AVARGA LIMITED
(Formerly known as UPP Holdings Limited)
(Incorporated in the Republic of Singapore)
(Company Registration Number: 196700346M)
(the "**Company**")

PROPOSED ACQUISITION BY TKO PTE. LTD. OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF AVARGA LIMITED (OTHER THAN TREASURY SHARES AND SHARES OWNED OR CONTROLLED BY THE EXCLUDED SHAREHOLDERS (AS DEFINED BELOW)) BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT 1967 OF SINGAPORE

- NOTICE OF FIRST COURT HEARING DATE

1. INTRODUCTION

The board of directors (the "**Board**") of Avarga Limited (the "**Company**") refers to:

(a) the joint announcement dated 13 March 2026 (the "**Joint Announcement**") made by the Company and TKO Pte. Ltd. (the "**Offeror**") in relation to the proposed acquisition (the "**Acquisition**") by the Offeror of all the shares in the capital of the Company (the "**Shares**") other than Shares held in treasury and the 48,837,165 Shares directly held by the Offeror and the 7,343,900 Shares directly held by Genghis S.à.r.l. ("**Genghis**") (collectively, the "**Excluded Shares**" and the shareholders holding such Shares, the "**Excluded Shareholders**"), by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**");

(b) the announcement dated 7 July 2026 in relation to the Court granting leave to the Company to convene the meeting of the shareholders of the Company (the "**Shareholders**") for the purposes of proposing the Scheme (the "**Court Meeting**");

(c) the Notice of Court Meeting dated 10 July 2026 and the Scheme Resolution set out therein;

(d) the scheme document (the "**Scheme Document**") dated 10 July 2026 issued by the Company to the Shareholders in relation to the Acquisition by way of the Scheme; and

(e) the announcement dated 5 August 2026 in relation to the minutes of the Court Meeting.

*Unless otherwise defined herein, capitalised terms used in this announcement (the "**Announcement**") shall bear the same meanings ascribed to them in the Scheme Document.*

2. NOTICE OF COURT HEARING DATE TO SANCTION THE SCHEME

As stated in the Scheme Document, upon the Scheme being approved by a majority in number of Shareholders present and voting, either in person or by proxy, at the Court Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Court Meeting, an application will be made to Court by the Company for an order of the Court to sanction the Scheme (the "**Court Order**").

In light of the approval of the Scheme by the Shareholders at the Court Meeting held on 27 July 2026, the Board wishes to announce that:

(a) the Company has filed an application in HC/OA 886/2026 (the "**Scheme Sanction Application**") on 11 August 2026 in the Court for the Court Order; and

(b) the Court has, at a case conference held on 18 August 2026, directed as follows:

(i) the Company is to give notice of the Scheme Sanction Application and all timelines given by the Court by 10 a.m. on 20 August 2026;

(ii) any affidavits in response to the Scheme Sanction Application are to be filed by 4 p.m. on 25 August 2026;

(iii) all written submissions and accompanying bundles are to be filed by 4 p.m. on 28 August 2026, with hard copies tendered to the Court; and

(iv) the hearing of the Scheme Sanction Application is fixed on 2 September 2026 at 10 a.m. (the "**Court Hearing Date**") before the Honourable Justice Kristy Tan.

Subject to the grant of the Court Order and the satisfaction (or where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, the Scheme will become effective and binding upon the lodgement of the Court Order with ACRA.

A copy of the Scheme Sanction Application will be made available for inspection by Shareholders during normal business hours at the registered office of the Company at 1 Kim Seng Promenade #13-10 Great World City Singapore 237994 from the date of this Announcement up to and including the Court Hearing Date.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Company are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement in its proper form and context. The directors of the Company do not accept any responsibility for any information relating to the Offeror, the Offeror's concert parties and/or the Offeror Financial Adviser, or any opinion expressed by the Offeror, the Offeror's concert parties and/or the Offeror Financial Adviser.

4. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to read this Announcement and any further announcements by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Non-Conflicted Directors on the Scheme as well as the advice of the Independent Financial Adviser set out in the Scheme Document. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

BY ORDER OF THE BOARD

Tong Ian
Chief Executive Officer/Executive Director

19 August 2026