



Advanced Systems Automation Limited

(Incorporated in the Republic of Singapore)
Company Registration Number: 198600740M

SUPPLEMENTAL AGREEMENT TO THE SALE AND PURCHASE AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION OF 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF LSO ORGANIZATION HOLDINGS PTE. LTD.

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**” or “**Directors**”) of Advanced Systems Automation Limited (the “**Company**”) refers to the announcements dated 27 October 2023, 31 May 2024 and 14 June 2024, as well as the circular to shareholders of the Company dated 16 May 2024 (the “**May 2024 Circular**”), in relation to, *inter alia*, the proposed acquisition of 100% of the shares in the issued and paid-up share capital of Singapore-incorporated LSO Organisation Holdings Pte. Ltd. for an aggregate consideration of S\$20.0 million (“**Proposed Acquisition**”). Unless otherwise defined, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the May 2024 Circular.
- 1.2 As announced by the Company on 31 May 2024, the resolutions proposing, *inter alia*, the Proposed Acquisition, were put to a vote by way of poll at the Company’s Extraordinary General Meeting held on 31 May 2024 (“**May 2024 EGM**”) and were not passed by Shareholders.
- 1.3 Subsequent to the May 2024 EGM, Shareholders collectively representing a higher percentage of shareholdings compared to the Shareholders who voted against the Proposed Acquisition during the May 2024 EGM (in respect of their 48.58% of the voting rights of the Company in aggregate) (“**Undertaking Shareholders**”) have provided undertakings to the Vendors, pursuant to which the Undertaking Shareholders have undertaken that they shall exercise or procure the exercise of all voting rights attached to the Shares that they hold, at an upcoming extraordinary general meeting (“**EGM**”) to be held, in favour of the Proposed Acquisition and all other transactions in connection therewith and incidental thereto (“**Undertakings**”).
- 1.4 In view of the receipt of the Undertakings, the Company and the Vendors intend to reconvene an EGM to allow all Shareholders to re-consider and vote on the Proposed Acquisition and all other transactions in connection therewith and incidental thereto.
- 1.5 A circular to Shareholders setting out, *inter alia*, the details of, and other relevant information pertaining to the Proposed Acquisition, together with the notice of the EGM will be issued and despatched to Shareholders in due course.

2. SUPPLEMENTAL SPA

2.1 The Board wishes to announce that it has, together with the Parties to the SPA, on 1 July 2024 entered into a supplemental agreement (the “**Supplemental SPA**”, and together with the SPA, the “**Amended SPA**”), to take into consideration the developments following the signing of the SPA on 24 October 2023 and the May 2024 EGM, and the consequential amendments arising therefrom. The key amendments to the SPA as agreed by the Company and the Vendors under the Supplemental SPA are as follows:

- (a) the Company and Vendors’ mutual intention to reconvene an EGM to allow all Shareholders to re-consider and vote on the Proposed Acquisition, have been duly reflected;
- (b) specific Conditions Precedent in relation to (i) the Share Consolidation; (ii) the T3 Notes; and (iii) the Bonus Warrants Issue have been removed in view of the completion of the Share Consolidation, as announced by the Company on 11 June 2024, as well as the cancellation of the issuance of the T3 Notes of the Proposed RCN Issuance and the Bonus Warrants Issue, as announced by the Company on 14 June 2024; and
- (c) “Enlarged Share Capital” in the SPA has been amended to reflect the (i) completion of the Share Consolidation, as announced by the Company on 11 June 2024; (ii) removal of T3 Conversion Shares arising from conversion of T3 Notes; and (iii) removal of new Shares arising from exercise of the Bonus Warrants, as announced by the Company on 14 June 2024.

For the avoidance of doubt, there are **no changes** to the commercial terms of the Proposed Acquisition set out in the SPA arising from the Supplemental SPA. Please refer to the May 2024 Circular for further details on the key commercial terms of the Proposed Acquisition, such as the Consideration, Acquisition Bases, Completion, Long-Stop Date and Warranties as well as Indemnity.

3. RATIONALE FOR RECONVENING OF EGM

3.1 The Board believes that the reconvening of an EGM is in the best interest of the Company, in view of the following:

- (a) the Board having considered and reviewed, *inter alia*, the terms of the SPA and the Supplemental SPA, the rationale for the Proposed Acquisition, the risk factors and other investment considerations, and all other relevant facts set out in the May 2024 Circular, maintains the view that the Proposed Acquisition is in the best interest of the Company and its Shareholders;
- (b) the Undertaking Shareholders have undertaken to vote in favour of the Proposed Acquisition and all other transactions in connection therewith and incidental thereto. The aggregate shareholdings of the Undertaking Shareholders represents a higher percentage of shareholdings compared to the Shareholders who voted against the Proposed Acquisition during the May 2024 EGM, who in aggregate controlled 48.58% of the voting rights of the Company. As such, the Board views that there is certainty that the relevant resolutions relating to the Proposed Acquisition will be carried through at the reconvened EGM; and

- (c) the reconvened EGM will provide an opportunity for all Shareholders to re-consider and vote on the Proposed Acquisition and related/ancillary requisitions.

4. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

To the best of the knowledge of the Board: (a) none of the Directors (other than in his capacity as Director or Shareholder of the Company, as the case may be) of the Company has any interest, direct or indirect in the abovementioned matters, other than through their respective shareholding interests in the Company (if any); and (b) there are no substantial shareholders in the Company who have any interest, direct or indirect, in the abovementioned matters.

5. FURTHER INFORMATION

5.1 **Documents for Inspection.** A copy of the SPA and the Supplemental SPA will be made available for inspection during normal business hours at the registered office of the Company for three (3) months from the date of this announcement.

5.2 **Bridging Loan.** In lieu of the entry into the Supplemental SPA, the Bridging Loan amounting to S\$2.0 million which has been lent to the Vendors will continue to be deemed as part consideration of the Cash Consideration payable by the Company to the Vendors as per the commercial terms of the Proposed Acquisition under the SPA.

6. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. The Proposed Acquisition, and all other transactions in connection therewith and incidental thereto, are subject to numerous conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Acquisition, and all other transactions in connection therewith and incidental thereto, will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

7. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

**BY ORDER OF THE BOARD
ADVANCED SYSTEMS AUTOMATION LIMITED**

**DATO' SRI MOHD SOPIYAN B. MOHD RASHDI
CHAIRMAN**

1 July 2024

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

This announcement has not been examined or approved by the SGX-ST and 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.

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