

**ENTRY INTO A NON-BINDING TERM SHEET DATED 27 MARCH 2025 IN RELATION TO
THE POTENTIAL ACQUISITION OF A UK COMPANY IN THE WIND ENERGY TRAINING
SOLUTIONS BUSINESS**

The Board of Directors of Sheffield Green Ltd. (the "**Company**" and, together with its subsidiaries, the "**Group**") wishes to announce that Wind Asia Training Pte. Ltd. ("**WATPL**"), a wholly-owned subsidiary of the Company, had entered into a non-binding term sheet dated 27 March 2025 (the "**Term Sheet**") with the sole shareholder (the "**Vendor**") (WATPL and the Vendor, collectively, the "**Parties**") of Advanced Blade Repair Services Ltd ("**ABRS**"). ABRS is a company incorporated under the laws of England and Wales and is primarily in the business of providing wind energy training solutions in the United Kingdom.

The Term Sheet has been entered into as the Parties are desirous of exploring a potential acquisition of 70% of the share capital of ABRS, with an option to purchase the remaining share capital of ABRS (the "**Potential Acquisition**"), to complement the Group's business of providing human resource and ancillary services and training centre business in the renewable energy industry. The Potential Acquisition is subject to the conditions precedent therein, including, but not limited to, all required approvals and consents having been obtained from the relevant parties, satisfactory due diligence, including, but not limited to, legal, financial, management, business, process, licences, government regulations and tax, and the signing of the definitive agreements.

Under the terms of the Term Sheet, WATPL and the Vendor have agreed that the Vendor shall sell and WATPL shall purchase 70% of the entire share capital of the Company for the consideration in the sum of £1,000,000.00 (subject to any downwards consideration adjustment after financial due diligence) ("**Consideration**"). As a demonstration of WATPL's good faith commitment, and in consideration of the Vendor agreeing to an exclusivity period of two (2) calendar months, WATPL has placed a refundable deposit in the sum of £200,000.00 with the Vendor within two (2) weeks of the signing of the Term Sheet which shall be taken into account as part of the Consideration.

The Term Sheet further states that the Parties agree, on a best endeavours basis, to sign a Sale & Purchase Agreement, key employment agreement or other such agreements required by WATPL in respect of the Potential Acquisition within two (2) calendar months from the date of the signing of the Term Sheet, subject to any extension of time agreed by WATPL.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Term Sheet, save through their respective shareholdings in the Company (if any).

The Company will announce any material developments in respect of the Term Sheet through the SGXNET.

By Order of the Board

Kee Boo Chye
CEO, Chairman &
Executive Director
11 April 2025

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by 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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