF 50 KOBO EACH AT ₦8.50 PER SHARE

It is my pleasure to provide you the following information in connection with Honeywell Flour Mills Plc's offer for sale of 1,252,941,177 ordinary shares and its offer for subscription of 941,176,471 ordinary shares being made to the public by your good selves on behalf of the Company.

Nigerian Economy and Political environment

The Nigerian economy has been fairly stable with growth in the non-oil sector and positive macro-economic indices. GDP in 2006 was about N18.2trillion and this was projected to grow steadily over the next few years (CBN report). However, the downturn in global financial economies couple with falling oil prices could slow down the gains achieved in the past few years.

In a recent report released by Merrill Lynch published in the ThisDay Newspaper of November 16, 2008, Nigeria was ranked as one of the World's 10 least vulnerable economies. Nigeria with a population of about 140million(NPC, Nigeria) was able to record a 7.3% growth in GDP with its Consumer price index hovering at 11.5%, its current account balance, fiscal balance and public debt at 6%, 6.3% and 10.4% respectively. The foreign reserve is put at \$60.8billion.

On the political scene, the successful change of government and the pledge of the current administration to continue with the policy reforms of its predecessor would sustain progress made in the previous years. The new administration has made the rule of law its cardinal principle and the Niger Delta question is being addressed. The political environment is expected to remain stable and continue to support economic and social development.

History

Honeywell Flour Mills Plc was initially registered as Gateway Honeywell Flour Mills Limited on July 9, 1985 with a share capital of ₦10million comprising of 10million ordinary shares of ₦1.00 each. A change in the company's ownership structure led to a change of name to Honeywell Flour Mills Limited (HFML) in June 1995. A subsequent conversion to a Public Liability Company in 2008 led to its current name – Honeywell Flour Mills Plc. HFM Plc now has an authorized share capital of ₦4billion comprising of 8billion ordinary shares of 50Kobo each of which ₦3.5 billion is fully paid up.

Business Activities:

Over the years HFM Plc has positioned itself as one of the market leaders in flour milling, processing & packaging of flour and livestock feeds from wheat. The entry of the Company into the flour milling industry redefined the industry standards; as its high quality compelled an improvement in the quality of flour products by other players in the industry.

Honeywell's Operating Environment

The Nigerian economy has gained momentum over the years of democratic governance and is currently reaping from the well conceived macro – economic reforms that were introduced at the turn of the century. Such benefits include:

- Stable exchange rate regime,
- External Reserves have also grown to about \$60 billion in 2008 (Merrill Lynch report published in the ThisDay Newspaper of November 16, 2008)
- BB rating by international rating agencies (S&P and Fitch),

CHAIRMAN'S LETTER

- Increased contribution of the non-oil sectors of the economy to GDP,
- Increased flow of Foreign Direct Investments (FDI) to Nigeria,
- Relatively stable interest rates and inflation rates. Economic reports reveal that inflation pressure has dipped from a peak of 23.9% in 2003 to a single digit of 7%. The projected inflation rate for 2008 is 8.5%,
- Current GDP growth estimates for Nigeria are above historical averages.
- Nigeria's demographic indices continue to be strong.
- Exponential growth of the Nigerian Capital market as evidenced by growth in market capitalization and capital raising capacity since 2005,
- The existence of competitive businesses is transforming Nigeria into a diversified economy with exciting growth opportunities.

Products

Honeywell Superfine Flour: This is used mainly for baking bread which is fast becoming the staple food in most homes. It is also used for baking cakes, biscuits, pastries and other confectioneries. It is used by many bakers across the country as a blend with other flour brands as an assurance for an excellent baking experience. It is packaged in 50kg polypropylene bags for easy handling.

Honeywell Semolina: This brand was introduced in June 2006. It is positioned in the market as a ready alternative to local food items. HFM Plc's Semolina brand is also one of the most patronized brands in Nigeria. The demand is very strong, outstripping the production capacity as a result of which the company had to expand its semolina extraction capacity in 2006 after its introduction. It embarked on another phase of expansion in 2007.

Honeywell Brown Flour: This is used in baking 'whole wheat' bread, which is a recommended health food for adult consumers. Although the adoption of brown bread is at a slow pace, the company is committed to developing and positioning it in the minds of bread consumers through partnership with medium to large bakeries in major Nigerian cities.



Purpose of the Offer

The Offer is being undertaken to give investors an opportunity to become part owners of Honeywell Flour Mills Plc. This Offering will also avail the Company the opportunity to meet the requirements for listing on The Nigerian Stock Exchange. After deducting the Cost of the Offer which amounts to ₦318,105,281.6* representing 3.98% and underwriting cost of 10%, the Net Proceeds of the Offer for subscription will be apportioned in the following manner:

Utilization	₦Million	%	Gestation Period
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Working Capital	1,056	15	Immediate
Total	7,042		

*Please note that the cost of the Offer for Subscription does not include the Underwriting Fees.

**New business – production of spices and condiments

Risk and Mitigating Factors

Investors should be aware that there are risks associated with any investment in the stock market. In addition, there are a number of risks factors specific to the Company, the industries in which the Company operates and the general business environment. These risk factors may be outside the control of the Company, Directors and senior management team and have an impact on the operating and financial performance of the Company.

The business activities of the Company are subject to various risks. These risks include (but are not limited to):

a. Specific Business Risk

Fluctuations in raw material costs: Wheat represents more than 85% of the cost of production of flour and Pricing is determined in accordance with international pricing mechanism and has remained high over the last 3 years. However HFM PLC will continue to monitor price trend on a daily basis in order to take advantage of favorable price movements for forward price commitments.

Competition from potential new entrants: There is always a challenge from new entrants to the market. However, entry barriers are high owing to the huge capital expenditure requirements of flour mills. Given the current trends in the Nigerian Flour Milling industry, it is expected that in order to benefit from economies of scale, a new entrant should consider a plant with an installed capacity of at least 1,500 MT per day. A flour milling plant with a daily production capacity of 500 Mt. would cost in excess of \$15 million (N2 billion).

Competition from Existing Producers: Although the Flour Milling industry has a low capacity utilization and a strong competition in the market place, HFM Plc has strong quality brands which have occupied a comfortable niche in the customers' mind. Thus the company has been able to sustain a capacity utilization of 80% in an industry environment of about 35% capacity utilization.

Fluctuation in Energy Supply: HFM Plc requires about 8 to 9 MVA of energy for its production operations and does not rely on Public Power supply which remains inadequate and unsteady for its manufacturing purposes. In its 10 years of production operations, the company has always generated its own power supply and will soon be commissioning a gas powered generating plant which will be backed up by two existing diesel engine power plants in case the supply of gas is turned off for maintenance or some other reason.

The gas-powered plant comes with a standby unit out of 4 units, and this configuration will allow rotational use and maintenance. A similar engine configuration exists for the diesel engines. Honeywell has never had to shut down or rationalize its production output because of a serious failure in the power plant.

The company has a well-trained crop of local and expatriate engineers and technicians who ensures that its power plants are always available for its year-round energy requirements.

Seasonality of Flour: Being a commodity, flour sales is subject to fluctuation between seasons. After the rain and harvest of farm produce, the demand for flour tends to drop in favour of farm produce. To address this factor, we have established a robust customer base which can sometimes extend to neighboring countries.

Changes in Regulatory Environment: HFM Plc is exposed to changes in the regulatory environment

- I. The wheat flour produced by HFM Plc complies with the SON's requirement to fortify flour with Vitamin A and micronutrients. Wheat flour fortification is an initiative designed to help improve nutrition around the world, especially in countries where flour is a major food source.
- II. The Government is currently encouraging the local flour milling companies by imposing significantly higher import duties of 35% on finished wheat (flour) and semolina products whilst wheat grains attract only 5%. HFM Plc, like other companies in the manufacturing sector, is protected by the import substitution policy of the Government and it is not likely that this policy would be discontinued, leaving local manufacturing firms exposed to unfair competition.
- III. Cassava flour inclusion in wheat flour: As a means of creating import substitution opportunities for cassava, the local flour millers have been mandated to include 5% cassava flour in wheat flour. HFM Plc continuously sources good quality cassava flour from the local market to ensure that their flour output meets the high standards of the Company and complies with the SON's requirement.

b. Currency Risk

The input costs are subject to fluctuations in the exchange rate of the Naira against the US Dollar. It is expected that the country's huge foreign reserves and the CBN's effective management of the exchange rate would ensure that the exchange rate between the naira and the dollar continues to remain stable. The CBN has strengthened the controls around the exchange of foreign currency and there is much more transparency in the market.

c. Country / Political Risk

Nigeria faces economic and political risk. Nigeria has experienced 9 years of uninterrupted democratic rule for the first time in its recent history and for the first time in its post-independence history, political power has been successfully transferred from one civilian government to another. The current government has resolved to continue the economic reforms initiated by its predecessor. Furthermore, Nigeria, for the second consecutive year, has retained BB credit rating by S&P and Fitch (which puts it at par with other developing economies like Venezuela, Turkey, Indonesia and Ukraine).

d. Environmental Risk

As an industrial manufacturer, HFM Plc engages deeply with, and is thus affected by significant changes in, the environment. Pollution, environmental degradation and the greenhouse effect of the industrial waste products pose hazards to the environment. HFM Plc is fully compliant with all government legislation concerning the environment and always takes steps to mitigate the environmental risks through the adoption of measures that include regular and proper maintenance of the generators, provision of safety manuals and emergency procedures, monitoring of the implementation of Health Safety and Environmental procedures, and training of staff on Health Safety and Environmental issues.

Compliance with Code of Corporate Governance

In line with its aspiration of becoming a world class company, HFM Plc recognizes the significance of effective Corporate Governance in corporate and economic performance. Accordingly, the Company subscribes to the Code of Best Practices on Corporate Governance in Nigeria. The full extent of the Company's compliance with the Code is provided as follows:

CHAIRMAN'S LETTER

a. Responsibility of the Board of Directors

HFM Plc is in full compliance with all the duties and responsibilities of directors stated under Parts A, B and C of the Code.

b. Composition of the Board

The Board of HFM Plc is composed of ten members made up of two (2) Executive Directors and eight (8) non-Executive Directors.

Executive Directors	Non -Executive Directors
F B Odunayo (Managing Director) Dr. Nino Ozara	Oba Otudeko, OFR (Chairman); Adebisi Otudeko (Mrs.); Obafemi Otudeko (Esq.); Lt.Gen.Garba Duba (Rtd.); Ambrose A Feese (Esq.); Dave Obray (Esq.); Olusiji Ayodele Ijogun (Esq.); Chief Kola Jamodu

The Board members are professionals and entrepreneurs with vast business management experience and credible track records.

c. Chairman and Chief Executive Officer Positions

Responsibilities at the top of the Company are well defined and the Board is not dominated by one individual. The position of the Chairman is separate from the Chief Executive. The Chairman is not involved in the day to day operations of the Company.

d. Proceedings and Frequency of Meetings

The Board meets quarterly. Sufficient clear agenda/reports are given ahead of such meetings. All Directors have access to the Company Secretary who can only be appointed or removed by the Board and also reports to the Board.

e. Reporting and Control

The Board is responsible for and ensures proper financial reporting as well as the establishment of strong internal control procedures. The Audit Committee comprising Executive and non-Executive Directors and representatives of shareholders will be set up on completion of this Offer. The Audit Committee will be chaired by a shareholder.

f. Shareholders' Rights and Privileges

The Directors ensure that shareholders' statutory and general rights are protected at all times. Shareholders are responsible for electing the Directors at Annual General Meetings for which at least a notice of 21 working days has been given before the meeting.

g. Remunerations Committee

The company currently does not have a remunerations committee. Though, the company is in the process of setting one up and envisage that by the next annual general meeting, the committee will be up and running.

Business Prospect & Going Concern Status

The Directors of HFM Plc, after due consideration of the Company's future strategic plans, are of the opinion that the Company will have adequate working capital for its immediate and foreseeable obligations and funding requirements and will continue in operations in the foreseeable future.

Training, Research & Development

HFM Plc undertakes research and development activities and has in the last three years spent ₦175 Million and intends to continue to explore ways of improving the quality of its products at cheaper prices, enhancing efficiency in its operations, and increasing the returns attributable to shareholders.

Unclaimed and un-paid Dividend

There are no unclaimed and unpaid dividends accruing to shareholders of HFM Plc as at the date of this Prospectus.

Future Plans

HFM Plc will continue to be a key player in the flour milling industry and the added strength the IPO will give HFM Plc's Balance Sheet will allow us to retain and increase our market share. HFM Plc will compete at all levels and in all markets and will have the required financial strength to achieve this.

The Company has installed a state-of-the art milling equipment and will continue to invest in such facilities and technology in order to maintain its quality advantage in its competitive market. The company is also actively involved in product research and development and will be introducing new consumer products into the market within the next 4 months in order to enhance its market share and improve its profitability and growth. HFM Plc's strategic direction remains focused on providing a high range of quality products for the complete satisfaction of our highly valued customers.

Yours faithfully,



Mr. Oba Otudeko, OFR
Chairman

STATUTORY & GENERAL INFORMATION

Incorporation and Share Capital History

Gateway Honeywell Flour Mills Limited was established on 9 July 1985. A change in the Company's ownership structure led to a change in name to Honeywell Flour Mills Limited (HFML) in June 1995. The Company was duly incorporated on 9 January 1986 with a nominal share capital of N10 million divided into 10 million ordinary shares of N1 each. The Company's authorized and issued share capital was increased to N1 billion made up of 1,000,000,000 shares of N1 each in 2003.

Year	Authorized (N'000)		Issued & Fully Paid-up (N'000)		Consideration
	Increase	Cumulative	Increase	Cumulative	
1990	-	10,000	-	2	Cash @ N1 each
1991	-	10,000	-	2	Cash @ N1 each
1992	-	10,000	-	2	Cash @ N1 each
1993	-	10,000	-	2	Cash @ N1 each
1994	-	10,000	-	2	Cash @ N1 each
1995	40,000	50,000	49,998	50,000	Cash @ N1 each
2001	160,000	210,000	160,000	210,000	Cash @ N1 each
2003	790,000	1,000,000	790,000	1,000,000	Cash @ N1 each
2008	1,000,000	1,000,000	1,000,000	2,000,000	Acquisition of Honeywell Superfine Foods Limited
2008	-	2,000,000	-	2,000,000	Share Split of N1 to N0.50
2008	2,000,000	4,000,000	1,500,000	3,500,000	Bonus Issue of 3 for 4 shares

Shareholding Structure

As at the date of this Prospectus, the 7,000,000,000 ordinary shares of 50 Kobo each in the issued share capital of the company were beneficially held as follows:

Shareholder	No of Ordinary Shares Held	% holding
Oba Otudeko	1	0%
Siloam Global Services Limited	6,999,999,999	100%
Total	7,000,000,000	100%

Except as stated above, no shareholder holds more than 5% of the Issued share capital of the Company

Shareholding Structure: Post- Offer

Shareholder	No of Ordinary Shares Held	% holding
Oba Otudeko	1	0%
Siloam Global Services Limited	5,747,058,822	72%
Other investors	2,194,117,648	28%
Total	7,941,176,471	100%

STATUTORY & GENERAL INFORMATION

Directors' Interests

As at the date of this Prospectus, direct and indirect interests of the Directors of HFM Plc in the issued share capital of the Company, as disclosed in the Register of Members and as notified by them for the purpose of Section 275 (1) of CAMA were as follows:

Director	Direct
Oba Otudeko*	1
Mr. Folaranmi Odunayo (Managing)	Nil
General Garba Duba (Non Executive)	Nil
Mr. Ambrose Feese (Non Executive)	Nil
Chief Kola Jamodu (Non Executive)	Nil
Mr. Siji Ijogun (Non Executive)	Nil
Mr. Dave O Bray (Non Executive)	Nil
Mrs. Adebisi Otudeko (Non Executive)*	Nil
Mr. Obafemi Otudeko (Non Executive)*	Nil
Dr Nino Ozara (Executive)	Nil

*Mr. Oba Otudeko, Mrs. Adebisi Otudeko (Non Executive) and Mr. Obafemi Otudeko (Non Executive) are shareholders in Siloam Global Services Limited.

Indebtedness

As at the date of this Prospectus, the company has bank facilities in the ordinary course of business amounting to ₦9.72 billion.

Subsidiaries and Associated Companies

As at the date of this Prospectus, Honeywell Super Fine Foods is the only Subsidiary of the Honeywell Flour Mills Plc

Claims and Litigation

The Company in its ordinary course of business is presently involved in Three [3] cases. Two of the cases were instituted against HFM Plc while the remaining one was brought by HFM Plc. The amount claimed in the cases instituted against HFM Plc is estimated at N121,847,400 (one hundred and eleven million, eight hundred and forty seven thousand, four hundred naira) while the total amount claimed in the case instituted by HFM Plc is estimated at N180,000.00 (one hundred and eighty thousand Naira). It is however pertinent to note that the above figures are by no means conclusive of the potential liability of the claims instituted against HFM Plc.

It is the opinion of the Solicitors to the Offer that these cases are unlikely to succeed against HFM Plc and in the event that they succeed, the Directors of HFM Plc are of the opinion that none of the aforementioned cases is likely to have a material effect on HFM Plc or the Offer, and are not aware of any other pending and or threatened claims or litigation which may be material to the Offer.

Estimated Costs and Expenses of the Offer

The Cost and expenses of making this Offer including the fees payable to the Securities and Exchange Commission, The Nigerian Stock Exchange, the Issuing Houses, Stockbrokers, Legal and Accountancy fees, Brokerage Commission, Publicity and Advertising expenses which are estimated N318,105,281.6 representing 3.98% of the proceeds of the Offer and underwriting cost of 10% are payable by the Company.

Declarations

Except as otherwise disclosed in the Prospectus:

- No share of the Company is under option or agreed conditionally or unconditionally to be put under option
- No commissions, brokerages or other special terms have been granted by the Company to any person in connection with the Offer or sale of any share of the Company

STATUTORY & GENERAL INFORMATION

- c) Save as disclosed herein, the Directors of the Company have not been informed of any holding representing 5% or more of the issued share capital of the Company
- d) There are no founders', management or deferred shares or any options outstanding in the Company
- e) There are no material service agreements between the Company or any of its Directors and employees other than in the ordinary course of business
- f) There are no long-term service agreements between the Company or any of its Directors and employees other than in the ordinary course of business
- g) No Director of the Company has had any interest, direct or indirect, in any property purchased or proposed to be purchased by the Company in the five years prior to the date of this Prospectus.

Further declarations/information in respect of shareholders/key management staff

It is further declared that to the best of knowledge of Directors as at the March 31, 2008:

- (a) None of the above is under any bankruptcy or insolvency proceedings in any court of law.
- (b) None of them has been convicted in any criminal proceeding
- (c) None of them is subject of any order, judgment or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty.

Material Contracts

- A Vending Agreement dated November 26, 2008 between the Company and Issuing Houses in which the Issuing Houses agreed to Offer for Sale 1,252,941,177 ordinary shares of 50kobo each and Offer for Subscription 941,176,471 ordinary shares of 50kobo each on behalf of the Company,
- An Underwriting Agreement dated November 26, 2008 between the Company and Issuing Houses in which the Underwriters agreed to jointly underwrite 81.34% of the Offer for Sale 1,252,941,177 ordinary shares of 50kobo each and Offer for Subscription 941,176,471 ordinary shares of 50kobo each on behalf of the Company on a Firm basis.
- A Joint Issuing Houses Agreement dated November 26, 2008 between the Issuing Houses.
- Technical Service/ Management Service Agreements dated April 01, 2008 between the company and Honeywell Group Limited.

Other than as stated above, the company has not entered into any material contracts except in the ordinary course of business.

Relationship between the Issuer, Issuing Houses and Other Advisers

As at the date of this Prospectus, the Chairman Mr. Oba Otudeko and Lt. General Garba Duba (rtd) have a relationship with First Bank of Nigeria Plc. Other than as stated above, there is no shareholding relationship between Honeywell Flour Mills Plc and its Advisers except in the ordinary course of business.

Consents

The following have given and not withdrawn their written consents to the issue of this Prospectus with their names and reports (where applicable) included in the form and context in which they appear:

Directors of the Company	Mr. Oba Otudeko (Chairman) Mr. Folaranmi Odunayo (Managing) General Garba Duba (rtd) (Non Executive) Mr. Ambrose Feese (Non Executive) Chief Kola Jamodu (Non Executive) Mr. Siji Ijogun (Non Executive) Mr. Dave O Bray (Non Executive) Mrs. Adebisi Otudeko (Non Executive) Mr. Obafemi Otudeko (Non Executive) Dr Nino Ozara (Executive)
Company Secretary	Mrs. Oluwayemisi Busari
Issuing Houses/Underwriters	FBN Capital Limited - (Lead) BGL Plc Bank PHB Plc Oceanic Capital Company Limited (Issuing House Only) UBA Capital (Africa) Limited

STATUTORY & GENERAL INFORMATION

Auditors	Balogun Badejo & Co. (Polaris)
Reporting Accountants	Baker Tilly Nigeria. (Formerly Aneni Dairo & Co/ Oyelami. Soetan Adeleke & Co.)
Solicitors to the Company	S.P.A. Ajibade & Co.
Solicitors to the Offer	Olaniwun Ajayi LP
Lead and Joint Stockbrokers to the Offer	FBN Securities Limited (Lead) BGL Securities Limited (Co-Lead) Adamawa Securities Limited Anchoria Investment & Securities Ltd APT Securities & Funds Limited Capital Assets Limited Chapel Hill Denham Management Limited Compass Investments and Securities Limited De-Canon Investments Limited EDC Securities Limited Finmal Finance Services Limited FSDH Securities Limited Futureview Financial Services Limited Global Assets Management (Nig) Limited GTI Capital Limited IBTC Asset Management Limited Kinley Securities Limited LB Securities Limited Marina Securities Limited Pilot Securities Limited Tiddo Securities Limited Tower Assets Management Limited UBA Stockbrokers Limited UNEX Capital Limited
Registrars to the Offer	First Registrars Nigeria Limited
Receiving Bankers	First Bank of Nigeria Plc Oceanic Bank International Plc (Underwriter)

Documents Available for Inspection

Copies of the following documents may be inspected at FBN Capital Limited 16 Keffi Street, South West Ikoyi, Lagos and BGL Plc 12A Catholic Mission Street, Lagos Island, Lagos or the offices of the other Issuing Houses referred to on pages 6 during normal business hours on any weekday except public holidays from December 03, 2008 until December 31, 2008

- Certificate of Incorporation of the Company.
- Memorandum and Articles of Association of the Company.
- The material contracts referred to above.
- Reporting Accountants' Report on the audited accounts of the Company for the five years ended March 31, 2008 i.e. (Years 2004-2008)
- Memorandum of Profit Forecast of the Company for the years ending March 31, 2009 to 2013.
- Copy of the Board Resolution authorising the Total Offer.
- Copy of the resolution of the shareholders at the Annual General Meeting approving the Total Offer.
- Letter from the Securities & Exchange Commission approving the Total Offer.
- Letter from The Nigerian Stock Exchange approving the Total Offer and for the listing of the shares.
- Audited Accounts of the Company for the years ended March 31, 2004 to 2008.
- Prospectus detailing the Total Offer
- Abridged Particulars of the Prospectus
- Consents of Parties referred to above.

PROCEDURE FOR APPLICATION AND ALLOTMENT

1 APPLICATION

- I. The general investing public is hereby invited to apply for the shares through any of the Receiving Agents listed on page 18.
- II. Application for the ordinary shares now being offered must be made in accordance with the instructions set out on the back of the Application Form. Care must be taken to follow these instructions, as applications which do not comply will be rejected.
- III. The Application List for the ordinary shares now being offered will open on December 03, 2008 and close on December 31, 2008. Applications must be for a minimum of 1,000 shares and in multiples of 100 thereafter. The number of shares for which an application is made and value of the cheque or bank draft should be entered in the boxes provided on the Application Form.
- IV. A single applicant should sign the declaration and write his/her full names, addresses and daytime telephone number(s) in the appropriate sections. A corporate applicant should affix its seal and state its incorporation (RC) number in the spaces provided for this purpose. An applicant should only make one application, whether in his/her own name or in the name of a nominee. Multiple or suspected multiple applications will be rejected.
- V. Each application should be forwarded together with the cheque or bank draft for the full amount of the purchase price to any of the Receiving Agents listed on page 18. Applications must be accompanied by a cheque or bank draft made payable to the Receiving Agent to whom the application is submitted, for the full amount payable on application. The cheque or draft must be drawn on a bank in the same city in which the Receiving Agent is domiciled and crossed "HONEYWELL FLOUR MILLS IPO" with the name, address and daytime telephone number of the applicant written on the back. All bank commissions and transfer charges must be prepaid by the applicant. All cheques and drafts will be presented upon receipt and all applications in respect of which cheques are returned unpaid will be rejected and returned through the post.

2 ALLOTMENT

The Issuing Houses and the Directors of the Company reserve the right to accept or reject any application in whole or in part, for not meeting the conditions of the Offer. The allotment proposal will be subject to the clearance of the Securities & Exchange Commission.

3 E-ALLOTMENT/SHARE CERTIFICATE

E-Allotment/Share certificates in respect of the shares allotted will be sent by electronic transfer to the CSCS account of allottees not later than 15 working days from the date of allotment. Investors are hereby advised to state the name of their stockbroker, CSCS account number in the space provided on the application form. However, investors without CSCS account numbers will receive their certificates by registered post no later than 15 working days from allotment.

4 APPLICATION MONIES

All application monies will be retained in separate interest yielding bank account by the Receiving Bankers pending allotment. If any application is not accepted, or is accepted for fewer shares than the balance applied for, a crossed cheque for the full amount + accrued interest or the amount paid (as the case may be) will be returned by registered post within 5 working days of allotment. Where monies are not returned within the stipulated period, accrued interest will be paid at a rate not below MPR + 1 on return monies.

RECEIVING AGENTS

Application forms may be obtained free of charge from any of the following banks and stockbrokers licensed and/or authorized to do so by SEC, to whom brokerage at the rate of N0.75 per N100.00 worth of shares allotted in respect of applications submitted bearing their official stamp.

The Issuing Houses cannot accept responsibility for the conduct of any of the institutions listed below. Investors are therefore advised to conduct their own enquiries before choosing an agent to act on their behalf. Evidence of lodgment of funds at any of the receiving agents listed below, in the absence of the corresponding evidence of receipt by the Issuing House, cannot give rise to a liability on the part of The Issuing Houses under any circumstances.

BANKS

Access Bank Plc	PlatinumHabib Bank Plc
AfriBank Nigeria Plc	Nigerian International Bank Limited
Diamond Bank Plc	Skye Bank Plc
EcoBank Nigeria Plc	Spring Bank Plc
Equitorial Trust Bank Plc	Sterling Bank Plc
Fidelity Bank Plc	Stanbic IBTC Bank Plc
First Bank of Nigeria Plc	Standard Chartered Bank Plc
First City Monument Bank Plc	United Bank for Africa Plc
Fin Bank Plc	Union Bank of Nigeria Plc
Guaranty Trust Bank Plc	Unity Bank Plc
Intercontinental Bank Plc	Wema Bank Plc
Oceanic Bank International Plc	Zenith Bank Plc

STOCKBROKERS AND OTHERS

Adamawa Securities Ltd	Dependable Securities Ltd	Intercontinental Capital Markets Ltd	Prominent Securities Ltd
Adonai Stockbrokers Ltd	Dominion Trust Ltd	Interstate Securities Ltd	PSL Limited
ALL Securities Ltd	Dynamic Portfolios Ltd	Investors & Trust Co Ltd	P.S.I. Securities Ltd
Alangrange Securities Ltd	Emerging Capital Lt	Jamkol Investments Ltd	Rainbow Securities & Investment Co. Ltd
Allbond Investments Ltd	EDC Securities Limited	Jenkins Investment Ltd	Riverside Trust Limited
Alltrade Securities Ltd	Empire Securities Ltd	Kinley Securities Ltd	Reward Investments & Services Ltd
Alliance Capital Management Ltd	Euro Comm Securities Ltd	Kundila Finance Services Ltd	Rivtrust Securities Limited
AMYN Investments Ltd	Express Portfolio Services Ltd	LB Securities Ltd	Rowet Capital Management Ltd
Asset & Resource Management Ltd	Falcon Securities Ltd	Lead Securities & Investment Ltd	Royal Crest Finance Ltd
Anchoria Investment & Securities Ltd	FBN Capital Limited	Lighthouse Asset Management Ltd	Sanbros Trust & Securities Ltd
Apex Securities Ltd	FBN Securities Limited	Lion Stockbrokers Ltd	Securities Solutions Ltd
APT Securities & Fund Ltd	F & C Securities Ltd	Lynac Securities Ltd	Security Swaps Ltd
Aquila Capital Limited	Fidelity Union Securities Ltd	Magnartis Fin & Inv Ltd	Shallom Investment & Securities Ltd
Bacad Finance & Investment Co Ltd	Fidelity Finance Ltd	Mainland Trust Ltd	Sigma Securities Ltd
Beaver Securities Ltd	Financial Derivatives Ltd	Maninvest Securities Ltd	Silver Financial Services Ltd
Bestworth Assets & Trust Ltd	Financial Equities Ltd	Marina Securities Ltd	Smadac Securities Limited
BGL Securities Limited	Financial Trust Co Ltd	Marriot Securities Limited	Solid-Rock Securities & Investment Ltd
BFCL Assets & Investment Ltd	Finmal Finance Company Ltd	MBC Securities Ltd	Springboard Investment Limited
BIC Securities Ltd	First Equity Securities Ltd	Mega Equities Ltd	Stanbic Equities Nigeria Ltd
BSD Securities Ltd	First Stockbrokers Ltd	Mercov Securities Ltd	Summa Guaranty & Trust Co. Ltd
Capital Assets Ltd	Folu Securities Ltd	Meristem Securities Limited	Summit Finance Company Ltd
Capital Trust Brokers	Foresight Securities & Investment Ltd	Molten Trust Ltd	Support Services Ltd
Capital Express Securities Ltd	Forte Asset Management Ltd	Mutual Alliance Investment & Securities Ltd	Thomas Kingsley Securities Ltd
Century Securities Ltd	Forthright Securities & Investments Ltd	Midas Stockbrokers Ltd	Tiddo Securities Ltd
Calyx Securities Ltd	Fountain Securities Ltd	Midlands Investment & Trust Co. Ltd	Tomil Trusts Ltd
Camry Securities Limited	Future View Financial Services Ltd	Mission Securities Ltd	Topmost Finance & Investment s Ltd
Cash Craft Asset Management Ltd.	Genesis Securities Ltd.	Morgan Trust & Asset Management Ltd	TRW Stockbrokers Ltd
Capital Bancorp Ltd	Gidauniya Investment & Securities Ltd	Mountain Investment & Securities Ltd	Transglobe Investment & Finance Co Ltd
Cashville Investments & Securities Ltd.	Global Capital Market Ltd	Newdevo Finance Securities Ltd	Trade Link Finance & Securities Ltd
Centre-Point Investment Ltd	Golden Securities Ltd	Niche Securities Ltd	Tropics Securities Ltd
City Investment Management Ltd	Great Africa Trust Ltd	Nigerian Stockbrokers Ltd	Trust and Financial Services Ltd
City Securities Ltd	Greenwich Trust Ltd	Network Securities & Finance Ltd	Trusthouse Investment Ltd
City-Code Trust & Investments Ltd	GTI Capital Ltd	Nova Finance & Securities Ltd	Trust Yields Securities Ltd
Consolidated Investment Ltd	Hedge Securities & Investments Ltd	Oceanic Capital Company Limited	UBA Capital (Africa) Ltd
Cooper Flemming Stockbrokers Ltd	Heritage Investment & Securities Ltd	Options Securities Ltd	UBA Stockbrokers Ltd
Core Trust & Investment Ltd	Horizon Stockbrokers Ltd	OMF Securities & Finance Ltd	UNEX Securities & Investment Ltd
Crane Securities Ltd	Horizon Stockbrokers Ltd	Partnership Investment Co. Ltd	Union Stockbrokers Ltd
Crossworld Securities Ltd	IBTC Asset Management Ltd	Pine Fields Investment Services Ltd	Valmon Securities Ltd
Clearview Investment Co Ltd	IBN Securities Ltd	PIPC Securities Ltd	Valueline Securities & Investment Ltd
Counters Trust Securities Ltd	ICON Stockbroker Ltd	Peak Securities Ltd	Vetiva Capital Management Ltd
CSL Stockbrokers Ltd	IMB Morgan Plc	Perfection Securities & Investment Ltd	Vision Trust & Investments Ltd
Dakal Securities Ltd	Indemnity Finance Ltd	PIP Securities Ltd	WSTC Financial Services Ltd
DBSL Securities Ltd	Independent Securities Ltd	Platinum Capital Ltd	Yobe Investment Co. Ltd
De-canon Investments Ltd	Integrated Trust & Investments Ltd	Pilot Securities Limited	Zenith Securities Ltd
De-Lords Securities Ltd	Intercontinental Securities Ltd	Professional Stockbroker Ltd	Zuma Securities Ltd
Denham Management Ltd	International Capital Securities Ltd	Profund Securities Ltd	
	International Standard Securities Ltd		

APPLICATION FORM – OFFER FOR SUBSCRIPTION

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORMS

1. Applications should be made only on the Application Form or Photocopy or scanned copies of the Application Form.
2. Applications must not be for less than the minimum number of shares stated on the Application Form. Applications for more than the minimum number of shares must be in the multiples stated on the Application Form. The number of ordinary shares for which an application is made and the amount of the cheque or bank draft attached should be entered in the boxes provided.
3. The Application Form when completed should be lodged with any of the Receiving Agents listed on page 55 Applications must be accompanied by a cheque or bank draft made payable to the Receiving Agent to whom the application is submitted, for the full amount payable on application. The cheque or draft must be drawn on a bank in the same town or city in which the Receiving Agent is located and crossed "Honeywell Flour Mills Plc" with the name, address and daytime telephone number of the applicant written on the back. All bank commissions and the applicant must prepay transfer charges. All cheques and drafts will be presented upon receipt and all applications in respect of which cheques are returned unpaid will be rejected.
4. The applicant should make only one application, whether in his own name or in the name of a nominee. Multiple or suspected multiple applications will be rejected.
5. Joint applicants must all sign the Application Form.
6. An application from a group of individuals should be made in the names of those individuals with no mention of the name of the group. An application by a firm which is not registered under the Companies and Allied Matters Act 1990 should be made either in the name of the proprietor or in the names of the individual partners. In neither case should the name of the firm be mentioned.
7. An application from a corporate body must bear the corporate body's seal and be completed under the hand of a duly authorised official.
8. An application from a pension or provident fund must be in the name of each individual trustee unless the trustee is a limited liability company.
9. An application by an illiterate should bear his right thumbprint on the Application Form and be witnessed by an official of the Bank or stockbroker at which the application is lodged who must first have explained the meaning and effect of the Application Form to the illiterate in his own language. Above the thumb print of the illiterate, the witness must record in writing that he has given this explanation to the illiterate in a language understandable to him and that the illiterate appeared to have understood same before affixing his thumb impression.
10. The applicant should not print his signature. If he is unable to sign in the normal manner he should be treated for the purpose of this Offer as an illiterate and his right thumbprint should be clearly impressed on the Application Form.

<p>APPLICATION FORM</p> <p>HONEYWELL FLOUR MILLS PLC</p>
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