
PROPOSED ACQUISITION OF STRATEGIC STAKE IN AP BIORESOURCES SDN BHD

1. INTRODUCTION

The Board of Directors of Pasture Holdings Limited (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) wishes to announce that the Company has on 16 July 2025 entered into a shareholders’ agreement cum share subscription agreement (“**SHA**”) with AP Bioresources Sdn Bhd (“**APB**”) to acquire a strategic equity stake in APB by subscribing for new shares representing 50% of the enlarged issued and paid-up share capital of APB (the “**Strategic Stake**”).

Upon the completion of the acquisition of the Strategic Stake, the Company will own an effective interest of 50% of APB and will have Board control of APB pursuant to the SHA.

2. INFORMATION ON APB

APB was incorporated in Malaysia in July 2014. As at the date of this announcement APB has an issued and paid-up share capital of RM100,000 (approximately USD 23,000) comprising 100,000 ordinary shares.

APB’s principal activities include the supply, distribution and service support of advanced medical devices in Malaysia and the Southeast Asia region.

3. RATIONALE

The acquisition of the Strategic Stake forms part of Pasture’s regional growth strategy and establishes direct operational presence in Malaysia. Specifically, the acquisition in APB is expected to:

- Provide Pasture with a platform to expand its market reach in Malaysia, one of Southeast Asia’s most dynamic healthcare markets;
- Positions Pasture to explore opportunities for direct participation in public healthcare tenders in Malaysia;
- Expand the Group’s upstream and downstream supply chain capabilities;
- Mitigate geographic and operational concentration risks, particularly in light of evolving global trade dynamics and the ongoing recalibration of supply chains amidst shifting US trade policy; and
- Capitalise on emerging growth opportunities in the ASEAN healthcare and medtech sectors, supported by rising demand for decentralised, community-based medical solutions.

As the relative figures computed under Rule 1006 (b) and (c) of the Catalist Rules are less than 5%, the proposed acquisition constitutes a non-disclosable transaction under Chapter 10 of the Catalist Rules.

Notwithstanding this, the proposed acquisition of the Strategic Stake is in connection with the ordinary course of the Group's business pursuant to paragraph 2.3 of Practice Note 10A of the Catalist Rules. Accordingly, the requirements under Chapter 10 do not apply. Nevertheless, in the interest of good corporate governance, the Company has voluntarily included certain details of the acquisition of the Strategic Stake in this announcement.

While the proposed acquisition of the Strategic Stake will result in the Company's business operation's expansion into a new jurisdiction, namely Malaysia, the Board, having assessed the current scale of APB's operations, is of the view that the acquisition is not expected to expose the Company to significant new risks.

The Company will seek shareholders' approval in due course, if any subsequent development is assessed to expose the Group to material new risks or if the thresholds or conditions under the Catalist Rules requiring such approval are triggered.

4. INVESTMENT CONSIDERATION

The consideration for the Strategic Stake is RM175,000 (approximately USD 40,000) (the "**Investment Consideration**"). The Investment Consideration was arrived at on a willing-buyer and willing-seller basis, taking into account the earnings potential of APB, the latest audited net tangible assets as of 30 September 2024 and the synergies between the Pasture and APB given that both are engaged in the supply and distribution of medical devices which can be achieved to expand the Group's network.

The net tangible assets of APB is approximately RM 125,000 (approximately USD 30,000) following a financial, operational and legal due diligence exercise conducted internally prior to the acquisition.

The Investment Consideration would be funded by the proceeds from the Company's Initial Public Offering and payable in full upon completion of the subscription of new shares in APB.

5. CONDITIONS PRECEDENT AND COMPLETION

Completion of the acquisition of the Strategic Stake is conditional upon satisfaction of the conditions precedent set out in the SHA, which include, *inter alia*, the following:

- The parties to the SHA ("**Parties**") having obtained all necessary regulatory approvals and /or consents necessary for the issuance of the new shares and if the said regulatory approvals and/or consents are subject to conditions, that those conditions are mutually acceptable to the Parties; and
- Issuance and registration of the new shares to the Company.

Completion shall take place upon fulfilment of all conditions precedent on or before 31 July 2025 (the "**Long Stop Date**"). The Long Stop Date may be extended by mutual written agreement of the Parties.

6. FINANCIAL EFFECTS

The acquisition is not expected to contribute significantly to the consolidated net tangible assets per share or earnings per share of the Group for the financial year ending 30 June 2026 and will not have any material effect on the Company's gearing or cashflow.

7. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the directors or substantial shareholders of the Company has any interest, direct or indirect, in the proposed acquisition of the Strategic Stake (other than through their shareholding interests, if any, in the Company).

8. FURTHER UPDATES

The Company will make the relevant update announcements in compliance with the Catalist Rules to inform Shareholders of any updates or developments in due course in relation to the acquisition of the Strategic Stake, if any.

By Order of the Board

Lloyd Soong
Executive Chairman and CEO
16 July 2025

Pasture Holdings Ltd. (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 9 June 2023. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").

This announcement and its contents have been reviewed by the Sponsor. It has not been examined or approved by the SGX-ST. The SGX-ST 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.
