

ACROMETA GROUP LIMITED
(Company Registration No. 201544003M)
(Incorporated in the Republic of Singapore)

ENTRY INTO A BINDING JOINT VENTURE TERM SHEET

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of Acrometa Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**") is pleased to announce that the Company, has on 29 November 2025 entered into a binding term sheet (the "**JV Term Sheet**") with Wan Qian ("**WQ**") (each a "**Party**", and collectively, the "**Parties**") to establish a joint venture company (the "**Target Company**") for the purpose of jointly developing, operating and managing an AI-powered global trade operating system ("**JV Collaboration**").

2. INFORMATION ON MS WAN QIAN

Ms Wan Qian is a Chinese national with an Identification Number: 420106197707094025 at 1-1802 F Block 1085 Dingfonghua Zone, QianHai Road, Nanshan District, Shenzhen, Guangzhou Province, PRC.

WQ was the general manager of a software development company in Singapore and prior to that, she was the deputy general manager of a technology company in Shenzhen, PRC. WQ's begun her career in the asset management industry and she was a finance graduate from Zhongnan University of Economics and Law, Hubei, PRC.

WQ is not related to the Directors, substantial shareholders of the Company, or their respective associates. As of the date of this announcement, WQ does not hold any shares in the Company's share capital or any other shareholding interest (direct or indirect) in the Company.

3. SALIENT TERMS OF THE JV TERM SHEET

3.1 Purpose of the JV Term Sheet

The intention of the Term Sheet is to detail the key principle terms of the proposed JV between the parties and the joint venture's objective to develop AI-driven e-commerce solution marks a fundamental shift from passive online marketplaces to an active, intelligent platform that autonomously sources real-time global procurement opportunities and manages the entire trade execution process, including payment, logistics, and customs.

3.2 Target Company's Capital Structure

The Target Company - Acrometa Lifestyle Pte. Ltd (UEN No. 202440510C) is currently a 100% subsidiary of the Company whose primary activity is in wholesale trade, with a paid-up capital of S\$10,000, and is currently dormant. The paid-up capital of the Target Company will be increased by S\$500,000 through a cash injection of S\$200,000 by the Company and S\$300,000 by WQ with the resulting shareholding of 51% held by the Company and 49% held by WQ.

The Company will inject S\$100,000 and the Investor will inject S\$150,000 into the Target Company within three (3) days of signing of this JV Term Sheet with the remaining monies to be injected no later than three (3) months from the signing of the JV Term Sheet (subject always to the signing of the Definitive Agreements, whichever is later).

3.3 Business of the Target Company

Pursuant to the JV Term Sheet, the Parties, amongst others, agreed that:

- (i) The board composition of the Target Company will be one representative from the Company being Mr Lawrence Toh (“LT”) and WQ. The representative from the Company will hold the Chairmanship.
- (ii) The day-to-day management activities of the Target Company will be done by WQ as the General Manager.
- (iii) Any business/matters not related to the ordinary course of business of the Target Company will be subjected to the board approval of the Target Company and where necessary, the approval of the Board of the Company.
- (iv) WQ will start operations (i.e. generating revenue) no later than 3 months from the execution of the Definitive Agreements.

4. **FINANCIAL EFFECTS**

The subscription of shares by the Company in the Target Company will be funded through internal resources, and the joint venture is not expected to have any material impact on the net tangible assets per share of the Company or the earnings per share of the Company for the current financial year ending on 30 September 2026. However, should there be any material impact, the Company will issue a separate announcement on SGXNet regarding the financial implications in due course.

5. **DEFINITIVE AGREEMENT(S)**

The Parties shall negotiate in good faith towards finalisation of the Definitive Agreement(s) as set out in the JV Term Sheet, on or prior to the date falling 30 days from the date of the Term Sheet. The Definitive Agreement(s) will incorporate the terms set out in the JV Term Sheet as well as other terms as agreed between the Parties.

6. **INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

As at the date of this announcement, save for their respective shareholdings in the Company (if any), none of the Directors and their respective associates, and to the best of knowledge of the Directors, none of the controlling shareholders of the Company and their respective associates has any interest, direct or indirect, in the JV Collaboration.

7. **FURTHER ANNOUNCEMENTS**

The Company will make further announcements on the JV Collaboration, including but not limited to the assessment in accordance with Chapter 10 of the Catalist Rules, will be set out in the announcement to be made by the Company at the time the Definitive Agreement(s) relating to the JV Collaboration will be signed and/or when there are material developments.

8. 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 JV Collaboration, the Company and its subsidiaries, 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 the announcement in its proper form and context.

9. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the JV Term Sheet is available for inspection during normal business hours at the Company's registered office at 6001 Beach Road, #16-03, Golden Mile Tower, Singapore 199589, for a period of three (3) months from the date of this announcement.

10. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests and to exercise caution when dealing in the securities of the Company. In the event of any doubt, shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD

Toh Ker How

Executive Director
1 December 2025

This announcement has been reviewed by the Company's Sponsor, W Capital Markets Pte. Ltd. (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 Mr Foo Say Nam, at 65 Chulia Street #43-01 OCBC Centre, Singapore 049513, telephone (65) 6513 3536