(1) PROPOSED DISPOSAL OF 100% OF THE ISSUED AND PAID UP CAPITAL OF ASTAKA PADU SDN. BHD. AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION
(2) PROPOSED DISPOSAL-RELATED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION

1. INTRODUCTION

1.1 The Board of Directors (the "**Board**") of Astaka Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**", and "**Group Company**" shall mean any one of them) wishes to announce that the Company had, through its 99.99% owned subsidiary, Astaka Padu Limited ("**APL**"), on 25 May 2026 entered into:

(a) a conditional share sale and purchase agreement (the "**SPA**") with AGP Properties Sdn. Bhd. (the "**Purchaser**"), for the proposed disposal of 100% of the total number of issued shares in Astaka Padu Sdn. Bhd. ("**APSB**") (the "**Disposal Shares**") held by APL to the Purchaser for a total consideration of RM60,000,000 (equivalent to approximately S$19,691,904)[1] to be satisfied partly in cash and partly by way of the Set Off Arrangement (as defined below) (the "**Proposed Disposal**"); and

(b) a set off agreement ("**Set Off Agreement**") with ACE Point Holdings Limited ("**Ace Point**"), AGP Holdings Sdn. Bhd. ("**AGP Holdings**"), APL, the Company, Dato' Dr. Daing A Malek Bin Daing A Rahaman ("**Dato' Malek**"), Datuk Abd Aziz Bin Daing Rahman ("**Datuk Aziz**"), Datuk Daing Abd Rahim Bin Daing A Rahman ("**Datuk Rahim**"), Glorybase Holdings Limited ("**Glorybase**"), Horizon Sea Limited ("**Horizon Sea**"), and the Purchaser in relation to, *inter alia*, the satisfaction of the consideration payable under the SPA in part by the Set Off Arrangement (as defined below),

(collectively, the "**Proposed Transactions**").

1.2 Following completion of the Proposed Transactions ("**Completion**"), the Company will cease to have any interest in APSB. For the avoidance of doubt, the Board is of the view that the Completion will not result in the Company becoming a cash company under Rule 1017 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") (being one whose assets consist wholly or substantially of cash or short-dated securities) for the reasons set out below:

(a) as announced by the Company on 26 February 2026, the Company has entered into an exclusive agreement with EV Lighting Sdn. Bhd. ("**EVL**"), for EVL to manufacture and supply sterilisation light emitting diode ("**Sterilisation LED**") electrical equipment to the Group, and pursuant thereto the Group has commenced the business of, among others, the marketing, sale, trading and distribution under the Group’s tradename and trademark in Singapore (the "**Proposed Business Diversification**");

(b) the completion of the Proposed Disposal is conditional upon the Proposed Business Diversification being approved;

[1] Unless otherwise indicated, for illustration purposes only, Malaysian Ringgit ("**RM**") amounts in this announcement have been converted into S$ based on the exchange rate of S$1.00: RM3.0469.

(c) if the Proposed Business Diversification is approved, the Group will continue to have one (1) core business of, amongst others, the marketing, sale, trading and distribution of Sterilisation LED electrical equipment under the Group's tradename and trademark in Singapore; and

(d) the Proposed Disposal is aimed at reallocating resources to strengthen growth in the Group's new core business in the marketing, sale, trading, and distribution of the Sterilisation LED products.

1.3 The Proposed Disposal constitutes:

(a) an interested person transaction as defined under Chapter 9 of the Catalist Rules. Please refer to paragraph 5 of this announcement for further details on the Proposed Disposal as an interested person transaction; and

(b) a "Major Transaction" as defined under Chapter 10 of the Catalist Rules. Please refer to paragraph 6 of this announcement for further details on the relative figures in respect of the Proposed Disposal computed on the bases set out in Rule 1006 of the Catalist Rules.

1.4 The Board also wishes to announce that, subject to the completion of the Proposed Disposal, the Company proposes to carry out a capital reduction exercise (the "**Proposed Disposal Related Capital Reduction**") pursuant to Section 78A read with Section 78C of the Companies Act 1967 of Singapore ("**Companies Act**"). If approved by the shareholders of the Company ("**Shareholders**"), the Proposed Disposal Related Capital Reduction will comprise a cash distribution ("**Proposed Distribution**") by the Company to the Shareholders of approximately S$0.01 for each ordinary share in the capital of the Company ("**Share**") held by a Shareholder as at a books closure date to be determined by the Directors (the "**Books Closure Date**"), amounting to an aggregate distribution of S$19,691,904 ("**Cash Distribution Amount**").

1.5 The Proposed Transactions are subject to the approval of the Shareholders who are deemed independent under the Catalist Rules in respect of the Proposed Disposal (the "**Independent Shareholders**"). The Proposed Disposal Related Capital Reduction and the Proposed Distribution are separately also subject to Shareholders' approval by way of special resolution. The Company intends to convene an extraordinary general meeting ("**EGM**") to seek the approval of the Independent Shareholders for the Proposed Disposal, and the approval of the Shareholders for the Proposed Disposal Related Capital Reduction and the Proposed Distribution. Shareholders should note that the ordinary resolution for the Proposed Disposal and the special resolution for the Proposed Disposal Related Capital Reduction and the Proposed Distribution will be inter-conditional upon one another. This means that if one resolution is not approved, the other resolution will not be passed.

1.6 Further information on, *inter alia*, the Proposed Transactions, the Proposed Disposal Related Capital Reduction and the Proposed Distribution will be provided in a circular to be issued by the Company in due course for the purpose of convening the EGM ("**Circular**").

2. INFORMATION ON THE PARTIES TO THE SPA AND SET OFF AGREEMENT

2.1 <u>Information on APL and APSB</u>

(a) APSB is a company incorporated in Malaysia, and is wholly owned by APL, which is a company incorporated in the British Virgin Islands and in turn 99.99%-owned by the Company. APSB is principally engaged in property development in Johor, Malaysia. APL is principally engaged in the business of a holding company.

(b) Based on the latest audited consolidated financial statement of APSB and its subsidiaries (collectively the "**APSB Group**") for the financial year ended 31 December 2025 ("**FY2025**"), the book value and net tangible asset value ("**NTA**") of the APSB

Group were RM51,118,694 (equivalent to approximately S$16,191,148, based on an exchange rate of S$1.00: RM3.1572 as of 31 December 2025).

(c) The net loss of the APSB Group for FY2025 were RM8,456,928 (equivalent to approximately S$2,678,617 based on an exchange rate of S$1.00: RM3.1572 as of 31 December 2025).

(d) As at the date of this announcement, there is no available open market valuation of the Disposal Shares as they are not publicly traded. Pursuant to the terms of the SPA, the Company has appointed Navi Corporate Advisory Pte Ltd (the "**Valuer**") to prepare an independent valuation report on APSB. The valuation of the Disposal Shares and the valuation report to be prepared by the said Valuer in compliance with all applicable requirements of the Catalist Rules will be set out in the Circular.

2.2 Information on the Purchaser

(a) The Purchaser is a company incorporated in Malaysia on 23 January 2026 for the purpose of undertaking the Proposed Transactions. Its directors are Datuk Aziz, Datuk Rahim, and Dato' Malek.

(b) As at the date of this announcement, Dato' Malek holds 90 shares in the Purchaser through AGP Holdings, representing 90% of the total number of shares in the Purchaser, while each of Datuk Aziz and Datuk Rahim, who are the brothers of Dato' Malek, holds five (5) shares in the Purchaser, representing 5% of the total number of shares in the Purchaser. Each of Dato' Malek, Datuk Aziz and Datuk Rahim also has shareholding interests in the Company, further details of which are set out in sub-paragraph (c) below.

(c) In this regard:

(i) Dato' Malek is a substantial shareholder of the Company holding 1,247,727,150 ordinary shares in the capital of the Company ("**Shares**") directly and through his wholly-owned special purpose vehicle, Horizon Sea Limited, representing approximately 66.74% of the Company's total number of issued Shares;

(ii) Datuk Aziz has an aggregate interest in 93,281,075 Shares through his wholly-owned special purpose vehicle, Ace Point, representing approximately 4.99% of the Company's total number of issued Shares; and

(iii) Datuk Rahim has an aggregate interest in 93,281,075 Shares through his wholly-owned special purpose vehicle Glorybase, representing approximately 4.99% of the Company's total number of issued Shares.[2]

3. PRINCIPAL TERMS OF THE AGREEMENTS

3.1 Sale and Purchase of APSB

Pursuant to the SPA, APL has agreed to sell the Disposal Shares to the Purchaser free from encumbrances as at Completion.

[2] Unless otherwise stated, references in this announcement to the total number of issued Shares are based on 1,869,434,303 Shares in issue (based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore as at 7 May 2026).

3.2 **Consideration for the Proposed Transactions**

The aggregate consideration for the Proposed Disposal ("**Disposal Consideration**") is RM60,000,000.00 (equivalent to approximately S$19,691,904), which consists of:

(a) RM13,966,096.67 in cash for the Disposal Shares; and

(b) the balance of RM46,033,903.33 for the Disposal Shares, which shall be satisfied by the Purchaser through the Set Off Arrangement ("**Balance Disposal Consideration**").

The Disposal Consideration was arrived at after negotiations on an arm's length basis and on a willing-buyer and willing-seller basis, taking into account the future business prospects of APSB and comparable market transactions.

Pursuant to the terms of the SPA, upon Completion, the Disposal Consideration will be paid and satisfied in part by cash and in part by way of the Set Off Arrangement (as defined below), further details of which are set out in paragraph 3.6 below.

3.3 **Conditions to Completion**

The Proposed Disposal is subject to the fulfilment and satisfaction of, *inter* alia, the following conditions ("**SPA Conditions Precedent**"):

(a) the Company having obtained approval of its Shareholders at an EGM in respect of (i) the sale of the Disposal Shares by APL to the Purchaser, and (ii) the Proposed Distribution to its Shareholders by way of the Proposed Disposal Related Capital Reduction pursuant to section 78A read with section 78C of the Companies Act, and such approval being in full force and effect as of Completion;

(b) the independent financial adviser to be engaged by the Company opining that the Proposed Disposal is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders;

(c) there having been no application made to the Singapore courts for the cancellation of the resolution passed by the shareholders of the Company approving the Proposed Disposal Related Capital Reduction by any creditor of the Company within the timeframe prescribed in the Companies Act, or if such application was made, the withdrawal or dismissal thereof by the judicial authorities;

(d) the Group having obtained all necessary approvals, consents, confirmations and waivers, where applicable, in respect of the Proposed Transactions (including without limitation the transfer of the Disposal Shares) (i) under applicable laws and regulations; and (ii) pursuant to agreements with third parties;

(e) the representations, warranties and undertakings by APL and the Purchaser remaining true and correct in all material respects as if made on the date of Completion, with reference to the then existing facts and circumstances, and each of them having performed all of its obligations hereunder to be performed on or before Completion;

(f) the repayment of all amounts owing from APSB to the Company, in such manner as agreed between the parties; and

(g) the full and unconditional discharge of the Company from:

    (i) the guarantees, indemnities, undertakings or other liabilities provided or incurred by it in favour of or on behalf of Astaka Development Sdn. Bhd. with respect to the RM50,500,000.00 bank facility granted by RHB Bank Berhad (as lender) to Astaka Development Sdn. Bhd. (as borrower) pursuant to the facility letter dated 29 May 2024; and

(ii) the guarantees, indemnities, undertakings or other liabilities provided or incurred by it in favour of or on behalf of Astaka Kimlun Sdn. Bhd. with respect to the RM210,000,000.00 bank facility granted by RHB Bank Berhad (as lender) to Astaka Kimlun Sdn. Bhd. (as borrower) pursuant to the facility letter dated 29 August 2025; and

(h) an independent valuer to be engaged by APL or the Company having issued its valuation report setting out the value placed on APSB, and the basis and date of such valuation.

3.4 **Waiver of Conditions Precedent**

The SPA Conditions Precedent set out in paragraphs 3.3(a), 3.3(b) and 3.3(c) of this announcement (which relate to regulatory approvals), cannot be waived.

Subject to applicable laws and regulations:

(a) the Purchaser may in its sole and absolute discretion waive (in whole or in part) any or all of the SPA Conditions Precedent referred to in paragraphs 3.3(d) and 3.3(e) of this announcement; and

(b) APL may in its sole and absolute discretion waive (in whole or in part) any or all of the SPA Conditions Precedent referred to in paragraphs 3.3(e), 3.3(f) and 3.3(g) of this announcement.

3.5 **Effect of Non-Fulfilment of Conditions Precedent**

In the event that any of the SPA Conditions Precedent is not fulfilled or waived in accordance on or before the date falling nine (9) months from the date of the SPA or such other date as APL and the Purchaser may mutually agree in writing, the SPA (other than the surviving provisions (as defined in the SPA)) shall lapse and cease to have further effect and all obligations and liabilities of the parties to the SPA shall cease and determine and no party shall have any claim against the other party, save in respect of any antecedent breaches.

3.6 **Set Off Arrangement**

Pursuant to the terms of the Set Off Agreement, the following arrangements will be implemented ("**Set Off Arrangement**"):

(a) the Balance Disposal Consideration shall be recorded by APL as an amount owed in cash by the Purchaser to APL ("**Disposal Cash Receivable**");

(b) upon completion of the SPA, APL shall utilise the Disposal Consideration towards part repayment of an existing shareholder loan in the amount of RM80,000,000.00 between APL (as borrower) and the Company (as lender) (the "**Shareholder Loan**"), and the settlement of an aggregate amount of RM60,000,000.00 of the Shareholder Loan shall be effected on the completion date of the SPA by a cash distribution of RM60,000,000.00 to the Company by:

(i) APL paying RM13,966,096.67 (equivalent to approximately S$4,583,651) in cash to the Company; and

(ii) APL assigning the Disposal Cash Receivable to the Company;

(c) on completion of the SPA, the Company will undertake the Proposed Distribution. Horizon Sea's, Dato' Malek's, Ace Point's and Glorybase's (collectively, the "**Relevant Shareholders**" and each a "**Relevant Shareholder**") *pro rata* entitlement to the Proposed Distribution shall be satisfied by way of an assignment of the Disposal Cash Receivable from the Company to AGP Holdings, Datuk Aziz, and Datuk Rahim ("**Purchaser Shareholders**") in such proportions as may be agreed between the

Purchaser and the Purchaser Shareholders in satisfaction of the Relevant Shareholders' Entitlements (as defined below) pursuant to the Proposed Distribution, thereby constituting full and final discharge of the Company's obligation to the Relevant Shareholders vis-à-vis to any payment pursuant to the Proposed Distribution;

(d) the Purchaser Shareholders and/or their respective nominees shall subscribe for shares in the capital of the Purchaser, on such terms as may be agreed between the Purchaser Shareholders and the Purchaser, for the sum of RM60,000,000 (equivalent to approximately S$19,691,904) ("**Purchaser Equity Contribution**"), and the settlement of the Purchaser Equity Contribution will be effected by way of, *inter alia*, a set off of the Disposal Cash Receivable owing from the Purchaser to the Purchaser Shareholders pursuant to the assignment as described in sub-paragraph (c) above against the Purchaser Equity Contribution owing from the Purchaser Shareholders to the Purchaser; and

(e) completion under the SPA and the implementation of the Proposed Disposal Related Capital Reduction shall take place contemporaneously on the same day.

3.7 **Simultaneous completion and inter-conditionality of the Proposed Transactions and the Proposed Disposal Related Capital Reduction**

The Proposed Transactions and the Proposed Disposal Related Capital Reduction are inter-conditional and will be completed concurrently.

3.8 **Pre-Completion**

During the period between signing of the SPA and the Completion Date (as defined below), APL has undertaken to procure and ensure that save with the prior written consent of the Purchaser or as expressly required by the SPA, the Group Companies *inter alia* preserve their corporate existence, operate their businesses in the ordinary course and in a manner that is consistent with past practices, and that no material corporate, financing, business or disposal or acquisition of assets are made.

3.9 **Completion Date**

Completion will take place on the date falling five (5) business days after the last in time of the SPA Conditions Precedent is satisfied or waived in accordance with the SPA (or such other date as may be agreed in writing between APL and the Purchaser) (the "**Completion Date**").

3.10 **Moratorium on the Shares of the Company**

Pursuant to the Set Off Agreement, in connection with the Proposed Transactions, each of the Relevant Shareholders, has provided a moratorium undertaking, under which they shall not directly or indirectly sell, transfer or otherwise dispose of the whole or part of their interest in their Shares, for the period commencing on the date of the Set Off Agreement up to the completion of the SPA.

4. RATIONALE FOR THE PROPOSED DISPOSAL

4.1 The Board believes that the Proposed Transactions would be in the interests of the Company for the following reasons:

(a) **Improve financial performance and strategic realignment**

The Group has experienced consecutive losses over the past two (2) years. Notwithstanding the recent growth and improving trend in the Johor housing market, the Group recognises that broader market activity does not always translate uniformly into transactional demand, and that conditions across segments remain uneven. The operating environment has been challenging for the Group, and the Group acknowledges the difficulties that have weighed on its performance over recent years. This makes it challenging for the Group to remain in the property development business in Malaysia indefinitely.

Having taken into consideration the above, the Company is of the view that strategically, the Proposed Disposal will enable the Group to redirect resources into its new business of the marketing, sale, trading, and distribution of sterilisation light emitting diode electrical equipment ("**New Business Segment**") (as announced by the Company on 26 February 2026), allowing the Group to focus on generating stronger returns for shareholders in a new business segment which the Company has assessed to have potential for growth.

(b) **Opportunity to maximise value for Shareholders**

The Proposed Disposal, coupled with the Proposed Disposal Related Capital Reduction and the Proposed Distribution present a compelling opportunity for Shareholders to realise part of the value of their investment in the Company in a currently illiquid market, while still retaining their Shares to benefit from the Company's future growth in the New Business Segment.

(c) **Portfolio optimisation and risk management**

Although Johor has positive long-term developments, including new investments and improved infrastructure, the property business still requires high capital and is exposed to market fluctuations and funding risks. The Proposed Disposal allows the Group to realise its investment at this time, reduce exposure to property market risks and funding commitments, and strengthen its financial position. This supports the Group’s move towards a business that requires lower capital investment and carries lower risk, in line with its new strategic direction.

5. THE PROPOSED DISPOSAL – CHAPTER 9 OF THE CATALIST RULES

5.1 Under Chapter 9 of the Catalist Rules, an immediate announcement and Shareholders' approval are required in respect of a transaction between an entity at risk in the Group and an interested person of the Group if the value of that transaction exceeds five (5)% of the Group's latest audited NTA.

5.2 For illustrative purposes, based on the latest audited consolidated financial statements of the Group for FY2025, the audited NTA attributable to Shareholders of the Company as at 31 December 2025 was approximately RM62,389,494 (equivalent to approximately S$19,761,021, based on an exchange rate of S$1.00: RM3.1572 as of 31 December 2025). For the purposes of Rule 906(1) of the Catalist Rules, if the value of a transaction which is proposed to be entered into in the current financial year by the Company with an interested person, either in itself or in aggregation with all other earlier transactions, each of a value equal to or greater than RM3,119,475 (equivalent to approximately S$988,051), being five (5)% of the latest audited NTA of the Group, Shareholders' approval will be required for such transaction.

5.3 Proposed Transactions

Dato' Malek, who is a controlling shareholder of the Company, holds 90% of the shares in the Purchaser, through his wholly-owned special purpose vehicle AGP Holdings and the remaining 10% interest in the Purchaser is owned by Datuk Aziz and Datuk Rahim, who are brothers of Dato' Malek. Datuk Aziz has an aggregate interest in 93,281,075 Shares, through his wholly-owned special purpose vehicle, Ace Point, representing approximately 4.99% of the Company's total number of issued Shares, and Datuk Rahim has an aggregate interest in 93,281,075 Shares, through his wholly-owned special purpose vehicle, Glorybase, representing approximately 4.99% of the Company's total number of issued Shares. Pursuant to Chapter 9 of the Catalist Rules, the Purchaser will be an associate of Dato' Malek, and the Purchaser will be regarded as an "interested person" and the Proposed Disposal will thus constitute an "interested person transaction". The Disposal Consideration would constitute the "amount at risk" for the interested person transaction.

APL is an "entity at risk" under Chapter 9 of the Catalist Rules. Accordingly, the Proposed Disposal constitutes an interested person transaction under Chapter 9 of the Catalist Rules.

As the Disposal Consideration represents approximately 96.17% of the Group's latest audited NTA, the Proposed Disposal will be subject to the approval of the Shareholders pursuant to Rule 906(1) of the Catalist Rules.

Dato' Malek, Datuk Aziz, and Datuk Rahim, and their respective associates (including Ace Point and Glorybase) will abstain from exercising any voting rights in relation to the resolutions approving each interested person transaction at the EGM, and will not accept nominations to act as proxy by any Shareholder who is unable to attend the EGM unless such Shareholder has provided specific instructions as to voting.

5.4 **Existing Interested Person Transactions**

Based on the latest audited consolidated financial statements of the Group for FY2025, the Group's latest audited NTA is approximately RM62,389,494.

The current total of all interested person transactions (excluding interested person transactions less than S$100,000) for the period from 1 January 2026 up to the date of this announcement is set out in the table below:

Name of interested person	Nature of relationship	Amount	As a percentage of the Group's latest audited NTA
Astaka Capital Sdn Bhd ("**ACSB**")	An associate of Dato' Malek	RM1,090,794[(1)]	1.75%
Astaka Kimlun Sdn Bhd ("**AKSB**")	An associate of Dato' Malek	RM1,125,789[(2)]	1.80%
DMR Holdings Sdn Bhd	An associate of Dato' Malek	RM1,516,105[(3)]	2.43%
Seaview Holdings Sdn Bhd	An associate of Dato' Malek	RM500,000[(4)]	0.80%
Total		RM4,232,688	6.78%

Notes:

(1) On 15 January 2025, ACSB and Kii Amber Sdn Bhd ("**KIASB**") (collectively, the "**AKSB Shareholders**") entered into a shareholders' loan agreement (the "**AKSB Shareholders' Loan**") with the Company's 51%-owned indirect subsidiary, AKSB, pursuant to which, the AKSB Shareholders extended an unsecured loan to AKSB in

the principal amount not exceeding RM170,000,000 at a fixed interest rate of eight (8)% per annum, based on their respective shareholding proportions in AKSB, whereby ACSB holds 51% and KIASB holds the remaining 49% ("**AKSB Shareholding Proportions**"), on the terms and subject to the conditions set out in the shareholders' loan agreement.

AKSB shall repay the AKSB Shareholders' Loan, together with the interest accrued thereon, to the AKSB Shareholders in proportion to the amount contributed by each AKSB Shareholder and their AKSB Shareholding Proportions, on the third (3rd) anniversary of the following dates, being the respective dates on which the AKSB Shareholders' Loan was advanced by the AKSB Shareholders. The AKSB Shareholders shall have the right at any time jointly make a demand for the repayment of any amounts outstanding under the AKSB Shareholders' Loan, including all the interest accrued thereon. Any such demand shall be made jointly by the AKSB Shareholders in writing and subject to the AKSB Shareholders giving 30 days' notice to AKSB ("**AKSB Shareholders' Loan Repayment Notice**") and the confirmation of resource availability by AKSB. AKSB shall repay all amounts outstanding under the AKSB Shareholders' Loan within 30 days from the date of issuance of the AKSB Shareholders' Loan Repayment Notice.

Pursuant to Rule 909(2) of the Catalist Rules, in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees to be given by the entity at risk.

On 30 June 2025, APSB and Seaview Holdings Sdn. Bhd. ("**SHSB**") had undertaken and completed a share subscription exercise involving (a) the subscription of an additional 2,900 ordinary shares in ACSB by APSB and (b) the subscription of an additional 7,100 ordinary shares in ACSB by SHSB (the "**Share Subscription Exercise**"). As a result of the Share Subscription Exercise, based on the Company effective shareholding interest of 24.99% in AKSB (held through ACSB), the revised aggregate total amount at risk to the Company in relation to the AKSB Shareholders' Loan has been reduced from approximately RM54,829,080 to RM53,061,807, being the revised proportion of the loan to be extended by ACSB to AKSB. After the Share Subscription Exercise, the remaining post-Share Subscription aggregate amount at risk to the Company in relation to the AKSB Shareholders' Loan is RM42,454,561. Please refer to the Company's announcement on the Share Subscription Exercise dated 11 August 2025 for further details.

As at the date of this announcement, AKSB has drawn down an aggregate loan of approximately RM31,850,000.00 from KIASB and RM33,150,000.00 from ACSB. For avoidance of doubt, the drawdown amount of RM33,150,000 from ACSB including the drawdown amount from post-Share Subscription Exercise. The value of the interested person transaction relates to the interest incurred is RM1,090,794 as at the date of this announcement.

The Company had obtained the approval from its shareholders on 10 April 2025 for the entry into the AKSB Shareholders' Loan as an interested person transaction under Chapter 9 of the Catalist Rules. Please refer to the Company's circular to its shareholders dated 19 March 2025 for further details.

(2) A project sales and marketing agreement (the "**PSMA**") between AKSB and APSB was entered on 13 November 2024. The sales commission (which fees are inclusive of incentives payable under any buyer-get-buyer referral scheme, and sales incentive or commissions payable by APSB to third-party property agents or any other parties appointed by APSB in the provision on the services under the PSMA) (the "**Sales Commission**") is payable by AKSB to APSB under the PSMA. Subsequently, the Company had obtained the approval from its shareholders on 10 April 2025 for the entry into the PSMA as an interested person transaction under Chapter 9 of the Catalist Rules. Please refer to the Company's circular to its shareholders dated 19 March 2025 for further details. The general mandate for interested person transactions, which

includes, inter alia, the proposed marketing services, was renewed at the Company's Annual General Meeting on 24 April 2026. Accordingly, APSB charged a Sales Commission of RM1,125,789 to AKSB as at the date of this announcement.

(3) The subsidiaries of the Company, APSB, BPPSB, ACSB and AKSB have entered into certain interested person transactions with DMR Holdings, comprising the following:

i. Pursuant to the loan agreement dated 17 June 2020 (as supplemented by the supplemental letter agreement dated 3 November 2020), DMR Holdings had extended an unsecured loan to APSB with a principal sum not exceeding RM60,000,000 (the "**DMR APSB Loan Agreement**") bearing a fixed interest rate of 8% per annum and repayable within one (1) year (unless automatically extended) or on demand, subject to the confirmation of resource availability by APSB. The Company had obtained the approval from its shareholders on 28 October 2020 for the entry into the DMR APSB Loan Agreement as an interested person transaction under Chapter 9 of the Catalist Rules. Please refer to the Company's circular to its shareholders dated 9 October 2020 for further details. As at the date of this announcement, RM25,488,460 remains drawn down under the DMR APSB Loan Agreement. The value of the interested person transaction relates to the interest incurred is RM696,598 as at the date of this announcement.

ii. On 23 June 2023, DMR Holdings had extended unsecured loans in aggregate principal sum of RM120,000,000, which comprises of (a) RM60,000,000 to BPPSB (the "**DMR BPPSB Loan Agreement**"), and (b) RM60,000,000 to ACSB (the "**DMR ACSB Loan Agreement**"), each bearing a fixed interest rate of 8% per annum and repayable within one (1) year (unless automatically extended) or on demand, subject to the confirmation of resource availability by BPPSB or ACSB respectively. The Company had obtained the approval from its shareholders on 25 August 2023 for the entry into the DMR BPPSB Loan Agreement and DMR ACSB Loan Agreement as interested person transactions under Chapter 9 of the Catalist Rules. Please refer to the Company's circular to its shareholders dated 10 August 2023 for further details. As at the date of this announcement, RM4,500,000 remains drawn down under the DMR BPPSB Loan Agreement and RM22,500,000 remains drawn down under the DMR ACSB Loan Agreement. The value of the interested person transaction relates to the interest incurred is RM819,507 as at the date of this announcement.

(4) A tenancy agreement (the "**Tenancy Agreement**") between SHSB and AKSB have been entered on 13 November 2024 for the rental by AKSB from SHSB of sales gallery constructed by SHSB. Subsequently, the Company had obtained the approval from its shareholders on 10 April 2025 for the entry into the Tenancy Agreement as an interested person transaction under Chapter 9 of the Catalist Rules. Please refer to the Company's circular despatched to its shareholders dated 19 March 2025 for further details. SHSB charged the rental of RM500,000 to AKSB as at the date of this announcement.

5.5 **Audit Committee's Statement**

The Audit Committee of the Company comprises Mr. Lai Kuan Loong, Victor (the Non-Executive Chairman and Independent Director), Mr. Lee Gee Aik (Non-Executive and Non-Independent Director), and Dato' Sri Mohd Mokhtar Bin Mohd Shariff (Non-Executive and Independent Director). The Chairman of the Audit Committee is Mr. Lai Kuan Loong, Victor.

All the members of the Audit Committee do not have any interests in the Proposed Disposal and are accordingly deemed to be independent for the purposes of the Proposed Disposal.

The Audit Committee will form its view as to whether the Proposed Disposal is on normal commercial terms and is not prejudicial to the interests of the Company and its independent minority Shareholders after considering the opinion of the independent financial adviser to be obtained in due course. The Audit Committee's view on the Proposed Transactions will be set out in the Circular.

6. THE PROPOSED DISPOSAL AS A "MAJOR TRANSACTION" – CHAPTER 10 OF THE CATALIST RULES

6.1 Based on the audited consolidated financial statements of the Group for FY2025, the relative figures for the Proposed Disposal computed on the bases set out in Rule 1006 of the Catalist Rules are as follows:

Rule 1006	Bases	Relative Figures (%)
(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value.	81.93%(1)
(b)	Net profits(2) attributable to the APSB Group, compared with the Group's net profits.	74.91%(3)
(c)	Aggregate value of the consideration received for the Proposed Disposal, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	25.89%(4)
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable.(5)
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable.(6)

Notes:

(1) The net asset value attributable to APSB and the Group as at 31 December 2025 was RM51,118,694 and RM62,389,494 respectively.

(2) "Net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.

(3) The net loss attributable to APSB for FY2025 was approximately RM7,352,559, and the Group's net loss for FY2025 was approximately RM9,815,487.

(4) The Company's market capitalisation of approximately S$74,777,372 (equivalent to approximately RM231,787,420) is based on its total number of issued ordinary Shares of 1,869,434,303 Shares and the weighted average price of S$0.04 per Share on 4 May 2026, being the last market day preceding the date of the SPA on which the Shares were traded on the Singapore Exchange Securities Trading Limited.

(5) This basis is not applicable to a disposal of assets.

(6) Rule 1006(e) of the Listing Manual is not applicable as the Company is not a mineral, oil and gas company.

6.2 The Group was loss making for FY2025 and APSB was loss making based on the latest audited consolidated financial statement of APSB for FY2025.

6.3 Under Rule 1007(1) of the Catalist Rules, if any of the relative figures computed pursuant to Rule 1006 involves a negative figure, Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10A of the Catalist Rules.

6.4 Pursuant to Practice Note 10A paragraph 4.1 of the Catalist Rules, in some cases, test based on profits under Rule 1006(b) may involve a negative figure in the numerator, denominator or both, which may not give a meaningful indication of the significant of a transaction to the issuer, in instance where, for example, the issuer is loss-making and/or disposing of a loss-making asset.

6.5 Pursuant to Practice Note 10A paragraph 4.3(e) of the Catalist Rules, no announcement and shareholders' approval of the disposal of a loss-making asset by an issuer (whether profitable or loss-making) where, among other things, the absolute relative figures computed based on each of Rules 1006(a), 1006(c) and (if applicable) 1006(e) amounts to five (5)% or less, and if the disposal will result in a loss on disposal, the loss on disposal amounts to five (5)% or less of the consolidated net profit or net loss of the issuer (in each case taking into account only the absolute values).

6.6 Pursuant to Practice Note 10A paragraph 4.4(e) of the Catalist Rules, immediate announcement is required for the disposal of a loss-making asset by an issuer (whether profitable or loss-making) where, among other things, the absolute relative figures computed based on each of Rules 1006(a), 1006(c) and (if applicable) 1006(e) does not exceed 50%, and if the disposal will result in a loss on disposal, the loss on disposal exceeds five (5)% but does not exceed 10% of the consolidated net profit or net loss of the issuer (in each case taking into account only the absolute values).

6.7 Pursuant to Practice Note 10A paragraph 4.6 of the Catalist Rules, if the transaction does not fall within all the situations in paragraphs 4.3 and 4.4 of Practice Note 10A, Rule 1014 shall apply to the transaction.

6.8 As the relative figures computed based on Rules 1006(a) and 1006(b) exceed 50%, and the Proposed Disposal does not fall within the situations in paragraphs 4.3 and 4.4 of Practice Note 10A, the Proposed Disposal constitutes a "major transaction" under Rule 1014 of the Catalist Rules pursuant to Practice Note 10A paragraph 4.6 of the Catalist Rules and shall be subject to the approval of the Shareholders.

6.9 **Excess over Book Value and Use of Proceeds**

The Proposed Disposal will result in an excess of net proceeds of approximately RM6,996,378 (equivalent to approximately S$2,216,007 based on an exchange rate of S$1.00: RM3.1572) over the net book value of APSB.

After accounting for the Set Off Arrangement, the Proposed Disposal will yield estimated net proceeds of RM13,966,096.67 (equivalent to approximately S$4,583,651), of which full sum will be applied as distributions for the Proposed Disposal Related Capital Reduction, and the Proposed Disposal Related Capital Reduction.

7. DETAILS OF THE PROPOSED DISPOSAL RELATED CAPITAL REDUCTION

7.1 Existing Share Capital

As at the date of this announcement, the Company's issued and fully paid-up share capital (excluding treasury shares) is S$477,554,589 divided into 1,869,434,303 Shares.

7.2 Amount Distributed under the Proposed Disposal Related Capital Reduction

Subject to completion of the Proposed Transactions and approval of the Shareholders at the EGM, the Company is proposing to return approximately S$19,691,904 in cash, *pro-rata*, to all Shareholders, amounting to approximately S$0.01 for each Share held by Shareholders or on their behalf as at the Books Closure Date, based on the total number of 1,869,434,303 Shares in existence.

7.3 Entitlements of the Relevant Shareholders

Pursuant to and subject to the terms of the Proposed Disposal Related Capital Reduction, the Relevant Shareholders in their capacity as Shareholders will be entitled to receive distributions amounting to an aggregate of S$19,691,904 ("**Entitlements**").

7.4 Funds for the Proposed Distribution

The Proposed Distribution will be partly funded from the sale proceeds from the Proposed Disposal. Any Cash Distribution Amount payable to the Relevant Shareholders will be by way of assignment of the Disposal Cash Receivable pursuant to the Set Off Agreement, and no cash will be distributed to the Relevant Shareholders up to the amount equivalent to their respective Entitlements. For more details, please refer to paragraph 3.6 of this announcement.

The Proposed Disposal Related Capital Reduction and the Proposed Distribution will not result in a cancellation of Shares, or a change in the number of Shares issued by the Company immediately after the Proposed Disposal Related Capital Reduction and the Proposed Distribution.

7.5 Rationale of the Proposed Disposal Related Capital Reduction and the Proposed Distribution

The Proposed Distribution would return to Shareholders, as at the Books Closure Date, the Cash Distribution Amount which comprises the paid-up capital in excess of the immediate requirements of the Company. The Proposed Disposal Related Capital Reduction and the Proposed Distribution, if effected, would result in the Company having a more efficient capital structure, thereby also improving Shareholders' return on equity. In determining the level of capital to be returned to Shareholders, the Company has ensured that it retains sufficient capital for its venture into the New Business Segment, and operational needs.

7.6 Conditions for the Proposed Disposal Related Capital Reduction and the Proposed Distribution

The Proposed Disposal Related Capital Reduction and the Proposed Distribution are subject to, *inter alia*:

(a) the completion of the Proposed Disposal;

(b) the directors of the Company making the solvency statements in compliance with section 78C of the Companies Act in relation to the Proposed Disposal Related Capital Reduction ("**Solvency Statements**") and compliance with other relevant solvency requirements as prescribed in the Companies Act;

(c) the approval of the Shareholders by way of a special resolution for the Proposed Disposal Related Capital Reduction (that is, approval by a majority of not less than three-fourths of Shareholders present and voting) ("**Capital Reduction Resolution**") at the EGM, of which not less than 21 days' notice shall be given;

(d) compliance by the Company with the relevant publicity requirements as prescribed in the Companies Act;

(e) the Company lodging with the Accounting and Corporate Regulatory Authority ("**ACRA**") copies of the Solvency Statements and the Capital Reduction Resolution, within 15 days beginning with the date of the Capital Reduction Resolution;

(f) no application having been made for the cancellation of the Capital Reduction Resolution by any creditor of the Company within the timeframe prescribed in the Companies Act, or if such application was made, the withdrawal or dismissal thereof by the judicial authorities; and

(g) lodging with ACRA after the end of six (6) weeks (but before the end of eight (8) weeks) beginning with the date of the Capital Reduction Resolution:

    (i) a statement made by the directors of the Company confirming that the requirements under section 78C(1)(c) and section 78C(3) (if applicable) of the Companies Act having been complied with, and that no application for the cancellation of the resolution has been made; and

    (ii) a notice containing the information relating to the Proposed Disposal Related Capital Reduction.

The Company will make an immediate announcement to update Shareholders if any of the conditions for the Proposed Disposal Related Capital Reduction as set out in this paragraph is not met.

The pro forma financial effects of the Proposed Disposal Related Capital Reduction are set out in paragraph 8 of this announcement. The pro forma financial effects are for illustration purposes only and may not reflect the actual financial position of the Group after the Proposed Disposal, the Proposed Disposal Related Capital Reduction and the Proposed Distribution.

8. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL, THE PROPOSED DISPOSAL RELATED CAPITAL REDUCTION AND THE PROPOSED DISTRIBUTION

8.1 Bases and Assumptions

For illustration purposes only, the following is an analysis and illustration of the *pro forma* financial effects of the Proposed Disposal, the Proposed Disposal Related Capital Reduction and Proposed Distribution (taken as a whole) on the Group have been prepared based on the latest audited financial statements of the Company for FY2025.

The *pro forma* financial effects as set out herein do not reflect the actual financial results or the future financial performance and condition of the Company and APSB.

8.2 For the purposes of illustrating the *pro forma* financial effects of the Proposed Disposal, Proposed Disposal Related Capital Reduction and the Proposed Distribution, the financial effects have been prepared based on, among other things, the following assumptions:

(a) the separate proposed capital reduction exercise comprising the proposed write-off of accumulated losses of the Company to the amount of S$449,657,725 (as announced by the Company on 25 May 2026) having been completed;

(b) the financial effects on the NTA per share of the Company (based on the audited consolidated financial statements of the Group for FY2025) are computed assuming that the Proposed Disposal, the Proposed Disposal Related Capital Reduction and the Proposed Distribution had been completed on 31 December 2025;

(c) the financial effects on the earnings per share ("**EPS**") of the Company (based on the audited consolidated financial statements of the Group for FY2025) are computed assuming that the Proposed Disposal, the Proposed Disposal Related Capital Reduction and the Proposed Distribution had been completed on 1 January 2025; and

(d) the expenses incurred in connection with the Proposed Disposal, the Proposed Disposal Related Capital Reduction and the Proposed Distribution, including but not limited to professional fees, have been disregarded for the purpose of calculating the financial effects; and

(e) the exchange rate of S$1.00:RM3.0469 have been adopted for the purpose of computing the respective figures.

8.3 **Share Capital**

As there will be no change in the number of Shares by the Company pursuant to the Proposed Disposal, the Proposed Disposal Related Capital Reduction and the Proposed Distribution, there will be no impact on the issued and paid-up share capital of the Company.

8.4 **(Loss) / EPS:**

	Assuming completion of the Write-Off Related Capital Reduction[3]		**Assuming no completion of the Write-Off Related Capital Reduction**	
	Before the Proposed Disposal and Proposed Distribution	**After the Proposed Disposal and Proposed Distribution**	**Before the Proposed Disposal and Proposed Distribution**	**After the Proposed Disposal and Proposed Distribution**
(Loss)/Profit after tax attributable to Shareholders (RM)	(6,685,502)	310,876	(6,685,502)	310,876
Weighted average number of shares in the Company	1,869,434,303	1,869,434,303	1,869,434,303	1,869,434,303
(Loss)/Profit per share / EPS (RM cents)	(0.36)	0.02	(0.36)	0.02

[3] The Company is proposing to undertake a capital reduction exercise pursuant to Section 78A read with Section 78C of the Companies Act, to reduce the share capital of the Company comprising a write off of part of the accumulated losses of the Company to the extent of S$451.28 million as at 31 December 2025 ("**Write-Off Related Capital Reduction**"). For more information on the Write-Off Related Capital Reduction, please refer to the Company's announcement dated 25 May 2026.

8.5 **NTA:**

	Assuming completion of the Write-Off Related Capital Reduction		Assuming no completion of the Write-Off Related Capital Reduction	
	Before the Proposed Disposal and Proposed Distribution	**After the Proposed Disposal and Proposed Distribution**	**Before the Proposed Disposal and Proposed Distribution**	**After the Proposed Disposal and Proposed Distribution**
Consolidated NTA attributable to Shareholders (RM)	62,389,494	69,385,872	62,389,494	69,385,872
Number of issued shares in the Company	1,869,434,303	1,869,434,303	1,869,434,303	1,869,434,303
Consolidated NTA per share (RM cents)	3.34	3.71	3.34	3.71

8.6 **Gain from Proposed Disposal**

Based on the latest audited consolidated financial statements of the Group for FY2025, the Group expects on Completion, to record an estimated net gain of approximately RM6,996,378 (equivalent to approximately S$2,216,007). The gain on disposal is derived by deducting the net asset value of APSB and transaction-related expenses against the net sales proceeds to be received by the Group.

9. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a Director of the Company in connection with the Proposed Transactions and accordingly, no service contracts in relation thereto will be entered into by the Company.

10. FURTHER ANNOUNCEMENTS AND CIRCULAR

10.1 The Company will release such further announcements, in compliance with the requirements of the Catalist Rules, as and when appropriate.

10.2 The Circular setting out further information on, *inter alia*, the Proposed Transactions, the Proposed Disposal Related Capital Reduction, and the Proposed Distribution, and the notice to convene the EGM for the purpose of seeking Shareholders' approval for the aforementioned matters will be despatched to Shareholders in due course.

11. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Company has appointed RHT Capital Pte Ltd as the independent financial adviser (the "**IFA**") to advise the Directors who are considered independent for the purposes of the Proposed Transactions as an interested person transaction on whether the Proposed

Transactions are on normal commercial terms and is not prejudicial to the interests of the Company and its independent minority Shareholders.

12. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or the controlling shareholders (as defined in the Catalist Rules) of the Company has any interest, direct or indirect, in the Proposed Disposal, Proposed Disposal Related Capital Reduction and Proposed Distribution, other than through their respective shareholdings (if any) in the Company.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transactions, Proposed Disposal Related Capital Reduction, Proposed Distribution, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

14. DOCUMENTS AVAILABLE FOR INSPECTION

14.1 Copies of the SPA and Set Off Agreement are available for inspection at the registered office of the Company at 133 Cecil Street, #14-01 Keck Seng Tower, Singapore 069535, during normal business hours on any weekday for three (3) months from the date of this announcement.

14.2 Please contact the Company at ir@astaka.com.my prior to making any visits to arrange for a suitable time slot for the inspection.

15. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing in the Shares. The Proposed Transactions are subject to the fulfilment of conditions precedent under the SPA. There is no certainty or assurance that the Proposed Transactions will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD
Khong Chung Lun
Executive Director and Chief Executive Officer
25 May 2026

This announcement has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”).

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (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. Audrey Mok (Telephone: +65 6232 3210) at 1 Robinson Road, #21-01, AIA Tower, Singapore 048542.
