

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

---

**ENTRY INTO A BINDING TERM SHEET IN RESPECT OF THE PROPOSED DISPOSAL OFFER OF  
A SUBSIDIARY**

---

**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 on 5 February 2026 entered into a binding term sheet (the “**Term Sheet**”) from Mr Lo Kim Fung and/or his nominees (the “**Buyer**”) in relation to the proposed sale and purchase of 100% of the issued share capital of its wholly-owned subsidiary, Acro Harvest Engineering Pte. Ltd. (“**ACH**”) (the “**Proposed Disposal**”).

The Company and the Buyer (“**Parties**”) agree that this Term Sheet constitutes a legally binding and enforceable agreement for the sale and purchase of the Shares on the terms set out, subject only to satisfaction or waiver of the Conditions Precedent and Completion.

**2. INFORMATION ON THE BUYER AND ACH**

The Company understand that Buyer is Malaysian businessman with multiple businesses. The Buyer has no affiliation with the Group, the Company’s Directors, controlling shareholders, or substantial shareholders nor their respective associates.

ACH is a private company limited by shares incorporated under the laws of Singapore. The registered share capital of ACH is S\$170,000 comprising issued and paid-up shares and its principal activities is maintenance and installation services for air-conditioning and mechanical ventilation systems.

Based on the audited financial statements of ACH for the financial year ended 30 September 2025 (“**FY2025**”), the book value and net tangible asset value was S\$2.72 million. There is no open market value for ACH as it is not publicly traded. No valuation on ACH has been carried out in connection with the Proposed Disposal.

**3. RATIONALE FOR THE PROPOSED DISPOSAL**

The Proposed Disposal is part of the Group’s ongoing strategic review to align with the Group’s long-term strategic direction and operating priorities, and the Proposed Disposal will allow the Group to rationalise its business portfolio, as well as to provide additional working capital for ongoing operations and future opportunities.

#### 4. KEY TERMS OF THE PROPOSED DISPOSAL

##### 4.1 Consideration

The cash consideration for the Proposed Disposal is S\$1,425,000 (the “**Consideration**”), subject to a Purchase Price Adjustment (true-up) based on the adjusted net asset value which excludes (i) the investment property and its related liabilities, (ii) receivables assigned to the Company and (iii) intercompany balances written-off or otherwise extinguished (“**Adjusted NTA**”), of ACH. Purchase Price Adjustment (true up) is defined as a dollar-for-dollar adjustment to the Consideration based on the Adjusted NTA at Completion as shown in the Completion Accounts vis à vis the agreed Floor/Cap and Cash Minimum; any shortfall reduces the Consideration.

##### 4.2 Due Diligence & Definitive Documentation

4.2.1 Due diligence period: Up to 2 weeks from execution of this Term Sheet.

4.2.2 Sale and Purchase Agreement (“**SPA**”) execution: Within 1 month from due diligence period, upon satisfactory due diligence (or such later date as the Parties may agree).

4.2.3 Management accounts of ACH as at, and for the financial period of the month end before the Completion Date (“**Completion Accounts**”) (“**Completion**”) (Long-stop): No later than 7 May 2026, or such other date as the Parties may agree in writing.

##### 4.3 Deposit

Upon satisfactory completion of due diligence and execution of the SPA, the Buyer shall pay a deposit of S\$150,000 (the “**Deposit**”), which will be set off against the Consideration at Completion.

##### 4.4 Completion Conditions

###### 4.4.1 Intercompany receivables/payables:

- All outstanding accounts receivable due from Acromec Engineers Pte. Ltd. shall be assigned to the Company (or its nominee).
- Any advances or loans from ACH to the Company (or the Group) shall be written off by ACH (or otherwise extinguished) such that no intercompany amount is outstanding at Completion.

4.4.2 Provision of a Completion Accounts indicating an Adjusted NTA of no less than S\$1.0 million. Warranty by Company that the Adjusted NTA as at the Completion Date will be not less than S\$1.0 million with a cash and cash equivalents of at least S\$300,000.

4.4.3 Appropriate shareholder approvals and all third-party/landlord/lender consents, if required, to give full effect to the above are obtained.

**4.5 Conditions Precedent (“CP”)**

- 4.5.1 Corporate approval: Approval of the Company’s Board for SPA execution; shareholder approval of the Company (as a listed company, if applicable) on or around April 2026 or such later date to be agreed.
- 4.5.2 Full implementation of the Completion conditions.
- 4.5.3 Key personnel continuity: No change to ACH’s key management and finance lead (other than voluntary resignation whose subsequent changes approved by the Buyer).
- 4.5.4 No material adverse change in the business, assets, liabilities, financial or trading position of ACH between the date of this Term Sheet and Completion.
- 4.5.5 Satisfactory due diligence by the Buyer.
- 4.5.6 Audited financial statements for the year ended 30 September 2025 and Completion Accounts.
- 4.5.7 Regulatory/third-party consents if required for the Proposed Disposal.
- 4.5.8 The Buyer (or the Company, as applicable) may waive any CP in writing.

**5. INTENDED USE OF PROCEEDS**

The net proceeds raised from the Proposed Disposal of S\$1,340,000 will be used for general working capital purposes, as well as any investment opportunities.

**6. RELATIVE FIGURES COMPUTED BASED ON RULE 1006 OF THE LISTING MANUAL**

The relative figures computed on the bases set out in Rule 1006 of the Listing Manual in respect of the Proposed Disposal and based on the latest audited consolidated financial statements of the Group for FY2025 are as follows:

Rule 1006	Bases	Relative Figures <sup>(1)</sup>
(a)	Net asset value of the assets to be disposed of, compared with the Group’s net asset value.	74.64% <sup>(2)</sup>
(b)	The net profits attributable to the assets disposed of, compared with the group's net profits.	2.02% <sup>(3)</sup>
(c)	Aggregate value of the consideration to be received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	14.93% <sup>(4)</sup>
(d)	Number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable.

Rule 1006	Bases	Relative Figures <sup>(1)</sup>
(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.	Not applicable.

**Notes:**

- (1) Percentage figures are rounded to the nearest two (2) decimal place.
- (2) Computed based on the net asset value of ACH of S\$2,716,000 and the net asset value of the Group of S\$3,639,000 as at 30 September 2025. For the avoidance of doubt, based on the FY2025 audited financial statements of ACH, the Adjusted NTA of ACH is S\$1,327,394, after adjusting for accounts receivable due from Acromec Engineers Pte. Ltd. of S\$188,343, and loans from ACH to the Company of S\$1,200,000.
- (3) Under Rule 1002(3)(b) of the Listing Manual, "net profits" is defined as profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests. Computed based on the net loss of ACH of S\$90,000 and the Group's net loss before income tax and non-controlling interest of S\$4,444,230 in 2025.
- (4) Computed based on the Consideration of S\$1,425,000 and the Company's market capitalisation of S\$9,542,111. The Company's market capitalisation was computed based on the Company's existing number of issued shares (less treasury shares) of 397,587,956 ordinary shares ("**Shares**") and the closing share price of S\$0.24 per share as at 4 February 2026, being the last full market day immediately preceding the date of the signing of the Term Sheet.

As the relative figures computed under Rule 1006(a) exceeds 50%, the Proposed Disposal is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. Accordingly, the Proposed Disposal is subject to the approval of the shareholders.

## 7. FINANCIAL EFFECTS

For illustrative purposes only, the financial effects of the Proposed Disposal on the Group are as set out below (the "**Financial Effects**"). The Financial Effects do not necessarily reflect the exact future financial position and performance of the Group immediately after completion of the Proposed Disposal. No representation is made as to the actual financial position and/or results of the Group after completion of the Proposed Disposal.

The financial effects of the Proposed Disposal on the Group have been computed based on the latest audited consolidated financial statements of the Group for the FY2025 and the following bases and assumptions:

- (a) the expenses incurred in the Proposed Disposal 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 Proposed Disposal 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 Proposed Disposal was completed on 1 October 2025.

#### **NTA**

<b>NTA</b>	<b>Before the Proposed Disposal</b>	<b>After adjusting for the Proposed Disposal</b>
Consolidated NTA (S\$'000)	3,455	3,468
Number of issued shares ('000)	397,588	397,588
Consolidated NTA per share (S\$ cents)	0.87	0.87

#### **LPS**

<b>LPS</b>	<b>Before the Proposed Disposal</b>	<b>After adjusting for the Proposed Disposal</b>
Loss attributable to owners of the Company (S\$'000)	4,317	4,488
Number of issued shares ('000)	397,588	397,588
LPS – Basic (S\$ cents)	1.09	1.13

### **8. INTERESTS OF DIRECTORS 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 Proposed Disposal, other than in their respective capacities as the Director or substantial shareholder of the Company.

### **9. DIRECTORS' SERVICE CONTRACTS**

There are no persons who are proposed to be appointed as a director in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

### **10. FURTHER ANNOUNCEMENTS**

Upon signing of a binding agreement in relation to the Proposed Disposal, the Company will, to the extent necessary, make the relevant disclosures in an announcement in accordance with the requirements of Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited. The Company will also make further announcements to update shareholders as appropriate when there are material developments in respect of the Proposed Disposal.

## **11. 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 Proposed Disposal, 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.

## **12. DOCUMENTS AVAILABLE 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.

## **13. CAUTION IN TRADING**

Shareholders and potential investors should exercise caution when trading in the shares of the Company. The Proposed Disposal is subject to, inter alia, the execution of definitive agreements and conditions precedent to be fulfilled, and there is no certainty or assurance that the definitive agreements will be entered into, or that the Proposed Disposal will be completed.

The Company will make the necessary announcements when there are further developments on the Proposed Disposal and other matters contemplated by this announcement. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Persons who are in doubt as to the actions they should take should consult their legal, financial, tax or other professional advisers.

## **BY ORDER OF THE BOARD**

Toh Ker How  
Executive Director  
5 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.*