

**PROVISION OF FINANCIAL ASSISTANCE BY JSC TETRA, A WHOLLY OWNED SUBSIDIARY
OF THE COMPANY, TO 812 CAPITAL LLC**

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or the “**Directors**”) of Don Agro International Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements (collectively, the “**Announcements**”) dated:
- (a) 8 July 2024, in relation to the closing of the Proposed Disposals and the status of the Company as a cash company;
 - (b) 12 September 2024, 14 September 2024, 21 January 2025, 27 February 2025 and 1 June 2025, detailing, *inter alia*, the agreements and waiver applications in relation to the Company’s proposed acquisitions of 99.99% of the issued and paid-up share capital of 812 Capital LLC (“**812 Capital**”) and 11.50% of the issued and paid-up share capital of Centre for Innovative Medical Technologies, LLC (“**CIMT**”) (the “**Proposed Acquisitions**”, and the various aforementioned announcements are collectively also referred to as the “**Proposed Acquisitions Announcements**”); and
 - (c) 1 July 2025, in relation to the monthly valuation of assets and utilisation of cash for the month of June 2025 and update of milestones in obtaining new business of the Company (the “**1 July 2025 Announcement**”), which disclosed a short-term loan disbursed by JSC Tetra (“**Tetra**”) to 812 Capital in the amount of RR236,000,000.00 (or approximately S\$3,816,120.00¹) (the “**Loan**”).
- 1.2. This announcement provides shareholders with further information regarding the Loan Agreement (as defined below).
- 1.3. Unless otherwise expressly defined or described herein, all capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

2. PROVISION OF THE FINANCIAL ASSISTANCE BY JSC TETRA

- 2.1. The Board wishes to update shareholders of the Company (the “**Shareholders**”) that, in connection with the Proposed Acquisitions, the Company’s wholly owned subsidiary, Tetra, had on 7 October 2025 entered into a loan agreement with 812 Capital and CIMT (the “**Loan Agreement**”) to record and memorialise the formal terms and conditions of the Loan. The Loan was disbursed to 812 Capital on 23 May 2025 (the “**Financial Assistance**”) for the purposes of enabling 812 Capital to acquire 100% of the paid-up capitals of: (i) Limited Liability Company Uni Medica (OGRN 1207700193282); and (ii) Limited Liability Company Group of Companies UNI Clinic (OGRN 1207700172613) (collectively, the “**Uni Medica Group Entities**”).
- 2.2. For the avoidance of doubt, the Loan disbursed from Tetra to 812 Capital refers to the loan

¹ Based on the exchange rate of RR1.00 = S\$0.01617 as at 23 May 2025 as extracted from S&P Capital IQ.

as disclosed in the 1 July 2025 Announcement and did not form part of the restricted funds comprising the Company's Escrowed Amount. Shareholders are encouraged to refer to the Proposed Acquisitions Announcements for further information regarding 812 Capital and its subsidiaries for a full understanding of the factual circumstances relating to the Proposed Acquisitions.

3. INFORMATION ABOUT THE UNI MEDICA GROUP ENTITIES

The Uni Medica Group Entities are companies incorporated in the Russian Federation, primarily engaged in the ownership, management and operation of hospitals and related healthcare facilities. Operating under the "UNICLINIC" brand, their business encompasses a broad range of medical and healthcare services in Russia. At present, UNICLINIC operates a polyclinic in Moscow (the "**Uni Medica Polyclinic**") with a gross floor area of approximately 77,177 square feet, offering comprehensive diagnostic and general medical services. Established in 2021, the Uni Medica Polyclinic is equipped with 32 beds (including six intensive care unit beds), two operating theatres, and five dental rooms.

4. AGGREGATE VALUE OF FINANCIAL ASSISTANCE

4.1. The aggregate value of the Financial Assistance provided by Tetra to 812 Capital under the Loan Agreement is RR274,846,246.58 (equivalent to approximately S\$4,444,263.81¹), comprising:

- (a) the principal amount of the Loan of RR236,000,000.00 (equivalent to approximately S\$3,816,120.00¹); and
- (b) an estimated interest amount of approximately RR38,846,246.58² (equivalent to approximately S\$628,143.81¹) (the "**Interest Amount**") which shall be payable in connection with and subject to the terms of paragraph 6.1(a)(ii) below, on the assumption that the Loan is repayable and repaid by 812 Capital on 10 March 2026 (the "**Repayment Date**").

5. RATIONALE FOR THE PROVISION OF THE FINANCIAL ASSISTANCE

The Target Group has been actively seeking opportunities to expand its medical facilities and clinic network to meet the increasing demand for oncology and related services. As set out earlier in this announcement, the Uni Medica Group Entities possess an established operating track record, the requisite licences, medical premises and equipment, and currently operate the Uni Medica Polyclinic. This provides the Target Group with an immediate platform to expand its specialist oncology capacity and capabilities.

In view of the strategic importance of securing these assets in a timely manner, the Target Group engaged with the Group on 23 May 2025 to provide the Loan in support of the acquisition of the Uni Medica Group Entities by 812 Capital (the "**UMC Acquisition**"). The UMC Acquisition was completed on 19 June 2025 following disbursement of the Loan.

Although the Company, through Tetra, currently holds only 1% of the shares in 812 Capital pursuant to the Minority Stake Acquisition, members of the Company's management team have been actively involved in the day-to-day operational matters of the Target Group, with certain approval rights over key strategic and financial matters, thereby allowing the Group to

² The estimated Interest Amount of approximately RR38,846,246.58 (equivalent to approximately S\$628,143.81¹) is derived based on the terms and assumptions set out in paragraphs 6.1(a)(ii) and 7(c) of this announcement.

exercise a significant degree of decision-making over the Target Group's financial and operating policies.

As disclosed in the Proposed Acquisitions Announcements, the Group has also extended significant advance payments towards the purchase consideration for the Proposed Acquisitions by way of the Consideration Advance Payments (as disclosed in the Proposed Acquisitions Announcements). The Loan was advanced in this context and is intended to be rolled up into the aggregate purchase consideration payable for 812 Capital (as set out in paragraph 6.1(b) below) on completion of the Proposed Acquisitions and will not represent additional consideration.

The UMC Acquisition enables the Target Group to gain immediate access to high-quality operational assets comprising property, medical facilities and equipment, thereby significantly enhancing its capacity to deliver specialist oncology services through the Uni Medica Polyclinic. Following completion of the UMC Acquisition, the Uni Medica Group Entities are now wholly-owned subsidiaries of 812 Capital (together with the Target Group, the **"Enlarged Target Group"**).

To reflect the new structure of the Enlarged Target Group following the UMC Acquisition, Tetra and the Vendors (as defined in the Proposed Acquisitions Announcements) will enter into supplemental agreements (the **"Supplemental Agreements"**). The Company will provide a further update once the Supplemental Agreements have been executed.

6. PRINCIPAL TERMS OF THE PROVISION OF THE FINANCIAL ASSISTANCE

6.1. Loan

The principal terms of the Loan Agreement are as follows:

- (a) If by 28 February 2026, Tetra is not a shareholder of 812 Capital owning at least 90.01% of the authorised capital of 812 Capital:
 - (i) Tetra has the right to demand repayment of the Loan and interest (as set out in paragraph 6.1(a)(ii) below) accrued for the use of the loan, and 812 Capital undertakes to repay the Loan and pay interest accrued for the use of the Loan no later than 10 March 2026; and
 - (ii) the Loan shall be deemed interest bearing and 812 Capital is required to pay interest in respect of the Loan in accordance with the following calculation:
 - 1. interest payable will be based on a variable interest rate, equivalent to the key rate(s) of the Bank of Russia in effect for the period from 23 May 2025 (the date of the disbursement of the Loan) until repayment of the Loan³, plus an additional 3.00%; and
 - 2. in this case, the interest amount based on the interest rate stipulated in paragraph 6.1(a)(ii)(1) above shall accrue for the entire period of the Loan, starting from 23 May 2025, being the date of disbursement of funds to 812

³ For illustrative purposes, the key rate of the Bank of Russia in effect for the period during the Loan from 23 May 2025 to the date of this announcement, as derived from https://www.cbr.ru/eng/hd_base/KeyRate/, is as follows:

- (a) 21%, from 23 May 2025 to 6 June 2025;
- (b) 20% from 7 June 2025 to 25 July 2025;
- (c) 18% from 26 July 2025 to 12 September 2025; and
- (d) 17% (being the latest available rate as at the date of this announcement), from 13 September 2025 to the date of this announcement.

Capital until repayment. In the event of a change in the key rate of the Bank of Russia, such changed rate shall apply in calculating the amount of interest starting from the calendar day following the date of such change³.

- (b) If by 28 February 2026, Tetra and the Vendors have entered into and completed the Balance Stake Main Agreement for the acquisition of 89.01% of the shares in the authorised capital of 812 Capital, the Loan disbursed by Tetra to 812 Capital on 23 May 2025 shall be recognised as partial payment by Tetra of the CIMT Payment⁴ and no interests will be incurred, pursuant to the terms of the Balance Stake Preliminary Agreement. In such event:
 - (i) 812 Capital's obligation to repay the Loan to Tetra under the Loan Agreement shall cease; and
 - (ii) Tetra's obligation to pay the CIMT Payment in favour of CIMT under the Balance Stake Preliminary Agreement shall be deemed satisfied to the extent that the Loan disbursed on 23 May 2025, amounting to RR236,000,000.00 (or approximately S\$3,816,120.00¹), shall be recognised as constituting partial payment of the CIMT Payment⁴ on completion of the Balance Stake Preliminary Agreement.
- (c) In the event of a default in the payment of the Loan and any accrued interest by 812 Capital (in the event the obligation to repay the Loan and pay the accrued interest for the use of the Loan arises), Tetra has the right to demand that 812 Capital pay, in addition to interest accrued and continuing to accrue, a penalty on the outstanding amount at a rate of 0.1% for each day of delay. The date from which the penalty accrues shall be determined by Tetra at its own discretion.

6.2. Rights and Obligations of the Tetra and 812 Capital

- (a) Pursuant to the Loan Agreement, Tetra:
 - (i) is obliged to promptly inform 812 Capital of any changes in the bank details into which the Loan and Interest Amount must be repaid; and
 - (ii) has the right, as stipulated by the Loan Agreement, to:
 - 1. demand repayment of the Loan no later than 10 March 2026; and
 - 2. demand payment of accrued interest of the Loan.
- (b) Pursuant to the Loan Agreement, 812 Capital is obliged to repay the Loan and pay the accrued interest of the Loan in accordance with, and within the tenure provided for by the Loan Agreement.

7. PRO FORMA FINANCIAL EFFECTS OF THE PROVISION OF THE FINANCIAL ASSISTANCE

The unaudited pro forma financial effects in relation to the provision of the Financial Assistance set out below are for illustrative purposes only and do not necessarily reflect the

⁴ The Balance Stake Preliminary Agreement provides that a part of the Balance Stake of 89.01% Consideration should be paid by Tetra in favor of CIMT (the "CIMT Payment") pursuant to the terms of the Balance Stake Preliminary Agreement upon completion date of the Balance Stake of 89.01% Acquisition. CIMT is a subsidiary of 812 Capital who holds, directly and indirectly, 88.5% shareholding interests in CIMT.

actual results and financial position of the Group following disbursement of the Financial Assistance. The unaudited pro forma financial effects are prepared based on the Group's audited consolidated financial statements for the financial year ended 31 December 2024 ("FY2024").

For the purposes of illustrating the financial effects of the provision of the Financial Assistance, the financial effects have been prepared based on, *inter alia*, the following bases and assumptions:

- (a) that the Loan had been disbursed on 31 December 2024 and the Interest Amount calculated based on the term set out in paragraph 6.1(a)(ii) had been accrued on 31 December 2024 for the computation of the pro forma financial effects on the net tangible assets (the "NTA") per share of the Group;
- (b) that the Loan had been disbursed and the Interest Amount had been accrued from 1 January 2024 for the computation of the pro forma financial effects on loss / earnings per share (the "LPS" or "EPS") of the Group;
- (c) that the interest rate of Bank of Russia is: (i) 21.0% from 23 May to 6 June 2025; (ii) 20.0% from 7 June to 25 July 2025; (iii) 18.0% from 26 July 2025 to the 12 September 2025; and (iv) remains unchanged at 17.0% from 13 September 2025 to the Repayment Date;
- (d) that there is no default in payment of the Loan and any accrued interest amount (if applicable) by 812 Capital; and
- (e) that the expenses in connection with the provision of Financial Assistance are assumed to be insignificant and have been disregarded.

7.1. Share Capital and NTA per Share

	Before the Provision of Financial Assistance	After the Provision of Financial Assistance
NTA (S\$'000)	51,740	52,368 ⁽¹⁾
Number of issued shares⁽²⁾	150,272,700	150,272,700
NTA per share (S\$ cents)	34.43	34.85

Notes:

- (1) In the event that the Interest Amount is not required to be payable by 812 Capital pursuant to the Loan Agreement due to Tetra becoming a shareholder of 812 Capital on or before 28 February 2026, the NTA before and after the provision of the Financial Assistance shall remain the same.
- (2) The number of issued shares and paid-up share capital of the Company shall remain the same before and after the provision of Financial Assistance.

7.2. LPS

	Before the Provision of Financial Assistance	After the Provision of Financial Assistance
Net loss after tax (S\$'000)	22,722	22,094 ⁽¹⁾
Weighted average number of shares	150,272,700	150,272,700
LPS (S\$ cents)	15.12	14.70

Note:

- (1) In the event that the Interest Amount is not required to be payable by 812 Capital pursuant to the Loan Agreement due to Tetra becoming a shareholder of 812 Capital on or before 28 February 2026, the LPS before and after the provision of the Financial Assistance shall remain the same.

8. CHAPTER 10 OF THE CATALIST RULES

Rule 1005 of the Catalist Rules provides that separate transactions completed within the last twelve (12) month may be aggregated and treated as if they were one transaction for the purpose of determining the classification of a transaction pursuant to Rule 1004 of the Catalist Rules.

In this connection, the Company refers to the Proposed Acquisitions Announcements. As the provision of the Financial Assistance was undertaken within twelve (12) months from the date the Proposed Acquisitions were initially announced, and is made in connection with the Proposed Acquisitions, the value of the Financial Assistance is presented below both on a standalone basis and on an aggregated basis as part of the total consideration of the Proposed Acquisitions for the purpose of computing the relative figures under Rule 1006 of the Catalist Rules.

The aggregated relative figures for the provision of the Financial Assistance and the Proposed Acquisitions, computed in accordance with Rule 1006 of the Catalist Rules and based on the Group's latest announced consolidated financial statements, being the unaudited condensed consolidated interim financial statements for the six-month period ended 30 June 2025 ("HY2025"), are set out below.

Rule 1006	Bases	Relative Figures for the Provision of the Financial Assistance (%)⁽¹⁾	Relative Figures for the Proposed Acquisitions (%)⁽¹⁾	Aggregate Relative Figures (%)⁽¹⁾
(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value.	6.63 ⁽²⁾	Not Applicable ⁽³⁾	6.63
(b)	Net profits attributable to the assets acquired or disposed of, compared with the Group's net profits	Not Applicable ⁽⁴⁾	(230.13) ⁽⁵⁾	(230.13)
(c)	Aggregate value of the consideration given or received, compared with the market capitalisation of the Company (based on the total number of issued shares, excluding treasury shares)	18.48 ⁽⁶⁾	149.02 ⁽⁷⁾	Not Applicable ⁽⁸⁾
(d)	Number of equity securities issued by the Company as consideration for the (i)	Not Applicable ⁽⁹⁾		

Rule 1006	Bases	Relative Figures for the Provision of the Financial Assistance (%)⁽¹⁾	Relative Figures for the Proposed Acquisitions (%)⁽¹⁾	Aggregate Relative Figures (%)⁽¹⁾
	Financial Assistance; and (ii) Proposed Acquisitions, compared with the number of equity securities previously in issue			
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves	Not Applicable ⁽¹⁰⁾		

Notes:

- (1) Percentage figures are rounded to the nearest two (2) decimal places.
- (2) For the provision of the Financial Assistance, the "net asset value of the assets to be disposed of" shall mean the aggregate value of the Financial Assistance of approximately RR274,846,246.58 (equivalent to approximately S\$4,444,263.81 based on the exchange rate of RR1: S\$0.01617 as at 23 May 2025 extracted from S&P Capital IQ) compared with the Group's net asset value of approximately S\$67,039,000 as at 30 June 2025.
- (3) Rule 1006(a) of the Catalyst Rules is not applicable as there are no assets being disposed of.
- (4) Rule 1006(b) of the Catalyst Rules is not applicable to the provision of the Financial Assistance as there are no assets being acquired or disposed of.
- (5) The relative figure for Rule 1006(b) of the Catalyst Rules in respect of the Proposed Acquisitions has been updated based on the (i) aggregate of 99.99% of the pro-rated six-month net profit attributable to the Target Group of approximately RR248,788,118.70 prepared in accordance with Russian accounting framework as disclosed in the Proposed Acquisitions Announcements (equivalent to approximately S\$3,870,830.52 based on the exchange rate of RR1: S\$0.01556 for HY2025 as extracted from S&P Capital IQ) for the six-month financial period ended 30 June 2025; and (ii) the Group's net loss of approximately S\$1,682,000 for HY2025.
- (6) The relative figure for Rule 1006(c) of the Catalyst Rules in respect of the Financial Assistance, whereby the "aggregate value of the consideration given or received" shall mean the aggregate value of the Financial Assistance, is based on the aggregate value of the Financial Assistance of approximately RR274,846,246.58 (equivalent to approximately S\$4,444,263.81 based on the exchange rate of RR1: S\$0.01617 as at 23 May 2025 extracted from S&P Capital IQ), compared with the Company's market capitalisation of approximately S\$24.0 million, calculated based on the total number of issued shares (excluding treasury shares) of the Company being 150,272,700 shares, multiplied by the weighted average market price of approximately S\$0.1600 per share as at 6 October 2025, being the last market day whereby the Shares were traded preceding the date of the Loan Agreement.
- (7) The relative figure for Rule 1006(c) of the Catalyst Rules in respect of the Proposed Acquisitions has been updated based on (i) the Company's market capitalisation of approximately S\$29.3 million, calculated based on the total number of issued shares (excluding treasury shares) of the Company being 150,272,700 shares, multiplied by the weighted average market price of approximately S\$0.1950 per share as at 5 September 2024, being the last market day whereby the Shares were traded preceding the date of the SPA; and (ii) Target Group Consideration.
- (8) The provision of the Financial Assistance allows 812 Capital to facilitate the completion of the UMC Acquisition as part of its expansion strategy. Accordingly, Uni Medica Group Entities will form part of the Enlarged Target Group in connection with the Proposed Acquisitions. In the event that the Company completes the Proposed Acquisitions, the Financial Assistance will be recognised as partial payment of the purchase consideration. As such, the aggregation of the relative figures for the provision of the Financial Assistance and Proposed Acquisitions will not be meaningful.

(9) Rule 1006(d) of the Catalist Rules is not applicable, as the Company is not issuing any equity securities in connection with the provision of the Financial Assistance and the Proposed Acquisitions.

(10) Rule 1006(e) of the Catalist Rules is not applicable, as the Company is not a mineral, oil and gas company.

As the relative figures computed on the bases set out in Rules 1006(a) and 1006(c) of the Catalist Rules exceed 5% but do not exceed 50%, the provision of Financial Assistance constitutes a discloseable transaction pursuant to Chapter 10 of the Catalist Rules. The aggregate relative figures do not change the classification of the Proposed Acquisitions which constitute a “very substantial acquisition” under Rule 1015 of the Catalist Rules, as disclosed in the Proposed Acquisitions Announcements.

9. CIRCULAR TO SHAREHOLDERS

In compliance with the Catalist Rules, the Circular containing, *inter alia*, further details on the Proposed Acquisitions and the provision of the Financial Assistance and a notice of EGM to be held, will be issued to Shareholders in due course.

10. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors and substantial Shareholders of the Company or their respective associates has any interest, direct or indirect, in the provision of the Financial Assistance, other than through their shareholdings in the Company, if any.

11. DIRECTORS' SERVICE CONTRACTS

As at the date of this announcement, no person is proposed to be appointed as a Director of the Company in connection with the provision of the Financial Assistance and no service contracts in relation thereto is proposed to be entered into by the Company. The Company will update Shareholders as and when appropriate if there are any material changes or developments.

12. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Loan Agreement is available for inspection during normal business hours at the registered office of the Company at 10 Collyer Quay, #10-01 Ocean Financial Centre, Singapore 049315, for a period of three (3) months commencing from the date of this announcement.

By order of the Board

Marat Devlet-Kildeev
Chief Executive Officer and Executive Director

7 October 2025

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “Exchange”) and the Exchange 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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