

## **PROPOSED ACQUISITION OF DIGITAL EDUCATION PLATFORM “SUMAZON”**

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### **1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Y Ventures Group Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”), wishes to announce that its wholly-owned subsidiary, Y Ventures Lab Pte. Ltd. (the “**Purchaser**”) has on 19 November 2025 entered into a Purchase and Sale Agreement (“**PSA**”) with Carter Schuurmans (the “**Vendor**”), for the proposed acquisition of assets (“**Assets**”) comprising the online education platform known as “*Sumazon*” (the “**Platform**”) (the “**Proposed Acquisition**”).

### **2. INFORMATION ON THE SELLER**

The Vendor is an individual based in the United States and is the founder and developer of Sumazon, an artificial intelligence (“**AI**”) - powered digital education platform. The Platform enables students to create flashcards, quizzes, and study summaries using large language models, and primarily serves university and high school students in the United States and Australia.

As at the date of this announcement, the Vendor is not related to any of the Directors or Controlling Shareholders of the Company, or their respective associates. The Vendor does not have any direct or indirect shareholding interest in the Company.

There is no introducer or referrer involved in the Proposed Acquisition, and there are no referral fees or commission fees or introducer fees or any other fees payable to any person or entity with respect to the Proposed Acquisition.

### **3. CONSIDERATION**

3.1 In accordance with the PSA, the Purchaser has agreed to purchase the Assets from the Vendor for an aggregate cash consideration of US\$90,000 (the “**Purchase Consideration**”), payable in tranches as follows:

- (a) US\$54,000 upon completion;
- (b) US\$18,000 within 15 business days from the expiry of the first three-month period after 30 November 2025 (the “**First Period**”); and
- (c) balance of US\$18,000 payable within 15 business days from the expiry of the six-month period after 30 November 2025.

3.2 The Purchase Consideration was arrived on a willing-buyer-willing-seller basis, taking into account *inter alia* the book value of the Assets, the business potential, existing subscriber base, technology assets and the future revenue generation capability of *Sumazon*. No independent valuation report was commissioned by the Company in respect of the Assets.

3.3 The completion of the Proposed Acquisition (the “**Completion**”) is scheduled to take place on 1 December 2025 or such other date as the Purchaser and the Vendor may mutually agree (the “**Completion Date**”), whereupon the Assets will be transferred to the Group.

#### 4. RATIONALE FOR THE PROPOSED ACQUISITION

The Board views the Proposed Acquisition as a strategic investment in a proprietary digital education platform that will enhance the Group's technology-driven portfolio, as the Platform is AI-powered and has the capability to customise and personalise the learning process according to an individual's level of understanding.

The Proposed Acquisition will allow the Group to:

- (a) diversify into new digital revenue streams by expanding into the AI-powered education and learning technology sector; and
- (b) accelerate its entry into the online learning market through the acquisition of an existing profitable digital platform with recurring revenue and an established user base, thereby avoiding the need to develop a similar platform internally.

The Group will continue to source for and identify targets for acquisition or investment primarily in AI or technology-driven businesses to augment the Group's current business and capabilities. This is to expand and improve the Group's ad-hoc data analytics capabilities and services, as part of management's strategy to achieve long-term growth and deliver shareholder value.

#### 5. SALIENT TERMS

##### 5.1 Conditions Precedent

Completion of the Proposed Acquisition is not conditional upon any conditions precedent.

##### 5.2 Material terms

The material terms of the Proposed Acquisition, *inter alia*, are as follows:

- (a) the Vendor shall provide post-completion support to the Purchaser, including;
  - technical and product handover for a period of 3 months following Completion; and
  - marketing support for 6 months following Completion;
- (b) Should the actual average monthly revenue attributable to the Platform during the First Period or the three months after the First Period (as the case may be) fall below 85% of the 12-month average monthly revenue prior to completion (the "**Performance Threshold**"), the Purchaser shall be entitled to deduct such shortfall from the Performance Threshold from the remaining payment(s) due to the Vendor.
- (c) In the event the Purchaser wishes to initiate any claims against the Vendor, notice must be given within 6 months from completion.

#### 6. FUNDING

The Company intends to fund the Purchase Consideration from the net proceeds raised through the placement exercise which was completed in December 2020.

## 7. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

The financial effects of the Proposed Acquisition on the Group set out below are purely for illustrative purposes only and are not intended to be indicative or reflective of the actual results, financial performance and position of the Group following the completion of the Proposed Acquisition. No representation is made as to the financial position and/or results of the Group following the completion of the Proposed Acquisition.

### 7.1 Net Tangible Assets (“NTA”)

The effect of the Proposed Acquisition on the NTA per share of the Group for FY2024 assuming that the Proposed Acquisition had been effected at the end of FY2024 is as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NTA (US\$)	1,732,583	1,642,583
Number of Shares	493,708,000	493,708,000
NTA per share (US\$/cents)	0.35	0.33

### 7.2 Earnings Per Share (“EPS”)

The effect of the Proposed Acquisition on the EPS of the Group for FY2024, assuming that the Proposed Acquisition had been effected at the beginning of FY2024 is as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Loss attributable to ordinary shareholders of the Company (US\$)	(397,648)	(392,811)
Weighted average number of Shares in FY2025	399,282,973	399,282,973
EPS (US\$/cents)	(0.10)	(0.10)

## 8. RELATIVE FIGURES COMPUTED BASED ON RULE 1006 OF THE CATALIST RULES

The relative figures for the Proposed Acquisition computed on the bases set out in Rule 1006 of Section B of the Listing Manual of the SGX-ST: Rules of Catalyst (“Catalist Rules”) are set out below:

Rule 1006 (a)	The net asset value of the assets to be disposed of, compared with the Group’s net asset value	Not applicable
Rule 1006 (b)	The net profits attributable to the assets acquired or disposed of, compared with the Group’s net profits	(6.42)% <sup>(1)</sup>
Rule 1006 (c)	The aggregate value of the consideration given or received, compared with the Company’s market capitalisation based on the total number of issued shares excluding treasury shares	2.97% <sup>(2)</sup>
Rule 1006 (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

Rule 1006 (e)	The aggregate volume or amount of proven and probable reserves to be disposed of compared with the aggregate of the group's proven 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
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**Notes:**

- (1) Based on the unaudited net profit before tax attributable to the Assets for the half year ended 30 June 2025 ("1H2025") approximately US\$16,582, and the Group's unaudited net loss after tax of approximately US\$258,241 for 1H2025.
- (2) Based on the Purchase Consideration and the Company's market capitalisation of approximately S\$3,949,664. Pursuant to Rule 1002(5) of the Catalist Rules, "market capitalisation" is determined by multiplying the number of shares in issue by the weighted average price of such shares transacted on the market day preceding the date of the sale and purchase agreement or in this case, the PSA. The market capitalisation of the Company of S\$3,949,664 is computed based on the issued share capital of the Company of 493,708,000 shares (excluding treasury shares and subsidiary holdings) as at the date of this announcement, and the weighted average price of the shares of approximately S\$0.008 per share transacted on 18 November 2025 (being the last market day where Shares were traded preceding the date of the PSA).

As the relative figure computed under Rule 1006(b) of the Catalist Rules involves a negative figure and such that the Proposed Acquisition falls within the relevant situations provided for in paragraph 4.4(b) of Practice Note 10A of the Catalist Rules, the Proposed Acquisition constitutes a "discloseable transaction" as defined under Chapter 10 of the Catalist Rules. Accordingly, the Proposed Acquisition is not subject to the approval of shareholders.

**9. SERVICE CONTRACT**

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

**10. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the Directors or controlling shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Acquisition, other than through their respective direct or indirect shareholdings (if any) in the Company.

**11. DOCUMENT FOR INSPECTION**

A copy of the PSA is available for inspection at the registered office of the Company at 7 Temasek Boulevard, #12-04, Suntec Tower One, Singapore 038987 during normal business hours for 3 months from the date of this announcement.

**12. 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 Acquisition, 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, obtained from a named source, or information in relation to the Vendor provided by the Vendor, 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.

### 13. FURTHER ANNOUNCEMENTS

The Company will make further announcement(s) to keep shareholders of the Company informed, as and when there are further updates or developments in relation to the Proposed Acquisition in due course.

### 14. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

By Order of the Board  
**Y VENTURES GROUP LTD.**

Lok Yik Jin  
Executive Director and Chief Executive Officer  
20 November 2025

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*This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (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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