



## Advanced Systems Automation Limited

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

---

### UPDATES ON:

- (I) **PROPOSED ACQUISITION OF LSO ORGANIZATION HOLDINGS PTE. LTD.,**
  - (II) **REDEEMABLE CONVERTIBLE NOTES, AND**
  - (III) **BONUS ISSUE OF WARRANTS**
- 

*Unless otherwise defined, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the (i) circular to shareholders of the Company dated 14 December 2023 in relation to the Share Consolidation and Bonus Warrants Issue, and (ii) circular to shareholders of the Company dated 16 May 2024 in relation to, inter alia, the Proposed Acquisition (the “**May 2024 Circular**”).*

### 1. INTRODUCTION

- 1.1 The board of directors (the “**Board**” or “**Directors**”) of Advanced Systems Automation Limited (the “**Company**”) wishes to provide the following updates on the Company’s corporate actions following the conclusion of the Company’s Extraordinary General Meeting (“**EGM**”) held on 31 May 2024.

### 2. PROPOSED ACQUISITION

- 2.1 The resolutions proposing, *inter alia*, the Proposed Acquisition, were put to vote by way of poll at the EGM held on 31 May 2024, and were not passed by Shareholders.
- 2.2 As at the date of this announcement, the Company and the Vendors are in negotiations in respect of the Parties’ respective rights and obligations under the SPA following the EGM. The Company will make further announcements on this as and when there are material developments.

### 3. PROPOSED RCN ISSUANCE

- 3.1 On 27 October 2023, the Company announced that it had, on 24 October 2023, entered into the conditional Subscription Agreement with the Subscribers for the Proposed RCN Issuance, comprising three (3) tranches of Notes, with an aggregate nominal value of up to S\$20.0 million. Further details of the Proposed RCN Issuance are set out in the May 2024 Circular.
- 3.2 The Company had, on 31 October 2023, carried out a drawdown under the Proposed RCN Issuance to offer and issue the first tranche of the Notes in an aggregate nominal amount of S\$2.5 million (“**T1 Notes**”). Please refer to the Company’s announcement dated 31 October 2023 for more information on the drawdown of T1 Notes.

- 3.3 On 28 May 2024, the Company announced that it will subject all three (3) tranches of the Proposed RCN Issuance to Shareholders’ approval at a general meeting to be convened at a later date.
- 3.4 In accordance with the Subscription Agreement, the issuance of T3 Notes of the Proposed RCN Issuance is conditional upon, *inter alia*, the approval of Shareholders for the Proposed Acquisition and the requisite resolutions in relation to the Proposed Acquisition being obtained by the Company. In view that the Proposed Acquisition was not approved by Shareholders, the conditions precedent for the issuance of T3 Notes have not been met.
- 3.5 Accordingly, the Company and the Subscribers have mutually agreed and acknowledged in a supplemental letter dated 14 June 2024 (“**Supplemental Letter**”), that:
- (a) the Company will undertake the issuance of T1 Notes and T2 Notes for an aggregate nominal value of up to S\$5.0 million, on a standalone basis; and
  - (b) the Company will not undertake any proposed issuance of the T3 Notes.
- 3.6 In addition, the Company and the Subscribers have mutually agreed and acknowledged in the Supplemental Letter that the T1 and T2 Conversion Price shall be revised to a 10% discount to the Closing Price on the Business Day immediately preceding the relevant Conversion Date of the T1 and T2 Notes.
- 3.7 For the avoidance of doubt, the Company is not required to seek for Shareholders’ approval for the issuance of (i) the T1 Notes and the T2 Notes (on a standalone basis without any proposed issuance of T3 Notes), and (ii) the T1 Conversion Shares and T2 Conversion Shares. The Company will allot and issue, the T1 and T2 Conversion Shares arising from the exercise of the T1 Notes and the T2 Notes, pursuant to the general share issue mandate approved by Shareholders at the Company’s annual general meeting held on 28 June 2023. Accordingly, in view of the aforementioned and the cancellation of the T3 Notes, the Company will not be convening a general meeting to obtain Shareholders’ approval for the Proposed RCN Issuance.
- 3.8 The Company will, through its Sponsor, submit an application to the SGX-ST for the listing of and quotation for the T1 and T2 Conversion Shares, comprising up to a maximum of 171,722,656 Shares in due course. The Company will make the necessary announcement upon the receipt of the listing and quotation notice from the SGX-ST.
- 3.9 In view that the Proposed Acquisition was not approved by Shareholders, the utilisation of the proceeds from the T1 Notes and the T2 Notes is intended to be re-allocated in the following manner:

	<b>Approximate Allocation</b>	<b>% of the proceeds from the T1 Notes and the T2 Notes</b>
Bridging Loan <sup>(1)</sup>	S\$2.0 million	40.0
General working capital	S\$2.0 million	40.0

	<b>Approximate Allocation</b>	<b>% of the proceeds from the T1 Notes and the T2 Notes</b>
Future expansion plans and investments	S\$1.0 million	20.0
	<b>S\$5.0 million</b>	<b>100.0</b>

Note:

- (1) The Company had on 31 October 2023 issued and the Subscribers have subscribed for T1 Notes in an aggregate nominal amount of S\$2.5 million. Of the S\$2.5 million proceeds received by the Company, S\$2.0 million has been lent to the Vendors pursuant to the Bridging Loan, while the remaining S\$0.5 million has been utilised for working capital of the Company.

In view that the resolution in relation to the Proposed Acquisition was not carried, and pursuant to the terms of the SPA, the Bridging Loan advanced by the Company to the Vendors is now a debt repayable on demand by the Vendors to the Company. The Company will take appropriate measures to recover the Bridging Loan and all accrued interest to the Company in full. The proceeds from the repayment of the Bridging Loan will be reallocated to the Company's general working capital.

#### **4 BONUS WARRANTS ISSUE**

- 4.1 The Bonus Warrants Issue was approved by Shareholders at the EGM held on 29 December 2023. Further, the Company had on 15 April 2024 received the listing and quotation notice from the SGX-ST for, amongst others, the New Shares to be issued upon the exercise of the Bonus Warrants, to be listed on the official list of the SGX-ST Catalist.
- 4.2 The Board wishes to inform that the Company will cancel and withdraw the Bonus Warrants Issue, having taken into consideration that the Proposed Acquisition was not approved by Shareholders at the EGM held on 31 May 2024, and one of the main objectives of the Bonus Warrants Issue was to fund the Company's diversification into the aquaculture business upon completion of the Proposed Acquisition.

#### **5 CAUTIONARY STATEMENT**

- 5.1 Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares. 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 advisers if they have any doubt about the actions that they should take.

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

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

**14 June 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 Catalyst.*

*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.*

*The contact person for the Sponsor is Ms Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*