

ACROMETA GROUP LIMITED
(Company Registration Number: 201544003M)
(Incorporated in the Republic of Singapore)

ENTRY INTO SUBSCRIPTION AGREEMENT

1. Introduction

The Board of Directors (“**Board**”) of AcroMeta Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Company has entered into a conditional subscription agreement dated 30 January 2026 (the “**Agreement**”) with Elisabet (the “**Subscriber**”) pursuant to which the Subscriber shall subscribe for, and the Company shall allot and issue new ordinary shares (the “**New Shares**”) at a price of S\$0.06 per share or 10% discount to the average weighted price per share on the last trading day prior to the Completion Date (as defined in Section 2.4(d) below), whichever is higher (the “**Issue Price**”), amounting to an aggregate consideration of S\$1,000,000. Assuming that the Issue Price is S\$0.06 per share, the number of New Shares will be 16,666,667 ordinary shares of the Company (the “**Share Subscription**”).

The Share Subscription is made pursuant to the exemption under Section 272B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”). As such, no prospectus or offer information statement will be issued by the Company in connection with the Share Subscription.

The Share Subscription would not result in any transfer of controlling interest in the Company, and the New Shares will not be issued to any of the persons set forth in Rule 812(1) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”).

2. Share Subscription

2.1 Ranking and Issue Price

The Share Subscription and the Issue Price was commercially agreed between the Company and the Subscriber, after arm’s length negotiations. The minimum Issue Price of S\$0.06 represents a premium of approximately 151% to the weighted average price of S\$0.0239 for trades done on the SGX-ST on 30 January 2026, being the full market day when trades were done on the Shares prior to the signing of the Agreement.

The New Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank pari passu in all respects with and carry all rights similar to the then existing ordinary shares of the Company (“**Shares**”), except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of issue of the New Shares.

2.2 Authority to allot and issue the New Shares

The Company will allot and issue the New Shares pursuant to the general share issue mandate granted by shareholders of the Company at the annual general meeting held on 23 January 2026 (the “**2025 AGM**”) (the “**Share Issue Mandate**”).

Pursuant to the Share Issue Mandate, the Directors are authorised to issue not more than 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM, of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM, being 389,587,956 ordinary shares (the “**Existing Share Capital**”). As such, the New Shares to be issued and allotted pursuant to the proposed Share Subscription is within the limits of the Share Issue Mandate. For the avoidance of doubt, 8,000,000 new shares in the Company has been allotted on 30 January 2026 and the listing of the 8,000,000 new shares on the SGX-ST will be on 3 February 2026, pursuant to the AcroMeta Performance Share Plan 2025 (Please refer to the Company’s announcements dated 30 January 2026).

2.3 Information on the Subscriber

Elisabet is a private investor and a major shareholder of PT Esa Jaya Labdagati (Refer to the Company announcement dated 22 January 2026).

The Subscriber has warranted that she is not a director or substantial shareholder of the Company or any other person specified under Rule 812(1) of the Catalist Rules. As far as the Directors are aware, the Subscriber is an individual wishing to invest in the Company.

To the best of the knowledge of the Directors, save for the strategic partnership with AcroMeta Minerals Pte. Ltd. which was announced on 22 January 2026, the Subscriber does not have any connections (including business relationships) with the Company, its directors and substantial shareholders.

2.4 Conditions of Share Subscription

Completion of the subscription of the Subscription Shares by the Subscriber is conditional upon the following conditions precedent being fulfilled:

- (a) the approval (the “**Listing Approval**”) granted by SGX-ST for the listing of and quotation for the New Shares on the SGX-ST pursuant to the additional listing application to be submitted by the Company to the SGX-ST for the same (the “**Additional Listing Application**”), and where such Listing Approval is subject to conditions, (i) such conditions being reasonably acceptable to the Subscriber and the Company and (ii) if such conditions are required to be fulfilled on or before Completion, such conditions having been fulfilled on or before such date, and such Listing Approval remaining in full force and effect as of Completion;

- (b) the general share issue mandate pursuant to section 161 of the Companies Act and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the SGX-ST from the shareholders of the Company being in force, available and sufficient for the allotment and issue of such number of the New Shares;
- (c) the New Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of this Letter by any legislative, executive or regulatory body or authority of Singapore (including, without limitation, the Monetary Authority of Singapore and the SGX-ST) which is applicable to us/me or the Company, including but not limited to the provisions of the Catalist Rules or the SFA, in each case as may be amended, modified or supplemented from time to time; and
- (d) the representations, warranties and undertakings by the Parties 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 the Investor and the Company having performed all of their obligations hereunder to be performed on or before Completion (“**Completion Date**” means by 31 May 2026 subject to the fulfilment of the conditions precedent or such other date to be mutually agreed by the Investor.)

3. Financial Effects of Share Subscription

The New Shares, when issued and allotted, represent 4.28% of the Existing Share Capital of the Company comprising 389,587,956 ordinary shares, and will represent approximately 4.10% of the enlarged issued share capital of the Company comprising 406,254,623 ordinary shares after the allotment and issue of the New Shares.

The financial effects of the Subscription on the Group have been computed based on the latest audited consolidated financial statements of the Group for the financial year ended 30 September 2025 (“**FY2025**”) and the following bases and assumptions:

- (a) the expenses incurred in the Subscription are disregarded for the purposes of calculating the financial effects;
- (b) the financial effect on the consolidated net tangible assets (“**NTA**”) per Share of the Group is computed based on the assumption that the Subscription was completed on 30 September 2025; and
- (c) the financial effect on the consolidated loss per Share (“**LPS**”) of the Group is computed based on the assumption that the Subscription was completed on 1 October 2025.

NTA per Share

NTA	Before the Share Subscription	After adjusting for the Share Subscription
Consolidated NTA (S\$'000)	3,639	4,639
Number of issued shares	389,587,956	406,254,623
Consolidated NTA per share (S\$ cents)	0.93	1.14

LPS

LPS	Before the Share Subscription	After adjusting for the Share Subscription
Loss attributable to owners of the Company (S\$'000)	4,317	4,317
Number of issued shares	389,587,956	406,254,623
LPS – Basic (S\$ cents)	1.11	1.06

The financial effects of the Share Subscription set out above are for illustrative purposes only and are therefore not indicative of the actual financial performance or position of the Group upon completion of the proposed Share Subscription.

4. Purpose and Use of Proceeds

The net proceeds raised from the Share Subscription of S\$980,000 will be used for general working capital purposes.

Pending the deployment of the net proceeds for the purpose as set out above, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money market and/or debt instruments or used for any other purposes on a short-term basis as the Directors may deem fit.

The Company will make periodic announcements on the utilisation of the net proceeds from the Share Subscription when such proceeds are materially disbursed and will provide a status report on the use of such proceeds in the Company's annual report.

5. Additional Listing Application

The Company, through its sponsor, W Capital Markets Pte. Ltd., will be making an application to the SGX-ST for the listing of and quotation for the New Shares on the Catalist of the SGX-ST. The Company will make the necessary announcements upon receipt of the listing and quotation notice from the SGX-ST.

6. Directors' Opinion

The Directors are of the opinion that, after taking into consideration (i) the present banking facilities of the Group; and (ii) present banking facilities and the net proceeds from the issue of the New Shares, the working capital available to the Group is sufficient to meet its present requirements.

Nonetheless, the Directors have decided to undertake the Share Subscription to strengthen the Group's working capital, and/or to fund the Group's growth and expansion (as and when the opportunities arise).

7. Interests of Directors, Controlling Shareholders and Substantial Shareholders

None of the Directors, and as far as the Directors are aware, none of the substantial shareholders of the Company, has any interest, direct or indirect, in the Share Subscription, other than in their respective capacities as the Director or substantial shareholder of the Company.

8. Documents for Inspection

A copy of the Agreement is available for inspection at the registered office of the Company at 6001 Beach Road #16-03 Golden Mile Tower Singapore 199589 during normal business hours for a period of three months from the date of this announcement.

9. 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 Share Subscription, 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 this announcement in its proper form and context.

10. Trading Caution

Shareholders and potential investors are advised to exercise caution in trading their Shares. There is no certainty or assurance as at the date of this announcement that the proposed allotment and issuance of the Subscription Shares will be completed or that no changes will be made to the terms thereof. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders 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

Toh Ker How
Executive Director
2 February 2026

*This announcement has been reviewed by the Company's Sponsor, W Capital Markets 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.*

The contact person for the Sponsor is Mr Brian Ching at 65 Chulia Street, #43-01, OCBC Centre, Singapore 049513, telephone (65) 6513 3525.