

RESPONSE TO SGX QUERIES

The board of directors (the "**Board**") of ASTI Holdings Limited (the "**Company**") and together with its subsidiaries, collectively the "**Group**") would like to provide the following information in response to the queries from the Singapore Exchange Securities Trading Limited ("**SGX**").

SGX Query 1

We refer to our Notification of Delisting Date issued to the Company on 6 June 2022, which required that the Company announce its exit offer proposal on SGXNET by 4 July 2022. The Company is currently in breach of such regulatory requirements. The Company's last update via its Holding Announcement dated 11 January 2023 stated that it was in separate discussion with two substantial shareholders on potential exit offers. Please disclose the names of the two substantial shareholders with whom the Company is in discussions, the status of such discussions and target timelines which the Company is working on.

Response to SGX Query 1

The names of the two substantial shareholders are:

1. Mr. Soh Pock Kheng ("**James Soh**")

The substantial shareholder referred to in the Company's announcement on 5 October 2022 is Mr. James Soh.

However, the Company was notified by Mr. James Soh on 11 January 2023 that he will not be pursuing the potential exit offer at this current moment as he was unable to secure the required undertaking from a key shareholder of the Company.

2. Dato' Michael Loh Soon Gnee ("**Dato' Michael Loh**")

The substantial shareholder referred to in the Company's announcement on 11 January 2023 is Dato' Michael Loh.

The Company was made to understand that Dato' Michael Loh was in discussion with Capital Engineering Network Public Company Limited ("**CEN**") on a possible exit offer. CEN is a holding company incorporated in Thailand and listed on the Stock Exchange of Thailand. CEN has six subsidiaries engaged in the engineering, construction material, energy, power electric and oversea telecommunication infrastructure. The major shareholder of CEN is Chinchai Leenabunjong, who holds 137,779,700 ordinary shares representing 18.49% interest in CEN as at 5 April 2022.

As announced on 9 February 2023, CEN has signed a share purchase agreement with Dato' Michael Loh to acquire his entire shareholding in the Company. However, as at the date of this announcement, the Company is not aware of any formal exit offer made by any party, including CEN.

Shareholders should note that there is no certainty or assurance that such any exit offer will materialise. 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 at the appropriate time as required.

SGX Query 2

We further refer to the Company's announcement titled Approval For Further Extension of Time to Hold the Company's FY2021 AGM and the Company's Annual Report for FY2021 and dated 25 July 2022. It was stated in the announcement that the Company had obtained from the Exchange an extension of time to convene its FY2021 AGM, subject to, inter alia, the Company convening the FY2021 AGM by 7 September 2022. The Company has failed to convene its FY2021 AGM by the stated date and has not submitted any application for further extension of time and is thus currently in breach of Listing Rule 707(1) and 707(2).

Please explain the extended delay in convening the Company's FY2021 AGM, and the specific steps the Board is taking to rectify the Listing Rule breaches on an urgent basis. Please also disclose the specific timelines and milestones to bring itself into compliance with the Listing Rules.

Please note that compliance with the foregoing does not constitute a waiver of any kind, and the Exchange reserves the right to take disciplinary action against the Company and/or any Relevant Person(s) for breaches of the Listing Rules, including any failure to comply with requirements imposed by the Exchange.

Response to SGX Query 2

As announced on 12 July 2022, SGX will not grant any further time extension to the Company in relation to the conduct of its FY2021 AGM. Hence, the Company has not submitted any further application for further extension of time after submission of the 4th application for extension of time to SGX and ACRA on 25 July 2022.

The audit work by our auditors Ernst & Young LLP for the financial year ended 31 December 2021 is ongoing and hence the AGM was not held by 7 September 2022.

Please refer to Appendix 1 for the indicative timeline on the convening of the Company's FY2021 AGM.

SGX Query 3

We further refer to the Company's announcement titled Entry of Memorandum of Understanding by an Associate of the Company and dated 10 June 2022 relating to the proposed business combination in relation to EoCell. As it has been more than 6 months since the last announcement, please provide an update on the status of the transaction and the specific steps taken by the Company to progress the transaction announced and the milestones and timelines leading to completion of the transaction.

Response to SGX Query 3

As announced on 9 February 2023, the parties to the proposed business combination in relation to EoCell have decided that they will no longer be proceeding with the proposed business combination.

SGX Query 4

Please clarify whether the proposed sale of Dato' Loh's shares to the Purchaser is related to the potential exit offers which the Company is pursuing, and if yes, how. We draw your attention to Listing Rule 1309 which requires the exit offer for the Company's delisting to be in cash and the IFA appointed must be of the view that the exit offer is fair and reasonable.

We would also like to highlight Listing Rule 729, which states that where the trading of securities of an issuer is suspended, there must not be any transfers of securities, unless approved by the Exchange.

Response to SGX Query 4

Please refer to our responses to SGX Query 1 above.

We are aware that exit offer must include cash alternative as the default option and an IFA must be appointed to opine whether the view that the exit offer is fair and reasonable.

The Company is aware of Listing Rule 729 requirement and will approach SGX for approval in due course.

By Order of the Board

Dato' Michael Loh Soon Gnee
Chairman
ASTI Holdings Limited
13 February 2023

Indicative Timeline

S/N	Action Plan	Target Completion	Status	Responsible Party
1	<p>To review and assess the revised draft Impairment Assessment Report of Eocell Limited by Cushman Team (revised draft valuation results). Discussions / clarifications between management, Cushman Team and EY are ongoing.</p> <p>In the event that EY requires further analysis and/or supporting information on the impairment assessment from Management and/or Cushman Team, the target completion date may be further delayed.</p> <p>In the event that EY is unable to concur with the impairment assessment report, EY may issue a qualified opinion on the financial statements of ASTI Holdings Limited and Dragon Group International Limited.</p>	By 30 April 2023		Ernst & Young Singapore, Cushman and Wakefield VHS Pte Ltd and Management
2	To issue final Impairment Assessment Report	By 15 May 2023		Cushman and Wakefield VHS Pte Ltd
3	To finalise the financial statement	By 31 May 2023		Ernst & Young Singapore and Management
4	To request for Shareholder Statistics	By 19 June 2023		Boardroom Limited
5	Partner's clearance on financial statements	By 19 June 2023		Ernst & Young Singapore
6	To present the Annual Report for Board to review and approval	By 21 June 2023		Management and Board of Directors
7	To finalise Annual Report upon clearance by Auditors	By 23 June 2023		Management
8	Issuance of Annual Report for FY2021 (+ upload of notice and proxy form)	26 June 2023		Management
9	Issuance of Notice of AGM and Proxy Form	27 June 2023		Management
10	Last date for submission of queries	4 July 2023		Members
11	Dry run for webcast – Chairman and directors. (Script to be ready)	Between 3-7 July 2023		Management
12	Announce Company's response to queries via SGXNET and Company's website	7 July 2023		Management
13	(i) Last date for depositing Proxy Form (ii) Last date for pre-registration	10 July 2023		Members
14	Share registrar to download shareholding list for verification of shareholders and their holdings (as at 10 July 2023)	10 July 2023		Share Registrar
15	(i) Collation of proxy forms and voting results (ii) Circulate Scrutineer's Certificate	11 July 2022		Share Registrar/Scrutineer
16	The Group to hold its AGM for FY2021	13 July 2023		Management