

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

COMPLETION OF THE PROPOSED ACQUISITIONS IN RELATION TO THE BALANCE STAKE OF 9.98%

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”;
 - (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”; and
 - (g) 12 February 2026 in relation to the Completion of the Proposed Acquisitions in relation to the Balance Stake of 89.01% and the CIMT Stake.
- 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 IN RELATION TO THE BALANCE STAKE OF 9.98%

The Board wishes to announce that the Proposed Acquisitions in relation to the Balance Stake of 9.98% have been completed as Tetra has exercised the call option granted under the Call Option Agreement on 30 March 2026 pursuant to which Vendor 1 shall transfer the Balance Stake of 9.98% to Tetra subject to the following conditions which have since been fulfilled: (i) Vendor 1 is the owner of at least 9.98% of the shares in 812 Capital; and (ii) Tetra is the owner of at least 89.01% of the shares in 812 Capital.

Pursuant to Russian law, the transfer of the Balance Stake of 9.98% shall be registered in the USRLE. On 31 March 2026, the Company was informed by the relevant Russian authorities that the transfer of the Balance Stake of 9.98% has been registered in the USRLE on 31 March

2026. Following registration of the Balance Stake of 9.98% in favour of Tetra in the USRLE, Tetra now holds direct interests in 99.99% of the shares in 812 Capital. Please refer to Appendix D of the Company's Circular dated 30 December 2025 for the corporate structure of the Enlarged Group following Completion of the Proposed Acquisitions.

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

Following Completion of the Proposed Acquisitions, the Group has re-constituted the general directors of the Acquisition Group, and the following persons have been appointed as general directors:

- (a) Mr. Artur Nazaryan, the Chief Financial Officer of the Company, has been appointed as general director of 812 Capital on 13 February 2026; and
- (b) Mr. Alexander Kanevsky has been appointed as the general director of EK Management LLC on 21 February 2026.

By order of the Board

Marat Devlet-Kildeev
Chief Executive Officer and Executive Director

2 April 2026

*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.*

The contact person for the Sponsor is Mr Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.