

ACROMETA GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration Number: 2015440003M)

RESPONSES TO SGX QUERIES

The Board of Directors (the “**Board**”) of ACROMETA GROUP Limited (the “**Company**”) would like to respond to the queries below raised by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) dated 28 November 2022, in respect of the Company’s announcement on the appointment of Independent Director on 25 November 2022. The Company sets out below its responses to the queries raised by the SGX-ST:

We refer to the Company’s announcements on 25 Nov 2022:

Change - Announcement of Appointment: Appointment of an Independent Director

We noted that Mahtani Bhagwandas was appointed as an ID, Chairman of NC and a member of RC and AC. It was disclosed that he has been subject to a suspension order (“**Suspension Order**”) from practising as an advocate and solicitor for a period of 2 years from about 14 June 2021.

In addition, we noted in GRP Limited 2021 Annual Report (page 57) that Mr. Mahtani has been the subject of following investigations or disciplinary proceedings:

- disciplinary proceedings under the Law Society in 2018;
- SGX disciplinary proceeding (“**SGX Disciplinary Action**”) in 2019 / 2020 which resulted in a private warning, for which an SGX appeal is ongoing;
- disciplinary proceedings under the Law Society in 2020;
- Suspension Order and misconduct charges by the Court in 2021; and
- an investigation by Commercial Affairs Department involving certain private companies, in which Mr Mahtani is/was a nominee director.

SGX-ST’s Query 1:

Please explain the Nominating Committee’s assessment in detail, that despite the Suspension Order, the SGX Disciplinary Action and other investigations, Mr Mahtani is suitable to be appointed as an Independent Director of the Company.

Company’s Response:

The NC has read the CV of Mr Mahtani and conducted the necessary interview on 18 November 2022, and concluded that he has the required experience to carry out his duties as an independent director and share his past experience as a law professional and contribute constructively to the Group. Mr Mahtani had explained to the NC about his suspension from practicing as an advocate and solicitor by the Courts, which will be lifted in June 2023 and also his past private reprimand by SGX and his assistance rendered to CAD in a separate case. He also confirmed that there are no restrictions or conditions imposed by the CAD on him, and that his travel document was not retained. The NC is of the view that this lapse of judgement does not prevent him from carrying out his duties required of an independent director. The NC also notes that he is currently an independent director of another SGX listed company, GRP Ltd, to which he has been permitted to remain as an independent director, notwithstanding his suspension, after, GRP Ltd defended Mr Mahtani’s position. The NC will review this position again if there are new developments.



SGX-ST's Query 2:

Please explain the Sponsor's assessment in detail, that despite the Suspension Order, the SGX Disciplinary Action and other investigations, Mr Mahtani is suitable to be appointed as an Independent Director of the Company.

Company's Response:

The Sponsor interviewed Mr Mahtani in detail and conducted our checks independently and assessed him to be fit and therefore, found no reason why he should not be appointed and hence, the Sponsor is in concurrence with the NC's assessment.

In so far as the Suspension Order is concerned, it relates to a conflict of interest issue and for his delay in informing this. He was given a suspension of 2 years which will expire in June 2023. There is no further restriction and/or impediment for him to return to legal practice after the expiry of the suspension.

As for the SGX matter, he was given a private reprimand and although there is an appeal pending, we went on the premise that a private reprimand was already issued against him. We will also review this if there are any new developments.

With respect to the CAD interview, we wish to highlight that it was only an interview and there have been no further developments on the matter. We also found that his disclosure of this indicates that he wishes to fully abide by all the applicable rules and regulations governing such matters.

In addition, we wanted to highlight that Mr Mahtani has been an independent director since year 2002 and has a long and vast experience in this field. Further, he is still an independent director of another listed company with SGX and we are of the view that this lends credence to the fact that he will be able to perform his duties fully and ably and in accordance with the laws.

SGX-ST's Query 3:

Please provide details on the background leading to the Suspension Order. Did the Court impose any other restrictions or prohibitions on Mr Mahtani? Are there any follow-up actions or remediation to be taken by Mr Mahtani before he is able to continue practicing as an advocate and solicitor?

Company's Response:

The Suspension Order by the Courts on Mr Mahtani were in relation to (i) acting for a client against a former client who has passed away despite having acquired confidential information about the former client, and (ii) not making a timely disclosure to the administrators of the former client's estate about this conflict of interest. The case for which Mr Mahtani was suspended is the Boon Tat Street death case, where the estranged husband of a woman was killed in broad daylight by the woman's father. A Straits Times article on 14 May 2021 titled "BoonTat Street death: Lawyer for victim's mistress suspended for 2 years after widow's complaint" reported on Mr Mahtani's suspension. (<https://www.straitstimes.com/singapore/courts-crime/boon-tat-street-death-lawyer-for-victims-mistress-suspended-for-2-years-after>). In so far as the Suspension Order is concerned, it relates to a conflict of interest issue and for his delay in informing this. He was given a suspension of 2 years by the Courts which will expire in June 2023. There is no further restriction and/or impediment for him to return to legal practice after the expiry of the suspension. As for the SGX matter, he was given a private reprimand and although there is an appeal pending, the Company went on the premise that a private reprimand was already issued against him. The Company will review again if there are any new developments from this.



SGX-ST's Query 4:

How was Mr Mahtani introduced to the Company?

Company's Response:

Mr Mahtani was introduced by our Executive Chairman, Mr Lim Say Chin who is a personal friend of Mr Mahtani.

BY ORDER OF THE BOARD

Lim Say Chin
Executive Chairman and Chief Executive Officer
28 November 2022

This announcement has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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