

UPHEALTH GROUP LIMITED
(formerly known as DON AGRO INTERNATIONAL LIMITED)
Company Registration No. 201835258H
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN that an AGM of UpHealth Group Limited (“**Company**”) will be held at 1 North Bridge Road, #13-06, High Street Centre, Singapore 179094 on 29 April 2026 at 3:00 p.m. (Singapore time) for the following purposes:

As Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2025, together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Gavin Mark McIntyre, retiring by rotation under regulation 94 of the Company’s Constitution.
(See Explanatory Note 1) **(Resolution 2)**
3. To re-elect Mr. Ravi Chidambaram, retiring by rotation under regulation 94 of the Company’s Constitution.
(See Explanatory Note 2) **(Resolution 3)**
4. To approve Directors’ fees of \$180,000 for the financial year ending 31 December 2026, payable by the Company in arrears not later than 31 December 2026. **(Resolution 4)**
5. To re-appoint Foo Kon Tan LLP as auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business that may properly be transacted at an AGM.

As Special Business

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions:

7. **Authority to allot and issue shares**

“THAT, pursuant to section 161 of the Companies Act 1967 (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) (whether by way of rights, bonus or otherwise); and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable into Shares.
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation and adjustments as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is the earlier.”

(See Explanatory Note 3)

(Resolution 6)

8. **Authority to grant options and issue Shares under the Company's Employee Share Option Scheme**

"THAT pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options, and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Company's Employee Share Option Scheme ("**ESOS**") provided always that the aggregate number of Shares in respect of which such options may be granted and which may be issued pursuant to the ESOS, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per cent (15%) of the issued share capital of the Company from time to time, and in this resolution, "subsidiary holdings" has the same meaning ascribed to it in the Catalist Rules."

(See Explanatory Note 4)

(Resolution 7)

BY ORDER OF THE BOARD

CHEN CHUANJIAN, JASON

TAN CHING CHING

Company Secretaries

Singapore

14 April 2026

Explanatory Notes:

1. Resolution 2

Mr. Gavin Mark McIntyre, upon re-election, will remain as the Chairman of the Audit and Risk Committee and the member of the Remuneration Committee and the Nominating Committee of the Company. He is considered an Independent Director pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST.

2. Resolution 3

Mr. Ravi Chidambaram, upon re-election, will remain as the Chairman of the Remuneration Committee and the member of the Audit and Risk Committee and the Nominating Committee of the Company. He is considered an Independent Director pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST.

Detailed information of these Directors (including information as set out in Appendix 7F of the Catalist Rules of the SGX-ST) can be found in the Section "Additional Information on Directors Seeking Re-election" of the Company's Annual Report 2025.

3. Resolution 6

The proposed Resolution 6, if passed, will empower the Directors, from the date of the AGM until the next AGM of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings if any, with a sub-limit of 50% for Shares other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury Shares of the Company will be calculated based on the total number of issued Shares excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury Shares of the Company at the time of the passing of resolution 6, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist and provided further that such adjustments are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution; and any subsequent bonus issue, consolidation or subdivision of shares..

4. Resolution 7

The proposed Resolution 7, if passed, will empower the Directors of the Company, to grant options and to allot and issue Shares upon the exercise of such options in accordance with the provisions of the ESOS and pursuant to Section 161 of the Companies Act, to allot, issue and/or deliver from time to time such number of fully paid-up new Shares as may be required to be delivered pursuant to the exercise of the Options granted by the Directors under the ESOS; and (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to allot, issue and/or deliver such existing Shares (including treasury Shares) towards the satisfaction of Options granted under the Scheme, provided always that the aggregate number of Shares to be allotted, issued and/or transferred pursuant to the Options under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury Shares on the day preceding that date.

IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE COMPANY'S AGM ON 29 APRIL 2026 AT 3:00 P.M. (SINGAPORE TIME)

Shareholders should take note of the following arrangements for the conduct of the AGM on 29 April 2026.

(a) Attendance:

The AGM is being convened, and will be held, in a wholly physical format in Singapore at 1 North Bridge Road, #13-06 High Street Centre, Singapore 179094 on 29 April 2026 at 3:00 p.m. Members, including CPF Investors and SRS Investors, and, where applicable, duly appointed proxy(ies) and representatives will be able to ask questions and vote at the AGM by attending the AGM in person and they should bring along their NRIC/passport so as to enable the Company to verify their identity. There will be no option for members to participate virtually.

(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.

"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,

in each case, not less than 72 hours before the time appointed for holding the AGM, i.e. no later than 3:00 p.m. on 26 April 2026.

A member 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. Members are encouraged to submit completed Proxy Forms electronically via email.

A printed copy of the Proxy Form has been despatched to members together with this Notice of AGM, and also published on the SGXNet and the Company's corporate website at the URL: <http://www.donagroint.com>. In completing the Proxy Form, a member 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 AGM.

(c) Questions Relating to the Agenda of the AGM:

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

- (i) Submitting questions in advance of the AGM

Members can submit questions relating to the agenda of the AGM in advance of the AGM via electronic mail to: anazaryan@donagroint.com and vnovikov@donagroint.com.

All questions submitted in advance of the AGM via any of the above must be received by 3:00 p.m. on 22 April 2026.

Members who submit questions in advance of the AGM should identify themselves by stating (i) his/her/its full name as it appears on his/her/its CDP/CPF/SRS shares records, (ii) NRIC/Passport/Company registration number and (iii) state the manner in which he/she/it holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes. The Company will only address relevant and substantive questions (as may be determined by the Company in its sole discretion) received from members. The Company will endeavour to publish its response(s) to relevant and substantive questions received from members prior to the AGM by 3:00 p.m. on 24 April 2026 and/or during the AGM proceedings. Such questions from members 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 AGM

Members and proxyholders attending the AGM will be able to ask questions relating to the agenda of the AGM in person at the AGM venue.

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

(d) Voting:

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

Members and proxyholders will be required to log-in via the e-mail address or unique QR code provided at the AGM.

i) **Live Voting:** members and proxyholders may cast their votes in real time for the resolutions to be tabled at the AGM. Members and proxyholders will have the opportunity to cast their votes via the live voting feature.

As specified in paragraph (e) below, CPF/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, members and proxyholders may also vote at the AGM by appointing the Chairman as proxy to vote on their behalf.

(e) CPF/SRS Investors:

CPF/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 relevant intermediary as soon as possible if they wish to attend the AGM in person or if they wish to appoint the Chairman of the AGM to vote on their behalf. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the AGM (i.e. by 3:00 p.m. on 17 April 2026), in order to allow sufficient time for their respective CPF Agent Bank/SRS Operator to in turn submit the Proxy Forms no later than the Proxy Deadline.

(f) Access to documents or information relating to the AGM:

All the documents (including the Annual Report 2025, the Proxy Form and the Notice of AGM) or information relating to the business of the AGM have been published and available for download or online viewing by members at the Company's corporate website at the URL: <http://www.donagroint.com> and the SGX-ST's website at the URL: <https://www.sgx.com/securities/company-announcements>.

A printed copy of the Annual Report 2025 will not be mailed to members.

For members who wish to receive a printed copy of the Annual Report 2025, please complete the Request Form and submit via email to the Company's Share Registrar at srs.requestform@boardroomlimited.com by 5:00 p.m. on 22 April 2026.

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

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

(g) Filming and Photography:

When a member or proxyholder attends, speaks and votes at the AGM, 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 member being a depositor whose name appears in the depository register wishes to attend and vote at the AGM, 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 AGM".

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 AGM in order for the depositor to be entitled to attend and vote at the AGM.

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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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**"); (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 purpose.