



DON AGRO INTERNATIONAL LIMITED
(Company Registration No. 201835258H)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITIONS OF 812 CAPITAL LLC AND CENTER FOR INNOVATIVE MEDICAL TECHNOLOGIES, LLC

- 3-MONTH FURTHER EXTENSION FOR DON AGRO INTERNATIONAL LIMITED TO MEET THE REQUIREMENTS FOR A NEW LISTING PURSUANT TO RULE 1017(2) OF THE CATALIST RULES

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**”) 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 Proposed Acquisitions Agreements and waiver applications in relation to the Company’s Proposed Acquisitions; and
 - (c) 30 December 2025 together with the circular (“**Circular**”) for shareholders to approve (i) the Proposed Acquisitions; (ii) the proposed diversification of the Group’s business; and (iii) the proposed change of name of the Company from “Don Agro International Limited” to “UpHealth Group Limited” at the extraordinary general meeting of the Company (“**EGM**”).
- 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.
- 1.3 On 2 January 2026, the Company submitted an application to the Singapore Exchange Regulation Pte. Ltd. (the “**SGX-ST**”) through its continuing sponsor and financial adviser to the Company for the Proposed Acquisitions, PrimePartners Corporate Finance Pte. Ltd. (“**PPCF**”), for a further 3-month extension to the 12-month period for the Company to meet the requirements for a new listing (the “**Second Extension**”) under Rule 1017(2) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”).
- 1.4 Please refer to paragraph 2 of the Company’s announcement dated 3 July 2025 for the requirements under Rule 1017(2) of the Catalist Rules.

2. GRANT OF THE SECOND EXTENSION

- 2.1 The Board is pleased to announce that on 21 January 2026, the Company received a letter from the SGX-ST advising that the SGX-ST has no objections to the Company’s application for the Second Extension, subject to the following conditions (the “**Second Extension Conditions**”) being satisfied:

- (a) the Company announcing the Second Extension granted, the reason for seeking the Second Extension, SGX-ST's Considerations (as defined in paragraph 3.1 below), the conditions as required under Rule 106 of the Catalist Rules, and if the Second Extension Conditions have been satisfied. If the Second Extension Conditions have not been satisfied on the date of the announcement, the Company must make an update announcement when the Second Extension Conditions have all been satisfied;
- (b) the disclosure of the key milestones of the Proposed Acquisitions and regular updates via SGXNet on its progress in meeting these milestones; and
- (c) the Board's confirmation from the Company that the Second Extension does not contravene any laws and regulations governing the Company and its constituent documents (the "**Second Extension Written Confirmation**").

2.2 The Company had on 23 January 2026, submitted the Second Extension Written Confirmation to the SGX-ST.

3. RATIONALE FOR THE SECOND EXTENSION APPLICATION

3.1 In the application seeking the Second Extension, the Company provided the following reasons and justifications:

- (a) shortly after becoming a cash company in July 2024, the Company entered into the Proposed Acquisitions Agreements in September 2024 for the acquisition of a new business;
- (b) the Due Diligence Exercise on the Acquisition Group was completed within the first 6-month extension period granted (following the grant of no objection to the first Extension application announced by the Company on SGXNet on 3 July 2025) in view of the expanded scope of work as a result of the completion of the acquisition of Uni Medica Group Entities;
- (c) the Company had made the relevant Announcements upon the signing of the Proposed Acquisitions Agreements and the Supplemental Agreements, and will continue to make further announcements to update the market and its Shareholders as and when there are any material developments in relation to the Proposed Acquisitions, including the meeting of key milestones of the transaction in addition to the continued monthly valuation of assets and utilisation of cash announcements;
- (d) the Company lodged and despatched the Circular on 30 December 2025 and the EGM will be convened on 28 January 2026 to seek Shareholders' approval in respect of the Proposed Acquisitions; and
- (e) the Company will reach the end of the first Extension period to meet the requirements for a new listing on 7 January 2026.

Based on the application for the Second Extension and representations, the SGX-ST had considered that the Company would require additional time to convene the EGM to obtain Shareholders' approval and to complete the Proposed Acquisitions ("**SGX-ST's Considerations**").

- 3.2 The expected indicative timeline of the key milestones of the Proposed Acquisitions are as follows:

Key Milestones	Expected Timeline
EGM	28 January 2026
Completion of the Proposed Acquisitions	By March 2026

- 3.3 The above expected timeline in relation to the Completion of the Proposed Acquisitions is indicative only and will be subject to, *inter alia*, the approval of the Shareholders of the Proposed Acquisitions at the EGM and the satisfaction of the relevant conditions precedent.

4. FURTHER INFORMATION

- 4.1 With the disclosures and confirmations in this announcement, the Company has satisfied the Second Extension Conditions set out in paragraph 2.1 above.
- 4.2 The Circular containing details of the Proposed Acquisitions and enclosing a notice of the EGM in connection therewith have been despatched to the Shareholders on 30 December 2025.
- 4.3 The Company will also make the necessary announcements as and when there are further material developments on the Proposed Acquisitions, including the regular monthly updates and other matters contemplated by this announcement.

5. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares of the Company as there is no certainty or assurance as at the date of this announcement that the Proposed Acquisitions will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Acquisitions. Shareholders are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt as to the actions they should take, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers immediately.

By order of the Board

Marat Devlet-Kildeev
Chief Executive Officer and Executive Director

23 January 2026

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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