

**UPDATE ON PROPOSED ACQUISITIONS OF 812 CAPITAL LLC AND CENTER FOR
INNOVATIVE MEDICAL TECHNOLOGIES, LLC BY JSC TETRA, A WHOLLY OWNED
SUBSIDIARY OF THE COMPANY**

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, 1 June 2025 and 3 July 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) 7 October 2025 (the “**Loan Announcement**”), in relation to the short-term loan disbursed by JSC Tetra (“**Tetra**”) to 812 Capital (the “**Loan**”) in support of the acquisition of the Uni Medica Group Entities by 812 Capital (the “**UMC Acquisition**”), which was completed on 19 June 2025 following disbursement of the Loan.
- 1.2. Unless otherwise expressly defined or described herein, all capitalised terms used in this announcement shall have the same meanings as defined in the Announcements. Shareholders are encouraged to refer to the Proposed Acquisitions Announcements and the Loan Announcement for further information regarding 812 Capital and its subsidiaries (including the Uni Medica Group Entities) for a full understanding of the factual circumstances relating to the Proposed Acquisitions and the Loan.
- 1.3. Following the UMC Acquisition, the Board wishes to announce that Tetra had on 11 November 2025 entered into supplemental agreements (collectively, the “**Supplemental Agreements**”) with the Vendors to amend the terms of: (a) the Balance Stake Preliminary Agreement; (b) the CIMT Stake Preliminary Agreement; (c) the Minority Stake Agreement; and (d) the Options Agreements (collectively, the “**Acquisition Agreements**”) as set out in Paragraph **Ошибка!** **Источник ссылки не найден.** below.

2. SALIENT TERMS AND CONDITIONS OF THE SUPPLEMENTAL AGREEMENTS

- 2.1. The key amendments to the Acquisition Agreements following the Supplemental Agreements are to:

- (a) reflect the updated Target Group structure following (i) the Due Diligence Exercise and (ii) completion of the UMC Acquisition, with the Uni Medica Group Entities now wholly-owned subsidiaries of 812 Capital (together with the Target Group, the “**Enlarged Target Group**”). Accordingly, where the context requires and as applicable, further amendments to the Acquisition Agreements have been made through the Supplemental Agreements to include references to and information regarding the Uni Medica Group Entities as part of the Enlarged Target Group in connection with the Proposed Acquisitions;
 - (b) extend the acceptance dates of the respective Option Agreements, whereby Vendor 1 or Tetra (as the case may be) shall be entitled, but not obliged, to sell or buy (as the case may be) the Balance Stake of 9.98%, each at any time within twenty (20) months from the date of the Option Agreements (being the period from 6 September 2024 until 6 May 2026); and
 - (c) reflect the indemnity to be provided by the Vendors in respect of non-material historical non-compliance in respect of records of the general meeting of participants of the relevant Target Group company.
- 2.2. Further, and as disclosed in the Loan Announcement and in accordance with the Loan Agreement, the Balance Stake Preliminary Agreement has been amended to incorporate the provision under the Loan Agreement whereby the Loan disbursed by Tetra to 812 Capital on 23 May 2025 shall be recognised as partial payment by Tetra of the CIMT Payment, with no interest to be incurred, pursuant to the terms of both the Loan Agreement and the Balance Stake Preliminary Agreement.
- 2.3. Please refer to Appendix 1 to this announcement for the corporate structure of the Group (as at 11 November 2025) and Appendix 2 for the corporate structure of the Enlarged Target Group upon completion of the Proposed Acquisitions.
- 2.4. Save as supplemented and varied by the Supplemental Agreements (in the manner set out in Paragraphs **Ошибка! Источник ссылки не найден.** and 2.2 above), all other terms, including the respective conditions precedent contained in the Acquisition Agreements and the Target Group Consideration, of the Acquisition Agreements remain in full force and effect.

3. CIRCULAR TO SHAREHOLDERS

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

4. 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 respect of the entry into the Supplemental Agreements, other than through their shareholdings in the Company, if any.

5. 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 entry into the Supplemental Agreements 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.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Supplemental Agreements are 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.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisitions, the entry into the Supplemental Agreements, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

8. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company should note that there is no certainty or assurance as at the date of this announcement that Balance Stake Main Agreement and/or the CIMT Stake Main Agreement will be entered into and options under the Option Agreements will be exercised and the Proposed Acquisitions will be completed.

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By order of the Board

Marat Devlet-Kildeev
Chief Executive Officer and Executive Director

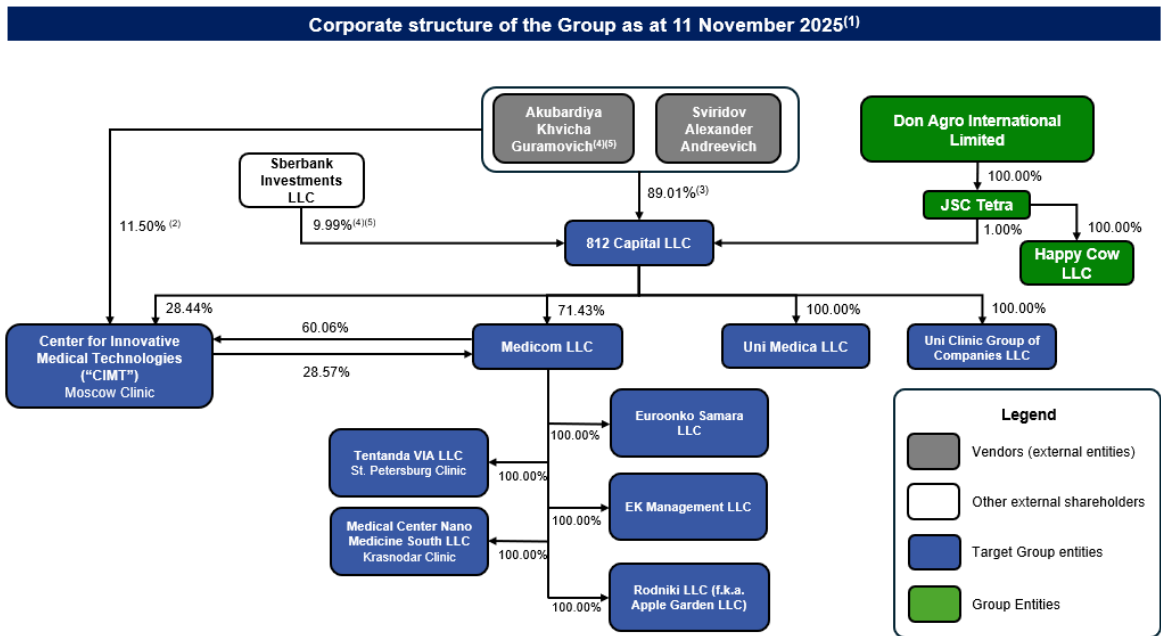
12 November 2025

*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.

The contact person for the Sponsor is Mr Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

Appendix 1: Corporate Structure of the Group as at 11 November 2025



Notes:

(1) After the completion of the Minority Stake Acquisition as disclosed in the Announcement.

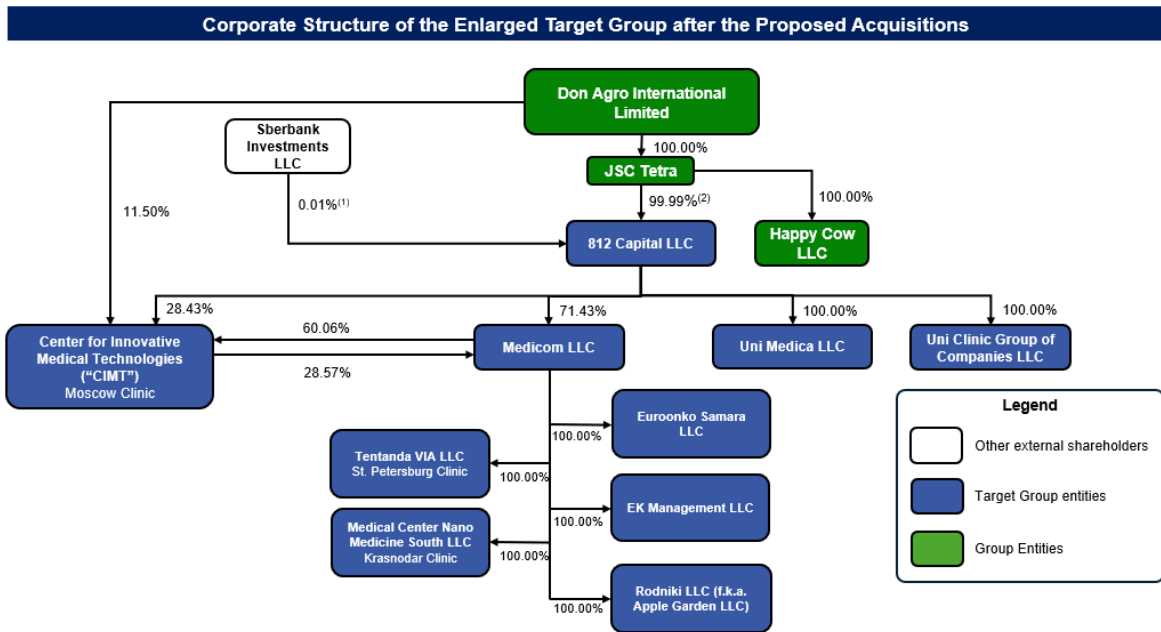
(2) Akubardiya Khvicha Guramovich and Sviridov Alexander Andreevich holds 10.00% and 1.50% shareholding interest in CIMT, respectively.

(3) Akubardiya Khvicha Guramovich and Sviridov Alexander Andreevich holds 69.21% and 19.80% shareholding interest in 812 Capital LLC, respectively.

(4) SBI has granted separate irrevocable call options to Akubardiya Khvicha Guramovich to purchase from SBI, in aggregate, 9.99% of the shares in 812 Capital LLC upon the occurrence of certain conditions.

(5) Akubardiya Khvicha Guramovich has granted separate irrevocable put options to SBI to sell to Akubardiya Khvicha Guramovich, in aggregate, 9.99% of the shares in 812 Capital LLC upon the occurrence of certain conditions.

Appendix 2: Corporate Structure of the Enlarged Target Group



Notes:

(1) Assuming that the SBI 0.01% Call Option or SBI 0.01% Put Option are not exercised.

(2) After the exercise of the respective put option or call option (whichever is applicable) under the relevant Option Agreement.