ASTI Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration No. 199901514C)

FOLLOW UP TO THE COMPANY'S ANNOUNCEMENT ON 4 APRIL 2023 ON THE RECEIPT OF NOTICE OF EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 177 OF THE COMPANIES ACT 1967 OF SNGAPORE

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(1) THE PROPOSED EXTRAORDINARY GENERAL MEETING PURPORTED CALLED TO BE HELD ON 5 MAY 2023 IS INVALID AND DOES NOT AND CANNOT CONSTITUTE A PROPER EXTRAORDINARY GENERAL MEETING OF THE COMPANY

(2) RECEIPT OF FURTHER LETTER DATED 21 APRIL 2023 FROM THE REQUISITIONING MEMBERS

1. The Company refers to its announcement made on 20 April 2023. Terms defined in that announcement have the same meanings in this Announcement, unless the context otherwise requires.

2. In that announcement, among other matters the Company made clear (and hereby reiterates):

   THE PROPOSED EGM (PROPOSED BY THE REQUISITIONING MEMBERS TO BE HELD ON 5 MAY 2023) IS INVALID AND IT DOES NOT AND CANNOT CONSTITUTE A PROPER EXTRAORDINARY GENERAL MEETING OF THE COMPANY.

   IN THE UNLIKELY EVENT THAT AN ATTEMPT IS MADE TO PROCEED WITH THE PROPOSED EGM AS IF IT WAS A VALID GENERAL MEETING, THE PROPOSED EGM IS AND REMAINS INVALID. EVEN IF ANY SHAREHOLDERS' RESOLUTION IS PURPORTED TO BE PASSED THEREAT, THE RESOLUTION TOO WILL BE INVALID AND IT WILL HAVE NO EFFECT WHATSOEVER AS A RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY.

3. Since making the Company's announcement of 20 April 2023:

   (a) **The Company has given warnings and requests to the Requisitioning Members through the Company's lawyers' letter dated 21 April 2023**

   The Company's lawyers wrote (by their letter dated 21 April 2023) to the lawyers for the Requisitioning Members (the "**RM Lawyers**") to emphasize the Company's position and to warn and request the Requisitioning Members (among other matters):

   (i) That the Proposed EGM (which they had referred to when they wrote to the Company on 3 April 2023) is invalid as, and does not and cannot constitute a proper, extraordinary general meeting of the Company.

   (ii) That this is due the Requisitioning Members' own failure (which is entirely of the Requisitioning Members' own making) to "call a meeting of the Company" as specified by section 177.

   (iii) That, in the unlikely event that an attempt is made by the Requisitioning Members or any other person to proceed with the Proposed EGM, the Proposed EGM is and remains invalid as, and cannot and does not constitute a proper, extraordinary general meeting of the Company.

(iv) That if any resolution is purported to be passed at the Proposed EGM carried out as it if was a valid general meeting of the Company, such resolution will be invalid and such resolution will have no effect whatsoever as a resolution of the shareholders of the Company.

(v) That if any step or other act whatsoever is taken by the Requisitioning Members towards attempting to hold or carry out a meeting as if it was a proper extraordinary general meeting of the Company (such as, for instance, holding, carrying out or masquerading the Proposed EGM as if it was a valid extraordinary general meeting of the Company), such step and/or act will be treated as being deliberately disruptive to the orderly conduct of the Company's affairs as well as an attempt to sow confusion on to other shareholders.

(vi) That the Company will not hesitate to take the necessary actions, including actions to hold the Requisitioning Members (and its advisers and/or all other persons who facilitate or otherwise contribute to such step or act) responsible and liable.

(vii) That the Company respectfully requests the Requisitioning Members not to visit onto the Company the consequences of their own shortfalls.

(viii) That the Company had already replied to the Requisitioning Members' allegation that the Board did not want to be held accountable for their performance, including in the Company's letter of 29 March 2023 (to which the Requisitioning Members had not responded but instead and with inordinate haste moved to give notice to the Company of their (now failed) intentions to call the Proposed EGM.

(b) **<u>The Requisitioning Members' letter dated 21 April to the Company</u>**

After the Company's lawyers' letter dated 21 April 2023 had been sent to the RM Lawyers, the Company received a letter, also dated 21 April 2023, from the Requisitioning Members (the "**RM 21 April Letter**"). As a brief (but not exhaustive) summary, the RM 21 April Letter:

(i) Repeated the same rhetoric as the numerous letters written earlier by the RM Lawyers, including their unsubstantiated claims of "breach of fiduciary duty" on the part of the Board of Directors in relation to the Requisitioning Members' own failure to compel the Company to instruct the Company's Share Registrar to do the bidding of the Requisitioning Members, and their expectation that, since they made clear that "they will bear all costs associated with the EGM, including any costs incurred by the Company and the Company's Share Registrar", the Company should be so compelled to instruct the Company's Share Registrar.

(ii) Continued to be unable to cite any provision of the Companies Act or any other law under which they would have been entitled to make such claims.

(iii) Accused the Company of using "legalese" in the Company's announcement of 20 April to "distract shareholders" who wish to hold the Proposed EGM to "debate, hold accountable, and vote conclusively on the performance of the Board", and seeking again to blame the Company for their own failure to call the Proposed EGM properly and in accordance with all applicable laws, resulting in shareholders not being able to vote and hold accountable the Board for their performance.

(iv) Attempting to excuse their own failure by claiming that therefore they "have to POSTPONE THE PROPOSED EGM TO A FURTHER DATE TO BE NOTIFIED". (As mentioned below, where there is a failure to call a general meeting, this attempt "to POSTPONE" the Proposed EGM is not possible under the law.)

4. **<u>The Company's comments on the RM 21 April Letter</u>**

(a) The Company had already warned the Requisitioning Members, since they had already failed to call the Proposed EGM as required by section 177 of the Companies Act and other applicable provisions of law, against taking steps to hold the Proposed EGM. This includes any attempt "to POSTPONE" (or otherwise any other attempt to resuscitate) the failed Proposed EGM.

(b) The Company notes that, by seeking "to POSTPONE" the Proposed EGM, the Requisitioning Members in effect accept that the Proposed EGM cannot be validly held on 5 May 2023 as originally proposed.

(c) Based on clear legal advice, the Company reiterates that a failed attempt to call an extraordinary general meeting of the Company under section 177 of the Companies Act would mean that there is no proper extraordinary general meeting of the Company at all; **therefore, it is impossible "to POSTPONE" such an attempted but failed meeting, such as the Proposed EGM**. Accordingly, there is no question of the failed Proposed EGM being held (on 5 May 2023, as originally proposed) or postponed to any other date.

(d) The Company notes that, as with other claims on issues which the Requisitioning Members position as "fundamental", despite having the benefit of legal advice by the RM Lawyers, their claim for "to POSTPONE' the Proposed EGM is also bereft of being able to cite any provision of the Companies Act or any other law.

(e) The Company also notes that while the Requisitioning Members took the trouble in the RM 21 April Letter to the Company (which, presumably they had written with the benefit of the advice of the RM Lawyers), to write on the issues they consider to be fundamental, **the Requisitioning Members did not and do not deny any of the statements of facts made by the Company on the Company's announcement of 20 April 2023**. In other words, the Requisitioning Members in effect accept the clear detailed account of the "legalese" in the Company's announcement of 20 April 2023 as setting out the events and other factual matters.

(f) The Requisitioning Members accept that the Proposed EGM was not properly called (though they are still attempting to put the blame on the Company), and they now resort to questioning the motives of the Board of Directors when the Board pointed out that it was due to the Requisitioning Members' own failure to take all necessary steps – including to despatch the printed notice of EGM, Proxy Form and the Circular to all shareholders – to "call a meeting of the Company" as required under section 177 of the Companies Act.

(g) The Board of Directors reiterate that all Directors respect the right of shareholders who act properly, in good faith, and who take all necessary steps to call an extraordinary general meeting of the Company to discuss and vote on any proper issue. However, as in this present case of the Proposed EGM, where the requisitioning shareholders in question fail to meet such criteria and to take all such steps, it is the equally heavy duty and responsibility of the Board of Directors – without fear of or favour to those requisitioning shareholders - to point out such failure on the part of those requisitioning shareholders, and to inform the general of shareholders of the Company and of the public of such failure to call the intended general meeting.

(h) The Board of Directors of the Company, in exercise of such duty and upholding their responsibility, has therefore announced on 20 April 2023, and reiterates in this Announcement, that the Requisitioning Members have failed to call the Proposed EGM and, as mentioned above, the consequences of such failure.

5. The Company reserves the right to write to the Requisitioning Members (through the RM Lawyers or otherwise) as well as to make such further announcements as necessary or appropriate.

By Order of the Board
ASTI HOLDINGS LIMITED

Dr. Kriengsak Chareonwongsak
Non-Executive and Non-Independent Chairman
24 April 2023