

DON AGRO INTERNATIONAL LIMITED

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT 1 NORTH BRIDGE, #13-06, HIGH STREET CENTRE, SINGAPORE 179094 ON WEDNESDAY, 28 JANUARY 2026, AT 3:00 P.M. (SINGAPORE TIME)

PRESENT:

Directors:

Mr Evgeny Tugolukov	-	Chairman of the Extraordinary General Meeting and Executive Chairman
Mr Marat Devlet-Kildejev	-	Chief Executive Officer and Executive Director
Mr Ravi Chidambaram	-	Lead Independent Non-Executive Director
Mr Gavin Mark McIntyre	-	Independent Non-Executive Director
Mr Tan Poh Chye Allan	-	Independent Non-Executive Director

Management, Company Secretary, shareholders and invitees: - As set out in the attendance record maintained by the Company.

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in this minutes.

1. WELCOME ADDRESS

At 3:00 p.m. (Singapore time), Mr Evgeny Tugolukov, the Executive Chairman of the Company ("**Chairman**") welcomed everyone at the Company's Extraordinary General Meeting ("**EGM**" or "**Meeting**").

The Chairman introduced members of the Board of Directors, and the management team present at the Meeting, namely:

- (a) Mr Marat Devlet-Kildejev, Chief Executive Officer, Executive Director and the Company's shareholder;
- (b) Mr Ravi Chidambaram, Lead Independent Non-Executive Director;
- (c) Mr Gavin Mark McIntyre, Independent Non-Executive Director;
- (d) Mr Tan Poh Chye Allan, Independent Non-Executive Director;
- (e) Mr Artur Nazaryan, Chief Financial Officer; and
- (f) Mr Vadim Novikov, Chief Operating Officer.

The Chairman also introduced the Company Secretaries, DrewCorp Services Pte Ltd, the Sponsor, PrimePartners Corporate Finance Pte. Ltd., the Auditors, Foo Kon Tan LLP, the Scrutineer, Cypress Pines Asia Advisory Pte. Ltd., the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. and the Polling Agent, Convene SG Pte. Ltd.

2. QUORUM

After confirming that a quorum was present, the Chairman declared the EGM open.

3. CHAIRMAN'S SPEECH

The Chairman shared that the EGM marked a significant milestone in the Company's history, following its transition from the sale of its agricultural assets, through a period as a cash company, to the completion of the acquisition of healthcare assets.

The Chairman explained that the Group's entry into the healthcare represented a strategic reposition by a clear purpose, namely to contribute to improve healthcare outcomes through the provision of quality care, modern medical technologies, and enhanced access for patients and communities, with the aim of enhancing the well-being and quality of life of the communities. He further explained that the proposed change of the Company's name to "UpHealth Group Limited" reflected the Group's mission and was intended to align the Company's identity with its focus on supporting better health outcomes for individuals and society.

The Chairman also emphasised that the Board remained mindful of the need for strong execution and sound governance. The Group has relevant experience in managing and developing healthcare assets responsibly, with a focus on operational efficiency, prudent financial stewardship and sustainable profitability, with the objective of improving patient care while building long-term value for shareholders.

He concluded by expressing his appreciation to shareholders for their patience and continued support as the Company embarks on its next phase of growth.

4. QUESTIONS AND ANSWERS

At this juncture, the Chairman invited the Chief Executive Officer, Mr Marat Devlet-Kildejev, to address the substantial and relevant questions received from shareholders prior to the Meeting, as set out below:

First question:

How would the Proposed Acquisitions be funded?

Response to the first question:

Mr Marat Devlet-Kildejev explained that the Proposed Acquisitions would be funded entirely from the Company's own cash resources derived from the sale of the Group's agricultural business, as disclosed in the Circular released to the Singapore Exchange Securities Trading Limited ("**Exchange**") on 30 December 2025 ("**Circular**").

He further explained that the total purchase consideration amounted to approximately Russian Rubles ("**RUB**") 3.035 billion (equivalent to approximately S\$43.7 million), of which approximately RUB 2.25 billion had already been paid to the vendors, comprising the following:

- (a) approximately RUB 2.22 billion, being a refundable advance paid in respect of the Proposed Acquisitions (equivalent to approximately S\$31.9 million); and
- (b) approximately RUB 30 million, being consideration paid for the acquisition of 1% of 812 Capital LLC (equivalent to approximately S\$0.4 million).

He added that the balance purchase consideration would be payable upon completion of the Proposed Acquisitions.

Second question:

Please provide details of the proposed business, current performance and prospects.

Response to the second question:

Mr Marat Devlet-Kildejev explained that following the completion of the Proposed Acquisitions the Group's core business would be in the healthcare sector.

He explained that the Group's first healthcare asset is Euroonco, a network of specialist oncology clinics specialising in the treatment of advanced stages of cancer, comprising three (3) clinics located in major cities, with inpatient facilities, intensive care units and operating rooms, and with total inpatient capacity exceeding 60 beds.

He further explained that the Group's healthcare assets include Uni Medica, a large multifunctional medical facility with a gross floor area of approximately 7,000 square meters. Uni Medica operates approximately 30 inpatient beds, operating rooms, intensive care units and a strong outpatient infrastructure of approximately 70 fully equipped medical rooms with advance equipment. As disclosed in the Circular, the Group plans to expand Uni Medica's oncology treatment capacity and integrate it with Euroonco, with inpatient capacity expected to increase to approximately 72 beds over time, which will materially strengthen the Group's inpatient base.

Mr Marat Devlet-Kildeev highlighted that in 2024, Euroonco clinics served 11,019 patients, representing a 23.1% year-on-year growth compared to 2023, demonstrating strong and stable demand for specialised healthcare services.

He further shared that the Group's revenue increased from approximately S\$16.0 million in the financial year ("FY") 2022 to approximately S\$33.3 million in FY2023 and S\$39.4 million in FY2024, representing a historical compound annual growth rate of approximately 57% per year over the period. For the six (6) months ended 30 June 2025, revenue amounted to approximately S\$26.0 million, reflecting a 35.9% increase compared to the corresponding period in FY2024.

He explained that the Group recorded a net profit of approximately S\$2.83 million in FY2024 and S\$1.88 million in FY2023, compared to a net loss of approximately S\$1.18 million in FY2022, demonstrating improvement in the Company's financial performance. Profits for the first half of FY2025 were approximately S\$2.43 million, compared to approximately S\$1.64 million in the corresponding period in 2024.

As disclosed in the Circular, Mr Marat Devlet-Kildeev stated that the Group continues to evaluate growth opportunities in Southeast Asia, Central Asia and the Middle East through strategic partnerships, joint ventures and other strategic alliances, including the acquisition of existing operating healthcare assets and the development of new clinics or hospitals with established healthcare providers.

There being no further questions, Mr Marat Devlet-Kildeev handed the Meeting back to the Chairman.

5. NOTICE OF EGM

The notice of the EGM dated 30 December 2025, which was dispatched to shareholders and also published in the Business Times, SGXNet and on the Company's corporate website, was taken as read. The Chairman proposed all three (3) resolutions tabled at the Meeting.

The Chairman explained that all resolutions tabled at the Meeting will be voted in accordance with the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Exchange and the Company's Constitution. The Chairman informed that he had been appointed as proxy for some shareholders who had directed the Chairman to vote for or against the resolutions. Therefore, in the course of the Meeting, the Chairman would be voting for and against certain resolutions in accordance with the wishes of shareholders who had appointed the Chairman as proxy. For shareholders who had not submitted their proxy form appointing the Chairman as their proxy, they may cast their votes in real time.

The Chairman informed the Meeting that Cypress Pines Asia Advisory Pte. Ltd., the appointed Scrutineer for the Meeting, had supervised and verified the counting of the votes of all valid proxy forms received from the shareholders within the submission deadline of 3:00 p.m. on 25 January 2026. The Scrutineer would also independently verify the votes cast by the shareholders during the Meeting.

The Chairman informed the Meeting that the resolutions tabled at the Meeting shall be voted by poll in accordance with the Catalist Rule 730A(2) of the Exchange. At the invitation of the Chairman, the polling agent, Convene SG Pte. Ltd., proceeded to play a video on the polling procedures and conduct

of the poll. The polling agent also carried out a test poll.

The Chairman proceeded with the resolutions tabled at this Meeting.

6. ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITIONS OF 812 CAPITAL LLC AND CENTER FOR INNOVATIVE MEDICAL TECHNOLOGIES, LLC.

The Chairman informed the Meeting that the first item on the agenda was to approve the proposed acquisitions of 812 capital LLC and Center for Innovative Medical Technologies, LLC.

There being no questions raised, the Chairman proposed Ordinary Resolution 1 and put the motion to vote by poll. The Chairman informed shareholders to vote for or against Ordinary Resolution 1 by casting their votes using the various electronic devices.

The Chairman declared the results of the poll on votes casted by the shareholders as follows:

The votes casted "FOR": 99.96%

The votes casted "AGAINST": 0.04%

The Chairman declared Ordinary Resolution 1 carried.

7. ORDINARY RESOLUTION 2 – THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS

The Chairman moved to the next item on the agenda to approve the proposed diversification of the Group's business.

There being no questions raised, the Chairman proposed Ordinary Resolution 2 and put the motion to vote by poll. The Chairman informed shareholders to vote for or against Ordinary Resolution 2 by casting their votes using the various electronic devices.

The Chairman declared the results of the poll on votes casted by the shareholders as follows:

The votes casted "FOR": 99.96%

The votes casted "AGAINST": 0.04%

The Chairman declared Ordinary Resolution 2 carried.

8. SPECIAL RESOLUTION 3 – THE PROPOSED CHANGE OF NAME

The Chairman moved to the last item on the agenda to approve the proposed change of the Company's name from "Don Agro International Limited" to "UpHealth Group Limited".

There being no questions raised, the Chairman proposed Special Resolution 3 and put the motion to vote by poll. The Chairman informed shareholders to vote for or against Special Resolution 3 by casting their votes using the various electronic devices.

The Chairman declared the results of the poll on votes casted by the shareholders as follows:

The votes casted "FOR": 99.96%

The votes casted "AGAINST": 0.04%

The Chairman declared Special Resolution 3 carried.

9. CONCLUSION OF MEETING

There being no further business, the Chairman declared the EGM closed at 3:17 p.m. (Singapore time) and informed the Meeting that the results of this EGM will be announced through SGXNet on the same day and will also be published on the Company's website.

On behalf of the Board, the Chairman thanked all for their participation and patience and wished everyone good health and prosperity and expressed hope to see all soon.

Confirmed by:

Mr Evgeny Tugolukov
Chairman