



ASTI Holdings Limited

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

**Potential Exit Offeror of ASTI Expresses
'Deep Concern' About Proposal To Remove All 5 Current Directors;
Will Re-Assess Viability If Board Overhaul Proceeds**

Singapore, [11] August 2023 – ASTI Holdings (“ASTI” or the “Company”) said today that a consortium that has expressed genuine interest to make a pre-conditional voluntary general cash offer (“Potential Exit Offer”), has expressed deep concern about the recent proposal by 4 shareholders to remove and replace all 5 current directors.

SGX Mainboard-listed ASTI, which has been directed by the Singapore Exchange (“SGX”) to delist said it has received a letter from Prospera Alliance Pte. Ltd. (“Prospera” or “Potential Offeror”), which is backed by a consortium comprising 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 its letter dated 8 August 2023, the Potential Offeror informed ASTI that it is ‘deeply concerned’ about the implications of resolutions proposed by 4 shareholders or requisitioners and about the potential change in the Company’s board composition. The Potential Offeror has indicated that it will be consulting its shareholders to assess the viability of implementing the Potential Offer.

ASTI said the Potential Offeror was referring to recent announcements by the Company regarding an attempt by the four requisitioners, Mr Ng Yew Nam (“Mr Ng”), Mr Lim Chee San, Mr Toh Cheng Hai and Mr Ng Kok Hian, to call an extraordinary general meeting (“EGM”) on 22 August 2023 to overhaul the Board.

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

A CEN nominated director, Mr Theerachai Leenabanchong, is among the 5 current directors that the requisitioners seek to remove. Prospera has informed ASTI that Prospera is concerned whether this is indicative that the new board is not receptive to the Potential Offer.

As the whole current board will be replaced in the event all the resolutions are passed, Prospera informed ASTI that: “Even if the New Board is receptive to the Potential Offer, the New Board will likely require time to get up to speed with the business, operations, and finances of the Company, and the negotiation of the terms of the Potential Offer.”

Such a board overhaul may result in ‘undue delay’ in the preparation of audited financial statements for the last two financial years (FY2021 and FY2022) which any potential offeror would reasonably expect to review prior to making an offer, Prospera informed ASTI.

Mr Ng was quoted by The Straits Times newspaper on 5 June 2023 that he is interested in making an offer for ASTI as its businesses are complementary to that of a company he controls and that buyers are prepared to set aside ‘more than \$40 million to \$50 million’ to buy out the Company.

ASTI has urged the 4 requisitioners to adopt a discussive approach and to clarify if they are working with any parties to make a realistic alternative exit offer when ASTI has already secured genuine interest from Prospera.

Such direct discussions would be in line with expectations of the SGX, especially in view of a fresh SGX Notice of Compliance (“NOC”) for the Company to seek shareholders’ approval by 31 August 2023 for the appointments of Board directors and a new auditor to prepare its FY2022 accounts.

ASTI added that Prospera’s offer remains “the only and most advanced exit offer available at the moment”. As such, ASTI will continue to work with the Potential Offeror to address the latter’s concerns and to ensure amicable communications, so as to reach a viable solution in the best interest of the Company and for the benefit of all shareholders of the Company.

The Potential Offer is subject to, amongst others, approvals being obtained from the Securities Industry Council (“SIC”) of Singapore. ASTI has been informed that the Potential Offeror has submitted an application to the SIC for the necessary approvals.

ASTI recorded an unaudited profit after tax of S\$3.0 million for FY2022 which reversed a pre-tax loss of S\$8.1 million in FY2021. However, it could not exit the SGX-ST Watch-list by the 5 June 2022 deadline as its six-month average daily market capitalisation was short of the S\$40 million threshold. After several attempts to extend the deadline were rejected, ASTI’s shares were suspended from 5 July 2022 pending the completion of an exit offer.

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Media & Investor Contact

Isaac Tang

WhatsApp (Text): (65) 9748 0688

asti@wer1.net