



BACUI TECHNOLOGIES INTERNATIONAL LTD.

(Incorporated in Singapore)

(Company Registration Number 199407135Z)

PROPOSED AGREEMENT BETWEEN BACUI TALENT (GUANGDONG) ENTERPRISE SERVICE CO., LTD. (拔萃泰然 (广东) 企业服务有限公司) AND FOSHAN SHUNDE DISTRICT LELIU FASHION RESOURCE CENTER CO., LTD. (佛山市顺德区勒流行服资源中心有限公司)

The English translated names of the PRC (as defined herein) entities included in this announcement is for identification purposes only. To the extent that there is any inconsistency between the Chinese names of these PRC entities and their English translated names, the Chinese names shall prevail.

1. INTRODUCTION

The Board of Directors (the "**Board**" or the "**Directors**") of Bacui Technologies International Ltd. (the "**Company**", together with the subsidiaries, the "**Group**") wishes to announce that Bacui Talent (Guangdong) Enterprise Service Co., Ltd. (拔萃泰然 (广东) 企业服务有限公司) ("**BTES**"), the Company's indirectly owned subsidiary in the People's Republic of China ("**PRC**"), has on 25 March 2025 entered into an agreement (the "**Agreement**") with Foshan Shunde District Leliu Fashion Resource Center Co., Ltd. (佛山市顺德区勒流行服资源中心有限公司) ("**FSDLF**") (individually a "**Partner**" and collectively the "**Partners**") to incorporate a company, Foshan Shunde Leba Enterprise Service Co., Ltd. (佛山市顺德区勒拔企业服务有限公司) (the "**Target Company**"), in PRC for the purpose of retail of food and other related products, processing, wholesale and retail of agricultural products, warehousing services and wholesale of kitchenware and groceries (the "**Proposed Collaboration**").

The Company holds an effective interest of 98.01% in the issued and paid-up capital of BTES.

2. ABOUT FSDLF

FSDLF, established in 2021, is a state-owned company wholly owned by Guangdong Shunde Lekong Group Co., Ltd. (广东顺德勒控集团有限公司) under the Public Assets Management Committee of Leliu Sub-district Office. FSDLF mainly undertakes administrative services, logistics management services, vehicle rental services, human resources management services and other businesses for government agencies, enterprises and institutions. Currently, it has undertaken more than 140 human service projects and about 30 vehicle rental service projects. FSDLF has a staff count of more

than 120.

To the best knowledge of the Board, prior to entry into the Agreement, FSDLF, its directors and its shareholders are independent of the Group, the Company, its directors, substantial shareholders and their respective associates.

3. RATIONALE

The Group is continually seeking ways to accelerate market expansion and increase profitability. The Proposed Collaboration provides an added revenue stream for the Group and will contribute to the Group's growth by leveraging the FSDLF's network, support and resources in Shunde.

4. PRINCIPAL TERMS OF THE PROPOSED COLLABORATION

4.1 Registered Capital

The Target Company will have a registered capital of RMB1 million (approximately S\$184,000 based on the exchange rate of RMB1.00 = S\$0.18406). BTES and FSDLF will each subscribe for 49% and 51% of the issued shares in the capital of the Target Company respectively. The registered capital is to be injected within 30 days of the incorporation of the Target Company.

Each of the Partners will contribute his share of registered capital as follows:

- (a) BTES : RMB490,000 (approximately S\$90,000); and
- (b) FSDLF : RMB510,000 (approximately S\$94,000).

BTES will fund its portion of the registered capital of RMB490,000 from the Group's internally generated funds.

If the Target Company requires working capital support, the Partners will actively assist the Target Company in fundraising through, *inter alia*, bank borrowings. If such fundraising methods are not sufficient to meet the working capital requirement of the Target Company, BTES shall provide the Target Company a short-term loan with a term of not more than 270 days.

4.2 Roles and responsibilities of the Parties

BTES will, among others, be fully responsible for the operations of the Target Company and shall appoint a general manager, who will oversee the Target Company's daily operations. Additionally, BTES is also responsible for assisting FSDLF in obtaining the necessary business license, qualification certificates and the setting up of the operational facilities.

FSDLF shall/will introduce business leads to the Target Company.

4.3 Board of Directors of Target Company

FSDLF will appoint 3 out of 5 directors (including Chairman) to the board of the Target Company with the balance 2 director positions to be filled or nominated by BTES.

4.4 Other Terms

- (a) The operating term of the Target Company shall be three (3) years from the date of incorporation and subject to renewal by mutual agreement.
- (b) Under the Agreement, BTES provides certain annual profit guarantee and will be responsible to pay FSDLF, proportionate to FSDLF's shareholding, any outstanding net liabilities of the Target Company at the end of the operating term.
- (c) Upon incorporation of the Target Company, BTES shall pay a refundable guarantee amount of RMB300,000 (approximately S\$55,000) to FSDLF to fulfil BTES's payment/compensation obligations to FSDLF under the Agreement (including Section 4.4(b) above).

5. FINANCIAL EFFECTS OF THE PROPOSED COLLABORATION

The Proposed Collaboration is not expected to have a material effect on the net tangible assets and gearing of the Group and share capital of the Company for the financial year ending 31 December 2025 ("FY2025").

As at the date of the announcement, the Company is unable to ascertain the net profits to be contributed by the Target Company and accordingly unable to ascertain the impact on the earnings of the Group for FY2025.

6. 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 Collaboration, the Target Company and the Group, 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 is 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.

7. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the directors or substantial shareholders (other than in his, her or its capacity as a director or shareholder of the Company) or their respective associates has any interest, direct or indirect, in the Proposed Collaboration.

For and on behalf of the Board
Bacui Technologies International Ltd.

Yeo Kan Yen

Independent Non-Executive Chairman

25 March 2025

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

The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.
