

---

**QUARTERLY UPDATE PURSUANT TO RULE 1313(2) OF THE LISTING MANUAL**

---

**Introduction**

ASTI Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) was placed on the watch-list under financial entry criteria pursuant to Rule 1311(1) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 6 June 2019.

Pursuant to Rule 1313(2) of the Listing Manual, the Board of Directors of the Company (the “**Board**”) wishes to provide an update on the financial situation of the Company and the Group in respect of the first quarter ended 31 March 2023.

**Update on Unaudited Financial Performance and Financial Position**

The Group recorded revenue of S\$14.7 million in the 3 months ended 31 March 2023 (“**1Q2023**”), down by 8.3% or S\$1.4 million from S\$16.1 million recorded in the previous corresponding period ended 31 March 2022 (“**1Q2022**”). Gross profit margin of the Group dropped by 4 percentage-points; from 28% in 1Q2022 to 24% in 1Q2023.

The Group recorded a net profit after tax of S\$0.2 million and S\$1.1 million in 1Q2023 and 1Q2022 respectively.

Compared to 31 December 2022, the Group’s net assets have dropped by S\$0.5 million from S\$64.0 million as at 31 December 2022 to S\$63.5 million as at 31 March 2023.

Cash at bank and on hand declined by S\$2.0 million from S\$25.9 million as at 31 December 2022 to S\$23.9 million as at 31 March 2023.

**Update on Future Direction and Other Material Development**

The Company was placed on the watch-list under the financial entry criteria pursuant to Rule 1311(1) of the Listing Manual on 6 June 2019. The deadline for the Company to meet the financial exit criteria set out in Rule 1314(1) of the Listing Manual (the “**Financial Exit Criteria**”) was 5 June 2022 pursuant to Rule 1315 of the Listing Manual (the “**Deadline**”).

Further to the Company’s announcements on 24 May 2022 and 30 May 2022, and the letter of reconsideration dated 31 May 2022, the Company has been informed by SGX-ST that the Company’s application for an extension of time to meet the financial exit criteria set out in Rule 1314(1) of the Listing Manual has been rejected.

As the Company was unable to satisfy the Financial Exit Criteria on or before the expiry of the Deadline, a notification of delisting was issued by SGX-ST (the “**Delisting Notification**”) to the Company on 6 June 2022. Trading of the Company’s securities subsequently ceased on 5pm, 5 July 2022 and will remain suspended until the completion of the exit offer.

Pursuant to Listing Rule 1306, the Company or its controlling shareholder(s) must comply with Listing Rule 1309 which requires the Company or its controlling shareholder(s) to provide a fair and reasonable exit offer to shareholders.



On 27 April 2023, SGX had issued a Notice of Compliance (“**NOC**”) and directed the Company to convene its Annual General Meetings for financial year ended 31 December 2021 (“**FY2021**”) (“**FY2021 AGM**”) and for financial year ended 31 December 2022 (“**FY2022**”) (“**FY2022 AGM**”) by 31 July 2023. The Company is currently working with Ernst & Young LLP and a newly appointed valuer to finalise the EoCell Valuation and complete the FY2021 accounts and is striving to hold the FY2021 AGM by 31 July 2023 as directed in the NOC. The Company had on 28 April 2023 submitted the application for extension of time to hold FY2022 AGM to SGX-ST as the Company’s auditors can only begin their audit work for FY2022 accounts after the FY2021 accounts have been approved at the FY2021 AGM, hence more time is needed for auditors to finalise the FY2022 accounts.

The Company had provided several updates on the developments regarding potential exit offers in its announcements on 5 October 2022, 11 January 2023, 13 February 2023 and 17 March 2023.

On 14 May 2023, the Company announced that it has, on 12 May 2023, received an unsolicited, non-binding letter of intent (“**LOI**”) from a consortium of two parties (collectively, the “**Potential Offeror Consortium**”). The LOI states the Potential Offeror Consortium’s genuine interest in making a possible pre-conditional voluntary general cash offer (the “**Potential Offer**”) through a special purpose vehicle (the “**Potential Offeror**”) for all the issued ordinary shares in the capital of the Company (each a “**Share**”), other than Shares held by the Company in treasury and Shares held directly or indirectly by the Potential Offeror Consortium.

Subject to certain conditions as stated in the announcement, the “LOI does not, and is not intended to, constitute a firm intention to make an offer for the purposes of Rule 3.5 of the Code” and the making of the Potential Offer is subject to the entry into mutually acceptable definitive agreements by the Offeror Consortium and the Company, and the terms and conditions thereof. The Board is considering the Potential Offer and the terms of the LOI, and discussions are currently taking place between the Board and the Potential Offeror Consortium. Shareholders should note that no definitive agreements have been entered into and there is no certainty that the Potential Offer will be consummated or that any steps will be taken in furtherance of the Potential Offer.

The Board is closely monitoring the situation, and if and when the Company receives further information in relation to the foregoing, the Company will, in compliance with its disclosure obligations under the SGX-ST Listing Manual and Singapore Code and Take-overs and Mergers, promptly make the relevant disclosures as required.

By Order of the Board

Dr. Kriengsak Chareonwongsak  
Chairman  
ASTI Holdings Limited  
15 May 2023