



ASTI Files Court Action to Block Attempt by 5 Shareholders to Replace Its Directors Days Before Scheduled AGM

- **Originating Application (reference HC/OA 861/2023) filed against 8 defendants – requisitioning shareholders, and persons who claim to have been appointed as Directors of the Company**
- **Company is made aware that Ng Yew Nam and 3 other shareholders had also filed legal proceedings against the 5 current directors and ASTI itself as defendants**
- **Company provided an update on online meeting held on 23 August with SGX Regco**
- **Urges shareholders to attend FY2021 AGM; conclusion of AGM will facilitate progress of a potential exit offer which remains the ‘best option’ for shareholders amid a delisting directed by SGX**

Singapore, 25 August 2023 – ASTI Holdings (“ASTI” or the “Company”) said today it has filed legal proceedings against 4 requisitioners who held an extraordinary general meeting last Tuesday (“**Purported 22 August EGM**”) that the Company had deemed invalid, and against 5 persons who have unlawfully claimed to have been appointed as incoming directors.

ASTI said its lead counsel Mr Ranvir Singh of Unilegal LLC lodged the proceedings (reference HC/OA 861/2023) in the Singapore High Court (“**ASTI Legal Proceedings**”) on Thursday evening. The proceedings are against 8 Defendants – i.e. (i) the Requisitioning Shareholders, and (ii) the persons who claim to have been appointed as Directors of the Company.

The Company has been made aware that lawyers for the 4 requisitioners – Mr Ng Yew Nam, Mr Lim Chee San, Mr Toh Cheng Hai and Mr Ng Kok Hian – had, earlier yesterday, also filed legal proceedings (“**Requisitioners’ Application**”) against ASTI’s 5 incumbent directors and have named them and the Company itself as defendants.

ASTI said that despite the Annual General Meeting for FY2021 (“**FY2021 AGM**”) scheduled for 31 August 2023 to meet a SGX Notice of Compliance – when 4 of 5 incumbent directors will be due for re-election – the requisitioners had unlawfully called for and then held the Purported 22 August EGM. While these shareholders could have proposed candidates as incoming directors for the FY2021 AGM, no such notices were received before the 19 August 2023 deadline to do so.

Hence, ASTI has directed its lawyers to block this unlawful attempt to take control of the Company. It is asking the Court to rule on the invalidity of the Purported 22 August EGM and the invalidity of the appointment of the 5 purported incoming directors.

Despite the legal proceedings, it is ‘business as usual’, and all 5 current directors - Dr. Kriengsak Chareonwongsak, Mr Anthony Loh Sin Hock, Dato’ Sri Mohd Sopiyan B Mohd Rashdi, Mr Theerachai Leenabanchong and Mr Charlie Jangvijitkul – remain in charge of the Company’s businesses, assets and staff. ASTI said, “Social media posts suggesting that the Incumbent Directors are no longer in office are untrue.”

“ASTI’s incumbent directors have a fiduciary duty to protect the interests of more than 3,900 shareholders as well as that of its 3,273 staff,” it added. Headquartered in Singapore and listed on SGX since July 1999, ASTI provides services for back-end tape and reel packaging and integrated circuit programming for the semiconductor sector. The bulk of its operations and staff is located in the Philippines.

ASTI also provided an update of an online meeting, which all 5 incumbent directors held with Singapore Exchange Regulation (“SGX Regco”) on 23 August 2023 to obtain clarification on an announcement issued by the latter on 21 August 2023. The Board thanked SGX Regco “for the fruitful discussions and fostering deeper understanding between the Company and its Regulator”.

Responding to a question raised by a shareholder (raised at a shareholder dialogue moderated by the Securities Investors Association (Singapore) last Monday) on the possibility that ASTI can resume share trading, the Company said it had been directed to delist despite repeated appeals. Hence, “there is no prospect of the Company not being delisted from the SGX.”

After 3 consecutive years of losses, the Company returned to profit in FY2022 after a major restructuring led by Mr Anthony Loh (the CFO who was given additional duties on 31 December 2021 as Acting CEO). It involved retrenchments at ASTI and at a major subsidiary, ceasing loss-making units, downsizing corporate and administrative functions, and relocating to a smaller office.

Despite the turnaround, ASTI could not exit the SGX-ST Watch-list by the 5 June 2022 deadline as its 6-month average daily market capitalisation was below S\$40 million. In view of the directed delisting, the best option for shareholders is to receive and consider a pre-conditional voluntary general cash offer (“Potential Exit Offer”) that has been received by the Company.

This offer is being proposed by Prospera Alliance Pte. Ltd., a consortium backed by Stock Exchange of Thailand-listed Capital Engineering Network Public Company Limited (“CEN”) and a substantial ASTI shareholder, Mr Heah Theare Haw.

ASTI reminded all shareholders, including the 4 requisitioners, that the FY2021 AGM on 31 August 2023 will minimise disruptions, and facilitate the progress of the Potential Exit Offer which the directors believe remains ‘the only and most advanced exit offer available at the moment.’

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