



ASTI Holdings Limited

(Incorporated in the Republic of Singapore)

(Company Registration No. 199901514C)

Shareholders Seeking to Remove All 5 Directors have Rebuffed Calls For Direct Discussion and Are Taking Actions Which May Scuttle Existing Potential Offer, ASTI Says

Singapore, 31 July 2023 – Four shareholders behind a second attempt to remove all 5 directors have rebuffed an offer for direct dialogue with the directors and appear to take an adversarial approach while ignoring vital questions that may scuttle an existing potential offer, ASTI Holdings (“ASTI” or the “Company”) said today.

The Company has responded to a 27 July 2023 letter from lawyers for the four requisitioners which stated that – instead of direct discussions with the Board of Directors (“the Board”) as proposed by ASTI – all communications would be conducted through legal correspondence.

ASTI said the language of 27 July 2023 letter “gave the Board the impression that the Requisitioning Shareholders were taking an adversarial, if not also a *‘litigating’* and belligerent, stance.” Lawyers for the four – Mr Ng Yew Nam (“Mr Ng”), Mr Lim Chee San, Mr Toh Cheng Hai and Mr Ng Kok Hian – have also declined to give the telephone or email contacts of the four.

Mr Ng had led an attempt in April 2023 – later deemed invalid – to call for an extraordinary general meeting (“EGM”) to overhaul ASTI’s board. The requisitioners now seek a fresh EGM to remove all directors and replace them with 5 new Proposed Directors including Mr Ng as Executive Director.

Despite the rebuff, ASTI’s Board will continue to extend invitations to the four to meet directly or to participate in an open shareholder forum which may be facilitated by, say, the Securities Investors Association (Singapore), or SIAS, an organised investor group.

ASTI said discussions will allow all sides to address important questions relating to an exit offer for the Company which has been directed by the Singapore Exchange (“SGX”) to delist. These discussions can also provide clarity on issues raised by ASTI such as an apparently non-existent company that Mr Ng had cited (in the first attempted EGM) to promote his own abilities to do a better of job of running ASTI.

Contrary to the requisitioners’ claims that ASTI’s financials were in a ‘dismal’ state, the Company recorded an unaudited profit after tax of S\$3.0 million for the financial year ended 31 December 2022 (“FY2022”), reversing a pre-tax loss of S\$8.1 million in FY2021. In May 2023, ASTI also distributed an interim dividend for FY2022.

ASTI could not exit the SGX-ST Watch-list by the 5 June 2022 deadline as its six-month average daily market capitalisation was below S\$40 million. After attempts to extend the deadline were rejected, ASTI’s shares were suspended from 5 July 2022 pending the completion of an exit offer.

ASTI has asked Mr Ng to clarify statements made to The Straits Times that he himself might be interested to make an exit offer and that the requisitioners might secure other potential offers from ready *‘buyers’* or *‘credible interested parties’* (some of whom might even be *“prepared to set aside easily \$40 million to 50 million”*).

ASTI said the latest attempt to overhaul its Board is taking place after a consortium, Prospera Alliance Pte. Ltd., formally expressed 'genuine interest' to make a Potential Offer. The identities of the consortium members were disclosed by ASTI on 30 May 2023 as Capital Engineering Network Public Company Limited ("CEN"), a company listed on the Stock Exchange of Thailand, and Mr Heah Theare Haw, a substantial shareholder of ASTI.

In their letter and documents dated 18 July 2023 seeking a fresh EGM, the requisitioners seek also to remove an ASTI director, Mr Theerachai Leenabanchong – director of CEN, one of the consortium members – who was not targeted in the failed April 2023 attempt. "Does this indicate that the Requisitioning Shareholders intend to dissuade CEN ... from putting into effect their prospective exit offer through the Potential Offeror?", ASTI asked.

"The Requisitioning Shareholders' Exit Offer Issues are serious and important matters which should not be avoided," ASTI said. All shareholders will benefit if indeed the requisitioners' intentions result in an actual additional exit offer but would not if this was a case of "talk, but no action".

"Conversely, the Board wishes to establish if these actions might lead to the Potential Offeror changing its mind about making its exit offer," ASTI said.

In the meantime, the Company will give reasonable assistance to the requisitioners' requests where merited and legally required. However, "the Board will consider an appropriate approach where a shareholder adopts an inordinately combative of 'litigating' stance, ASTI added.

– END –

Media & Investor Contact

Isaac Tang

WhatsApp (Text): (65) 9748 0688

asti@wer1.net