

**UPHEALTH GROUP LIMITED**  
(Formerly known as Don Agro International Limited)  
(Company Registration No. 201835258H)  
(Incorporated in the Republic of Singapore)

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

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**1. INTRODUCTION**

- 1.1 The board of directors (the “**Board**”) of UpHealth Group Limited (formerly known as 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;
  - (c) 30 December 2025 together with the 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 EGM;
  - (d) 28 January 2026 in relation to the results of the EGM held on 28 January 2026 at which the shareholders of the Company approved the Proposed Acquisitions among other resolutions;
  - (e) 29 January 2026 in relation to the press release on the shareholders’ approval for healthcare assets acquisition and the rebranding of the Company to “UpHealth Group Limited”; and
  - (f) 31 January 2026 and 5 February 2026 in relation to the change of the Company’s name and trading counter name to “UpHealth Group Limited”.
- 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.

**2. COMPLETION OF THE PROPOSED ACQUISITIONS**

- 2.1 The Board wishes to announce that the Conditions Precedent for the Completion of the Proposed Acquisitions in relation to the balance stake of 89.01% of the shares in 812 Capital (“**Balance Stake of 89.01%**”) and 11.50% of the shares in CIMT (“**CIMT Stake**”) have been fulfilled, save for the waiver of the condition precedent for Vendor 1 to obtain a covered irrevocable letter of credit in favour of SBI as this is no longer required by SBI. The waiver was effected pursuant to supplementary agreements dated 6 February 2026 in relation to the Balance Stake Preliminary Agreement and the CIMT Stake Preliminary Agreement entered into by Tetra and the Vendors.
- 2.2 The Proposed Acquisitions in relation to the Balance Stake of 89.01% and CIMT Stake have been completed and the Balance Stake Main Agreement and the CIMT Stake Main Agreement were signed in accordance with the terms of the Proposed Acquisitions Agreements on 6 February 2026. According to the Balance Stake Main Agreement and the CIMT Stake Main Agreement, the Balance Stake of 89.01% and CIMT Stake will be transferred to Tetra, the

Company's wholly-owned subsidiary. Pursuant to Russian law, transfers of the Balance Stake of 89.01% and CIMT Stake shall be registered in the USRLE.

- 2.3 On 11 February 2026, the Company was informed by the relevant Russian authorities that the transfers of the Balance Stake of 89.01% and CIMT Stake have been registered in the USRLE on 9 February 2026. Following registration in the USRLE, 812 Capital and CIMT have become indirect subsidiaries of the Company as Tetra now holds direct interests in 90.01% of the shares in 812 Capital and direct and indirect interests in 100% of the shares in CIMT. The Board will provide further update in relation to the completion of the acquisition by Tetra of the balance stake of 9.98% of the shares in 812 Capital as and when there are material developments.
- 2.4 Following Completion of the Proposed Acquisitions in relation to the Balance Stake of 89.01% and CIMT Stake, the Enlarged Group will operate a network of expert oncology clinics across three major cities under the "Euroonco" brand, focusing on the treatment of advanced-stage cancer. The "Euroonco" clinics include inpatient facilities, intensive care units and operating rooms, with total inpatient capacity exceeding 60 beds. In addition, the Enlarged Group will also manage a multifunctional medical facility with a gross floor area of approximately 7,000 square metres under the "Uni Clinic" brand. The "Uni Clinic" medical facility combines outpatient and inpatient services and is currently equipped with approximately 30 inpatient beds, intensive care units, operating rooms and an outpatient infrastructure comprising 70 fully equipped medical rooms. Please refer to the Circular dated 30 December 2025 for further details on the medical business of the Enlarged Group.
- 2.5 Accordingly, the Company will no longer be classified as a cash company as defined under Rule 1017 of the Catalist Rules and will therefore discontinue the announcement of the monthly valuation of its assets and utilisation of cash, and quarterly updates of milestones in obtaining a new business required under Rule 1017(1)(b).

### **3. RE-CONSTITUTION OF THE GENERAL DIRECTORS OF THE ACQUISITION GROUP**

- 3.1 Following Completion of the Proposed Acquisitions, the Group will proceed to re-constitute the general directors of the Acquisition Group, and the following persons shall be appointed as general directors:
- (a) Mr. Artur Nazaryan, the Chief Financial Officer of the Company, will be appointed as general director of 812 Capital; and
  - (b) Mr. Alexander Kanevsky will be appointed as the general director of EK Management LLC, which is the current corporate general director of the subsidiaries of 812 Capital, namely, CIMT, Medicom LLC, Euroonco Samara LLC, Medical Center Nano Medicine South LLC, Rodniki LLC, Tentanda VIA LLC, Uni Medica Ltd and The Group of Companies Uni Clinic Ltd.
- 3.2 For completeness, no new directors or key executive officers will be appointed to the Company, and no new key executive officers will be appointed to the Acquisition Group.

#### **By order of the Board**

Marat Devlet-Kildeev  
Chief Executive Officer and Executive Director

12 February 2026

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*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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