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

- **COURT SANCTION OF SCHEME**
- **LAST DAY OF TRADING OF SHARES**
- **NOTICE OF RECORD DATE**
- **INDICATIVE TIMELINE**

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;

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

(f) the announcement dated 19 August 2026 in relation to the notice of Court hearing date to sanction the Scheme; and

(g) the announcements dated 2 September 2026 in relation to (i) the receipt of approval from Singapore Exchange Regulation Pte. Ltd. for delisting of the Company from the Official List of the SGX-ST; and (ii) an extension of the deadline to complete the Scheme to 16 October 2026.

*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. COURT SANCTION OF THE SCHEME

The Board wishes to announce that the Court has sanctioned the Scheme on 2 September 2026.

Subject to 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.

3. LAST DAY OF TRADING OF SHARES

The Company wishes to inform Shareholders that, the last day of trading of the Shares will be on **Monday, 7 September 2026** and that the trading of the Shares is expected to be suspended on and from **9.00 a.m. on Tuesday, 8 September 2026**.

4. NOTICE OF RECORD DATE

Notice is hereby given that the Transfer Books and the Register of Members of the Company will be closed at 5.00 p.m. on 16 September 2026 (the "**Record Date**") in order to determine the entitlements of the Entitled Shareholders under the Scheme.

5. INDICATIVE TIMELINE FOR THE SCHEME

Subject to the satisfaction (or, where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, Shareholders should note the updated dates for the following events in relation to the Scheme:

Event		**Date**[(1)]
Last day of trading of the Shares on the SGX-ST	:	Monday, 7 September 2026
Date and time of suspension of trading of the Shares on the SGX-ST	:	Tuesday, 8 September 2026, on and from 9.00 a.m.
Record Date	:	Wednesday, 16 September 2026, 5.00 p.m.[(2)]
Expected date of dispatch of Election Forms by or on behalf of the Offeror to Entitled Shareholders	:	On or around Monday, 21 September 2026
Expected latest date and time for submission of Election Forms	:	On or around Monday, 5 October 2026
Expected Effective Date	:	On or around 16 October 2026[(3)]
Expected date for the payment of the Scheme Consideration	:	On or around 23 October 2026
Expected date for delisting of the Shares from the SGX-ST	:	On or around 27 October 2026

Notes:

(1) All the dates and times referred to above are Singapore (GMT+8) dates and times.

(2) No transfer of the Shares may be effected after 5 p.m. on the Record Date.

(3) On the basis that all the Scheme Conditions have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement and the Court Order is lodged with ACRA pursuant to Section 210(5) of the Companies Act by the Company. The Scheme will only become effective if all the Scheme Conditions have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement and a copy of the Court Order has been lodged with ACRA.

Shareholders should note that the above dates are indicative only and may be subject to change. Please refer to future announcement(s) by the Company on SGXNET for the exact dates of these events.

6. 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.

7. 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

2 September 2026