

# DON AGRO INTERNATIONAL LIMITED

Registration No. 201835258H  
(Incorporated in the Republic of Singapore)

## RESPONSES TO QUERIES RECEIVED FROM THE SINGAPORE EXCHANGE

The Board of Directors of Don Agro International Limited (the “**Company**”) wishes to announce its responses to the queries raised by the Singapore Exchange (“**SGX**”) to the Company on 15 August 2023 in relation to the Company’s announcement dated 27 June 2023 (the “**Announcement**”); the circular for the Proposed Disposal dated 3 August 2023 (the “**Circular**”); and the Company’s latest half year results as announced on 14 August 2023 (“**HY2023 Announcement**”).

Save as expressly stated or the context otherwise requires, capitalized terms shall have the meanings ascribed to them in the Announcement and/or the Circular.

<b>SGX Queries</b>	<b>Company’s Responses</b>
1. It was disclosed in paragraph 5.4 of the Announcement that the Proposed Disposal is subjected to fulfilment of certain conditions. Please disclose whether the Company conditions precedent have been fulfilled. If not, please disclose the remaining conditions that have yet to be fulfilled and their current status.	As at the date of this announcement, the Company has fulfilled Conditions Precedent (c) set out in paragraph 5.4 of the Announcement.  The current status for the remaining conditions precedent that have yet to be fulfilled are as follows:  a) The restructuring of the Group has mostly been completed, save for the transfer of the Company’s minority shareholding in JSC Don Agro to Don Agro LLC by 29 August 2023.  b) The Company is in the midst of arranging relevant corporate actions with other entities of the Group to facilitate the increase of authorised capital of Don Agro LLC by 29 August 2023.  d) The Company is in the midst of applying to PJSC Sberbank for its consent which the Company hopes to obtain soon.  e) The Company’s EGM to seek shareholders’ approval for the Proposed Disposal is on 18 August 2023.  f) This condition will be fulfilled by way of written confirmations by Tetra and the Purchaser respectively immediately before Completion. As at the date of this announcement, the Company is not aware of any Extraordinary Exceptional Circumstances.  g) This condition will be fulfilled by way of written confirmation by Tetra immediately before Completion.  h), i) and j) will be completed upon the execution of the relevant documentations which are expected to be executed by the relevant parties by 22 August 2023.
2. We note that the Consideration from the Proposed Disposal is to be satisfied fully in cash. Please elaborate on the additional controls and approval authority to safeguards assets (in particular the cash	The additional measures to safeguard the cash consideration received from the Proposed Disposal (“Proceeds”) are as follows:  1. Pending the utilization of Proceeds and depending on the prevailing market conditions, it will be converted into a stable and interest-bearing currency, which the Company foresees Chinese Yuan as one of the suitable currencies. The

<p>consideration arising from the Proposed Disposal) of the Group.</p>	<p>Proceeds will be placed with a reliable and stable bank in Russia;</p> <p>2. An approval threshold for transactions (other than those described below) over RUB 100 million (approximately SGD 1,390,000) will be included, in addition to the existing controls whereby board approval procedures is required for payments and transactions relating to activities out of the ordinary course of business of the Group; and</p> <p>3. The Group will ensure compliance with its sanctions compliance policy for any utilization of Proceeds.</p>
<p>3. We note that after the Proposed Disposal, the flour milling business is the sole remaining business of the Group, which contributed less than 1% of the Group's total revenue based on its latest results for the half-year ended 30 June 2023. Please provide the Board's assessment on the following:</p> <ol style="list-style-type: none"> <li>1. The viability of the remaining business</li> <li>2. Confirmation from the Board on the Group's ability to operate as a going concern following completion of the Proposed Disposal; and</li> <li>3. The plans of the Group moving forward.</li> </ol>	<p>The Board considers the remaining flour milling business viable as it is expected to generate progressively significant revenue and profits for the Group once its production utilisation level increases going forward on the back of a positive global wheat flour market as stated in the Company's Circular and HY2023 Announcement.</p> <p>The Board confirms that the Group is able to continue as a going concern as it would not have any debt obligations to fulfill upon the completion of the Proposed Disposal. The Group's revenue generating flour milling business will further be supported by the availability of the Proceeds.</p> <p>As disclosed in the Circular and the Company's response to shareholder's question in its announcement dated 13 August 2023, the Company intends to explore suitable business opportunities in both the current operating business and/or new industries, including extending the sale of its producing flour to the Southeast Asia and MENA countries and diversifying its revenue geographical markets.</p>

BY ORDER OF THE BOARD

MARAT DEVLET-KILDEYEV  
Chief Executive Officer and Executive Director

16 August 2023

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This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. ("**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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