

# DON AGRO INTERNATIONAL LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of DON AGRO INTERNATIONAL LIMITED (the “**Company**”) will be held at 1 North Bridge Road, #13-06 High Street Centre, Singapore 179094 on 28 January 2026 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, ordinary resolutions 1 and 2 as ordinary resolutions and special resolution 3 as special resolution as set out below:

**Please note that ordinary resolutions 1 and 2 are inter-conditional on each other. Accordingly, in the event that any of these resolutions is not approved, the other resolution will not be duly passed. Further, special resolution 3 is conditional upon the passing of both ordinary resolutions 1 and 2.**

### **ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITIONS OF 812 CAPITAL LLC AND CENTER FOR INNOVATIVE MEDICAL TECHNOLOGIES, LLC, BEING A VERY SUBSTANTIAL ACQUISITION UNDER THE CATALIST RULES**

That for the purposes of Chapter 10 of the Catalist Rules Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”) and subject to and contingent upon the passing of ordinary resolution 2:

- (a) the Proposed Acquisitions be and are hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisitions on the terms and subject to the conditions set out in the Minority Stake Agreement, the Balance Stake Preliminary Agreement, the Balance Stake Main Agreement, the CIMT Stake Preliminary Agreement, the CIMT Stake Main Agreement, the Option Agreements, the Supplemental Agreements, the Pledge Agreement and the Loan Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, ratify, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this ordinary resolution and implement any of the foregoing as they think fit and in the interest of the Company.

### **ORDINARY RESOLUTION 2 – THE PROPOSED DIVERSIFICATION OF THE GROUP’S BUSINESS**

That, subject to and contingent upon the passing of ordinary resolution 1:

- (a) approval be and is hereby given for the diversification by the Group of its core business to include the Medical Business, and any other activities related to the Medical Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Medical Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, ratify, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this ordinary resolution and implement any of the foregoing as they think fit and in the interest of the Company.

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## **SPECIAL RESOLUTION 3 – THE PROPOSED CHANGE OF NAME**

That, subject to and contingent upon the passing of both ordinary resolutions 1 and 2:

- (a) the Proposed Change of Name of the Company from “Don Agro International Limited” to “UpHealth Group Limited” with effect from Completion or such date as the Directors may determine, be and is hereby approved and that the name “UpHealth Group Limited” be substituted for “Don Agro International Limited” wherever the latter name appears in the Company’s constitution with effect from such date; and
- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this special resolution 3 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group or the Enlarged Group.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 30 December 2025.

## **BY ORDER OF THE BOARD**

**Chen Chuanjian, Jason**  
**Tan Ching Ching**  
Company Secretaries  
Singapore

30 December 2025

# NOTICE OF EXTRAORDINARY GENERAL MEETING

## **IMPORTANT NOTICE TO SHAREHOLDERS** **IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE EGM**

The EGM is being convened, and will be held, in Singapore at 1 North Bridge Road, #13-06 High Street Centre, Singapore 179094 on 28 January 2026 at 3.00 p.m.. There will be no option for members to participate virtually. Please bring along your NRIC/passport so as to enable the Company to verify your identity.

The Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNet for updates on the EGM.

Shareholders of the Company ("**Shareholders**") should take note of the following arrangements for the conduct of the EGM on 28 January 2026.

(a) **Attendance:**

Pre-registration

The EGM will be held at 1 North Bridge Road, #13-06 High Street Centre, Singapore 179094.

Shareholders who opt to attend the EGM must pre-register online at <https://conveneagm.sg/donagrointernationalegm2026> for verification purposes latest by 3.00 p.m. on 25 January 2026.

Due to limited number of attendees at the EGM venue, the Company reserves the right to select verified Shareholders for attendance at the EGM venue based on pre-registration by Shareholders who have indicated interest to attend the EGM.

Authenticated Shareholders and proxyholders who are successful in the pre-registration to attend the EGM will receive an email by 26 January 2026 ("**Confirmation Email for EGM**") via the e-mail address provided during pre-registration or as indicated in the Proxy Form.

Shareholders and proxyholders must bring their own web-browser enabled device for voting at the EGM.

Shareholders who have registered by 3.00 p.m. on 25 January 2026 but have not received the Confirmation Email for EGM by 26 January 2026, please email to: [vnovikov@donagroint.com](mailto:vnovikov@donagroint.com).

If you have any queries on the attendance at the EGM venue, please email to: [vnovikov@donagroint.com](mailto:vnovikov@donagroint.com).

(b) **Appointment of Proxies:**

A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

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“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

A proxy need not be a member of the Company.

Duly completed Proxy Forms must be submitted in the following manner:

- (i) if submitted by post, be deposited at the registered office of the Company's Share Registrar at

Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

or

- (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com).

in each case, not less than 72 hours before the time appointed for holding the EGM, i.e. no later than 3.00 p.m. on 25 January 2026.

A Shareholder who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Shareholders are encouraged to submit completed Proxy Forms electronically via email.

A printed copy of the Proxy Form has been despatched to Shareholders together with this Notice of EGM, and also published on the SGXNet and the Company's corporate website at: <http://www.donagroint.com>. In completing the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against or abstain from voting on the resolutions to be tabled at the EGM.

### (c) **Questions Relating to the Agenda of the EGM:**

Shareholders can submit questions in advance of the EGM or ask questions during the EGM. Shareholders are encouraged to submit questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM.

- (i) Submitting questions in advance of the EGM

Shareholders can submit questions relating to the business of the EGM in advance of the EGM either via:

(A) electronic mail to: [anazaryan@donagroint.com](mailto:anazaryan@donagroint.com); or

(B) pre-registration website at <https://conveneagm.sg/donagrointernationalegm2026>.

All questions submitted in advance of the EGM via any of the above must be received by 3.00 p.m. on 21 January 2026.

Shareholders (including CPF Investors and SRS Investors) and, where applicable, their appointed proxy(ies) who have pre-registered for the EGM may also ask substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM in person at the EGM venue.

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The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the EGM by 3.00 p.m. on 23 January 2026 and/or during the EGM proceedings. Such questions from Shareholders and responses from the Company will be published on the Company's corporate website and the website of the SGX-ST.

(ii) Submitting questions during the EGM

Successful authenticated Shareholders and proxyholders attending the EGM will be able to ask questions in person at the EGM venue.

(iii) Where there are substantially similar questions for the EGM, the Company will consolidate such questions. Consequently, not all questions may be individually addressed.

(d) **Voting:**

Live voting will be conducted during the EGM for Shareholders and proxyholders attending the EGM. It is important for Shareholders and proxyholders to bring their own web-browser enabled devices for voting at the EGM. For optimal experience, users should update their devices' operating system and browsers to the latest available versions.

Shareholders and proxyholders will be required to log-in via the e-mail address (or unique QR code provided at the EGM) provided during pre-registration or as indicated in the Proxy Form.

(i) **Live Voting:** Shareholders and proxyholders may cast their votes in real time for the resolutions to be tabled at the EGM via the login credentials created during pre-registration or via their SingPass account. Shareholders and proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and proxyholders must bring a web-browser enabled device in order to cast their vote.

As specified in paragraph (e) below, CPF Investors / SRS Investors who have used their CPF / SRS monies to buy the Company's share should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

(ii) **Voting via appointing Chairman as Proxy:** As an alternative to the above, Shareholders may also vote at the EGM by appointing the Chairman as proxy to vote on their behalf.

(e) **CPF / SRS Investors:**

CPF Investors / SRS Investors who have used their CPF / SRS monies to buy the Company's shares should not make use of the Proxy Form and should instead approach their respective CPF agent banks / SRS operators as soon as possible if they wish to attend the EGM in person or if they wish to appoint the Chairman of the EGM to vote on their behalf. CPF Investors / SRS Investors who wish to vote should approach their respective CPF agent banks / SRS operators at least seven (7) working days before the EGM (i.e. by 3.00 p.m. on 16 January 2026), in order to allow sufficient time for their respective CPF agent banks / SRS operators to in turn submit the Proxy Forms no later than the Proxy deadline.

(f) **Access to documents or information relating to the EGM:**

The Circular or information relating to the business of the EGM have been published and available for download or online viewing by the Shareholders at the Company's corporate website at <http://www.donagroint.com> and the Singapore Exchange Securities Trading Limited's website at <https://www.sgx.com/securities/company-announcements>.

# NOTICE OF EXTRAORDINARY GENERAL MEETING

A printed copy of this Circular will not be mailed to the Shareholders.

For Shareholders who wish to receive a printed copy of this Circular, please complete the Request Form and submit it via email to the Company's Share Registrar at [srs.requestform@boardroomlimited.com](mailto:srs.requestform@boardroomlimited.com) by 5.00 p.m. on 21 January 2026.

Notwithstanding the above, printed copies of the following documents will be despatched to Shareholders:

- (i) Notice of EGM;
- (ii) Proxy Form for the EGM; and
- (iii) Request Form.

**(g) Filming and Photography:**

When a Shareholder or proxyholder attends, speaks and votes at the EGM, he/she consents to his/her videos and/or photographs being taken for the purpose of publication on the Company's corporate website and publicity materials without further notification.

**Notes:**

1. A Shareholder being a Depositor whose name appears in the Depository Register that wishes to attend and vote at the EGM, should complete the Proxy Form and deposit the duly completed Proxy Form in the manner set out under the section titled "IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE EGM".

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

2. The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

**Personal Data Privacy:**

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

The member of the Company agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her/its breach of such warranty.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.