CHARLTON ARIA ACQUISITION CORP

FORM 10-Q
(Quarterly Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2025

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____to _____

Commission File Number 001-42386

Charlton Aria Acquisition Corporation
(Exact name of registrant as specified in its charter)

Cayman Islands	N/A
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

221 W 9th St, #848
Wilmington, Delaware 19801
(Address of principal executive offices and zip code)

909-214-2482
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Units, consisting of one Class A ordinary share, $0.0001 par value, and one Right to acquire one-eighth of one Class A ordinary share	CHARU	The Nasdaq Stock Market LLC
Class A ordinary shares, $0.0001 par value	CHAR	The Nasdaq Stock Market LLC
Rights, each whole right to acquire one-eighth of one Class A ordinary share	CHARR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐

As of May 12, 2025, there were 8,840,000 of the registrant's Class A ordinary shares, par value $0.0001 per share, and 2,125,000 of the registrant's Class B ordinary shares, par value $0.0001 per share, issued and outstanding.

Charlton Aria Acquisition Corporation

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CHARLTON ARIA ACQUISITION CORPORATION
BALANCE SHEETS
(Unaudited)

	March 31, 2025	December 31, 2024
Assets		
Current Assets		
Cash	$ 186,232	$ 447,419
Prepaid expenses	105,285	9,365
Total Current Assets	291,517	456,784
Cash and investments held in Trust Account	86,769,326	85,870,124
Total Assets	$ 87,060,843	$ 86,326,908
Liabilities and Shareholders' Deficit		
Current Liabilities		
Accounts payable and accrued expenses	$ 38,562	$ 35,884
Due to related parties	13,750	13,750
Total Current Liabilities	52,312	49,634
Deferred underwriting commission payable	1,700,000	1,700,000
Total Liabilities	1,752,312	1,749,634
Commitments and Contingencies		
Class A ordinary shares subject to possible redemption, 8,500,000 shares at redemption value of $10.21 and $10.10 per share as of March 31, 2025 and December 31, 2024, respectively	86,769,326	85,870,124
Shareholders' Deficit		
Preference shares, $0.0001 par value, 5,000,000 shares authorized, none issued and outstanding	-	-
Class A ordinary shares, $0.0001 par value, 445,000,000 shares authorized, 340,000 shares issued and outstanding (excluding 8,500,000 shares subject to possible redemption)	34	34
Class B ordinary shares, $0.0001 par value, 50,000,000 shares authorized, 2,125,000 shares issued and outstanding	213	213
Additional paid-in capital	-	-
Accumulated deficit	(1,461,042)	(1,293,097)
Total Shareholders' Deficit	(1,460,795)	(1,292,850)
Total Liabilities and Shareholders' Deficit	$ 87,060,843	$ 86,326,908

The accompanying notes are an integral part of these unaudited financial statements.

CHARLTON ARIA ACQUISITION CORPORATION
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31, 2025	For The Period From March 22, 2024 (Inception) Through March 31, 2024
Formation and operating costs	$ 170,252	$ 20
Loss from operations	(170,252)	(20)
Other income:		
Interest and dividends earned on cash and investments held in Trust Account	899,202	-
Interest income	2,307	-
Total other income	901,509	-
Net income (loss)	$ 731,257	$ (20)
Basic and diluted weighted average shares outstanding, Class A ordinary shares subject to possible redemption	8,500,000	-
Basic and diluted income per share, Class A ordinary shares subject to possible redemption	$ 0.07	$ -
Basic and diluted weighted average shares outstanding, non-redeemable Class A and Class B ordinary shares	2,465,000	-
Basic and diluted net loss per share, non-redeemable Class A and Class B ordinary shares	$ 0.07	$ -

The accompanying notes are an integral part of these unaudited financial statements.

CHARLTON ARIA ACQUISITION CORPORATION
STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND FOR THE PERIOD FROM MARCH 22, 2024 (INCEPTION) THROUGH MARCH 31, 2024

(Unaudited)

	Ordinary Shares				Additional		Total
	Class A		Class B		Paid-in	Accumulated	Shareholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance as of December 31, 2024	340,000	$ 34	2,125,000	$ 213	$ -	$ (1,293,097)	$ (1,292,850)
Remeasurement of carrying value to redemption value	-	-	-	-	-	(899,202)	(899,202)
Net income	-	-	-	-	-	731,257	731,257
Balance as of March 31, 2025	340,000	$ 34	2,125,000	$ 213	$ -	$ (1,461,042)	$ (1,460,795)

	Ordinary Shares				Additional		Total
	Class A		Class B		Paid-in	Accumulated	Shareholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance as of March 22, 2024 (Inception)	-	$ -	-	$ -	$ -	$ -	$ -
Net loss	-	-	-	-	-	(20)	(20)
Balance as of March 31, 2024	-	$ -	-	$ -	$ -	$ (20)	$ (20)

The accompanying notes are an integral part of these unaudited financial statements.

CHARLTON ARIA ACQUISITION CORPORATION
STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Three Months Ended March 31, 2025	For The Period From March 22, 2024 (Inception) Through March 31, 2024
Cash Flows from Operating Activities:		
Net income (loss)	$ 731,257	$ (20)
Adjustments to reconcile net income (loss) to net cash used in operating activities		
Formation and operating cost paid by the Sponsor	-	20
Interest and dividends earned on cash and investments held in Trust Account	(899,202)	-
Changes in operating assets and liabilities:		
Prepaid expenses	(95,920)	-
Accounts payable and accrued expenses	2,678	-
Net Cash Used in Operating Activities	(261,187)	-
Net Change in Cash	(261,187)	-
Cash, beginning of period	447,419	-
Cash, end of period	$ 186,232	$ -
Supplemental Disclosure of Cash Flow Information:		
Offering costs paid via promissory note - related party	$ -	$ 15,000
Remeasurement of carrying value to redemption value	$ 899,202	$ -

The accompanying notes are an integral part of these unaudited financial statements.

CHARLTON ARIA ACQUISITION CORPORATION
NOTES TO UNAUDITED FINANCIAL STATEMENTS

Note 1 — Organization, Business Operation and Going Concern Consideration

Charlton Aria Acquisition Corporation (the "Company") is a blank check company incorporated in the Cayman Islands on March 22, 2024 as an exempted company with limited liability. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or similar business combination involving the Company, with one or more businesses or entities (the "initial business combination"). The Company's efforts to identify a prospective target business will not be limited to a particular industry or geographic location. The Company has elected December 31 as its fiscal year end.

As of March 31, 2025, the Company had not commenced any operations. For the period from March 22, 2024 (inception) through March 31, 2025, the Company's efforts have been limited to organizational activities as well as activities related to the initial public offering (the "IPO") and search for target for business combination. The Company will not generate any operating revenues until after the completion of an initial business combination, at the earliest. The Company will generate non-operating income in the form of dividend and/or interest income from the proceeds derived from the IPO and private placement ("Private Placement", see Note 4).

The Company's management has broad discretion with respect to the specific application of the net proceeds of the IPO and the sale of the Private Placements Units (as defined below), although substantially all of the net proceeds are intended to be applied generally toward consummating an initial business combination. There is no assurance that the Company will be able to complete an initial business combination successfully.

The Company's founder and sponsor is ST Sponsor II Limited, a Cayman Islands exempted company (the "sponsor"). The Company's ability to commence operations is contingent upon obtaining adequate financial resources through IPO and the Private Placement.

On October 25, 2024, the Company consummated its initial public offering (the "IPO") of 7,500,000 units ("Units"). Each Unit consists of one Class A ordinary share, $0.0001 par value per share, and one right to receive of one-eighth of one Class A ordinary share upon the completion of the initial business combination. The Units were sold at an offering price of $10.00 per Unit, generating total gross proceeds of $75,000,000.

Simultaneously with the consummation of the IPO and the sale of the Units, the Company consummated the private placement ("Private Placement") of 240,000 units (the "Private Placement Units") to the sponsor, at a price of $10.00 per Private Placement Unit, generating total proceeds of $2,400,000, which is described in Note 4.

In connection with the IPO, the underwriters were granted an option to purchase up to 1,125,000 additional Units to cover over-allotments, if any (the "Over-allotment Option"). On November 19, 2024, the Representative exercised the Over-allotment Option in part, and purchased 1,000,000 Units (the "Option Units"), generating gross proceeds of $10,000,000. Simultaneously with the issuance and sale of the Option Units, the Company completed a private placement sale of 15,000 Private Units (the "Additional Private Placement Units") to the sponsor at a purchase price of $10.00 Private Units, generating gross proceeds of $150,000. The Company also issued an additional 10,000 Representative Shares to the Representative.

In connection with the offering of the Option Units and the sale of Additional Private Placement Units, the proceeds of $10,025,000 from the proceeds of the offering of the Option Units and the sale of Additional Private Placement Units were placed in the trust account established for the benefit of the Company's public shareholders and the underwriters of the IPO, with Continental Stock Transfer & Trust Company acting as trustee.

31,250 shares of the 2,156,250 Class B ordinary shares, par value $0.0001 per share ("Class B ordinary share" or "founder shares") (see Note 4) held by the sponsor were forfeited to the extent that the underwriters' over-allotment option was exercised in part, so that our insiders will collectively own 20.0% of our issued and outstanding shares after the IPO (without given effect to the sale of the Private Placement Units, the Representative Shares (as defined below), and assuming our directors, officers, Sponsor or any of the foregoing's affiliates (collectively, "insiders") do not purchase Units in the IPO).

Transaction costs amounted to $3,408,558, consisting of $1,275,000 of underwriting commissions which was paid in cash at the closing date of the IPO, $1,700,000 of deferred underwriting commissions, $92,195 of the Representative Shares (discussed in the below), and $341,363 of other offering costs.

In conjunction with the IPO, the Company issued to the underwriter 85,000 Class A ordinary shares for no consideration (the "Representative Shares"). The fair value of the Representative Shares accounted for as compensation under Accounting Standards Codification ("ASC") 718, "Compensation – Stock Compensation" ("ASC 718") is included in the offering costs. The estimated fair value of the Representative Shares in connection with the IPO and the offering of the Option Units totaled $92,195.

The Company's initial business combination must occur with one or more target businesses that together have an aggregate fair market value of at least 80% of the value of the trust account (excluding any deferred underwriters' fees and taxes payable on the income earned on the trust account) at the time of the agreement to enter into the initial business combination. The Company will complete its initial business combination only if the post-transaction company in which its public shareholders own shares will own or acquire 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act. There is no assurance that the Company will be able to complete an initial business combination successfully.

Upon the closing of the IPO, management has agreed that at least $10.025 per Unit sold in the IPO will be held into a U.S.-based trust account ("trust account"). The funds held in the trust account will be invested only in U.S. government treasury bills with a maturity of 185 days or less, or in money market funds meeting the applicable conditions of Rule 2a-7 promulgated under the Investment Company Act which invest solely in direct U.S. government treasury. Except with respect to divided and/or interest earned on the funds held in the trust account that may be released to the Company to pay the Company's tax obligation, if any, the proceeds from the IPO and the sale of the Private Placement Units that are deposited and held in the trust account will not be released from the trust account until the earliest to occur of (i) the completion of the Company's initial business combination, (ii) the redemption of any public shares properly tendered in connection with a shareholder vote to amend the company's memorandum and articles of association effective at the time to (A) modify the substance or timing of obligation to redeem 100% of the Company's public shares if the Company does not complete the Company's initial business combination by the Combination Deadline (as defined below), or (B) with respect to any other provision relating to shareholders' rights or pre-initial business combination activity and (iii) the redemption of all of public shares if the Company is unable to complete their initial business combination by the, subject to applicable law. In no other circumstances will a public shareholder have any right or interest of any kind to or in the trust account. The proceeds deposited in the trust account could become subject to the claims of the Company's creditors, if any, which could have priority over the claims of the public shareholders.

The Company will have until April 25, 2026 (or 18 months from the consummation of the IPO) to consummate its initial business combination. If it anticipates that it may not be able to consummate its initial business combination by then, it may, but is not obligated to, extend the period of time to consummate an initial business combination two times by an additional three months each time (until July 25, 2026 or October 25, 2026, or up to 21 months or 24 months from the consummation of the IPO to complete an initial business combination), provided that the sponsor and/or designees must deposit into the trust account for each three months extension, $850,000 ($0.10 per unit in either case), up to an aggregate of $1,750,000 on or prior to the date of the applicable deadline. The applicable deadline to consummate the initial business combination in each case, April 25, 2026, July 25, 2026, or October 25, 2026, is referred as the "Combination Deadline".

The Company will provide its public shareholders with the opportunity to redeem all or a portion of their public shares upon the completion of the initial business combination either (i) in connection with a shareholder meeting called to approve the initial business combination or (ii) by means of a tender offer.

The ordinary shares subject to redemption accredited to the redemption value and classified as temporary equity upon the completion of the IPO, in accordance with Financial Accounting Standard Board's (FASB) Accounting Standards Codification ("ASC") Topic 480 "Distinguishing Liabilities from Equity." The Company has determined not to consummate any initial business combination unless the Company has net tangible assets of at least $5,000,001 upon such consummation in order to avoid being subject to Rule 419 promulgated under the Securities Act.

If the Company does not complete its initial business combination by Combination Deadline, the Company will: (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but no more than ten business days thereafter, redeem the public shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the trust account, including interest earned on the funds held in the trust account and not previously released to the Company to pay taxes that were paid by the Company or are payable by the Company, if any (less up to $100,000 of interest generated from the funds held in the trust account released to us to pay dissolution expenses) divided by the number of the then-issued and outstanding public shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of its remaining shareholders and its board of directors, liquidate and dissolve, subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable time). The sponsor and each member of management team have entered into an agreement with the Company, pursuant to which they have agreed to waive their rights to liquidating distributions from the trust account with respect to any founder shares they hold if the Company fails to consummate an initial business combination by the Combination Deadline.

The sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or Business Combination agreement, reduce the amount of funds in the trust account to below the lesser of (i) $10.025 per public share and (ii) the actual amount per public share held in the trust account as of the date of the liquidation of the trust account, if less than $10.025 per share due to reductions in the value of the trust assets, less taxes payable, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the trust account (whether or not such waiver is enforceable) nor will it apply to any claims under the Company's indemnity of the underwriters of this offering against certain liabilities, including liabilities under the Securities Act. However, the Company has not asked the sponsor to reserve for such indemnification obligations, nor have the Company independently verified whether the Company's sponsor has sufficient funds to satisfy its indemnity obligations and believe that the Sponsor's only assets are securities of the company. Therefore, it cannot be assured that that the sponsor would be able to satisfy those obligations. None of the officers or directors will indemnify the Company for claims by third parties including, without limitation, claims by vendors and prospective target businesses.

Going Concern Consideration

As of March 31, 2025, the Company had $186,232 of cash and a working capital of $239,205. The Company expects to incur significant professional costs to remain as a publicly traded company and to incur significant transaction costs in pursuit of the consummation of an initial business combination. In connection with the Company's assessment of going concern considerations in accordance with Accounting Standards Update ("ASU") 2014-15, "Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern," management has determined that these conditions raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the unaudited financial statements are issued. Management's plan in addressing this uncertainty is through the Working Capital Loans, as defined below (see Note 5). In addition, if the Company is unable to complete an initial business combination within the Combination Period by April 25, 2026, unless further extended, the Company's board of directors would proceed to commence a voluntary liquidation and thereby a formal dissolution of the Company. There is no assurance that the Company's plans to consummate an initial business combination will be successful within the Combination Period. As a result, management has determined that such additional condition also raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the unaudited financial statements are issued. The unaudited financial statement does not include any adjustments that might result from the outcome of this uncertainty.

Risks and Uncertainties

As a result of the military action commenced in February 2022 by the Russian Federation and Belarus in the country of Ukraine and related economic sanctions, the Company's ability to consummate an initial business combination, or the operations of a target business with which the Company ultimately consummates an initial business combination, may be materially and adversely affected. In addition, the Company's ability to consummate a transaction may be dependent on the ability to raise equity and debt financing which may be impacted by these events, including as a result of increased market volatility, or decreased market liquidity in third-party financing being unavailable on terms acceptable to the Company or at all. The impact of this action and related sanctions on the world economy and the specific impact on the Company's financial position, results of operations and/or ability to consummate an initial business combination are not yet determinable. The unaudited financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 2 — Significant accounting policies

Basis of Presentation

The accompanying unaudited financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("US GAAP") and pursuant to the rules and regulations of the SEC. The interim financial information provided is unaudited but includes all adjustments which management considers necessary for the fair presentation of the results for the period. Operating results for the interim period ended March 31, 2025 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2025. The information included in this Form 10-Q should be read in conjunction with information included in the Company's annual report on Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission on March 24, 2025.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended, (the "Securities Act"), as modified by the Jumpstart Our Business Startups Act of 2012, as amended (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such an election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's unaudited financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates

The preparation of unaudited financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Cash

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company has cash of $186,232 and $447,419 as of March 31, 2025 and December 31, 2024, respectively.

Cash and Investments Held in Trust Account

As of March 31, 2025 and December 31, 2024, substantially all of the assets of $86,769,326 and $85,870,124 held in the trust account, which are invested primarily in money market funds. These investments are presented on the balance sheet at fair value at the end of each reporting period. Earnings on these investments are included in interest and dividends income in the accompanying statements of operations and is automatically reinvested. The fair value for these investments is determined using quoted market prices in active markets.

Offering Costs

The Company complies with the requirements of ASC 340-10-S99-1 and SEC Staff Accounting Bulletin ("SAB") Topic 5A — *Expenses of Offering*. Deferred offering costs consist of underwriting, legal, and other expenses incurred through the balance sheet date that are directly related to the Initial Public Offering and were charged to shareholders' equity upon the completion of the Initial Public Offering.

Fair Value of Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under FASB ASC 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the accompanying balance sheet, primarily due to their short-term nature.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times, may exceed the Federal Depository Insurance Coverage ("FDIC") of $250,000. As of March 31, 2025, and December 31, 2024, $0 and $197,419, respectively, were over the FDIC limit. The Company has not experienced losses on these accounts.

Net Income (Loss) Per Share

The Company complies with accounting and disclosure requirements of FASB ASC 260, Earnings Per Share. Net income (loss) per ordinary share is computed by dividing net income (loss) by the weighted average number of ordinary shares outstanding for the period. Remeasurement of carrying value to redemption value of redeemable ordinary shares is excluded from income (loss) per share as the redemption value approximates fair value. For the three months ended March 31, 2025, the Company has not considered the effect of the 8,755,000 Rights included in the Units, the Private Placement Units, the Option Units and the Additional Private Placement Units, in the calculation of diluted net income per share, since the conversion of the Rights is contingent upon the occurrence of future events and the inclusion of such Rights would be anti-dilutive and the Company did not have any other dilutive securities and other contracts that could, potentially, be exercised or converted into ordinary shares and then share in the earnings of the Company. As a result, diluted income (loss) per share is the same as basic income (loss) per share for the periods presented.

	For The Three Months Ended March 31, 2025		For The Period From March 22, 2024 (Inception) Through March 31, 2024	
	Redeemable	Non-Redeemable	Redeemable	Non-Redeemable
	Class A Ordinary Shares	Class A and Class B Ordinary Shares	Class A Ordinary Shares	Class A and Class B Ordinary Shares
Basic and diluted net income (loss) per ordinary share:				
Numerators:				
Allocation of net income (loss)	$ 566,866	$ 164,391	$ -	$ (20)
Denominators:				
Basic and diluted weighted average shares outstanding	8,500,000	2,465,000	-	-
Basic and diluted net income per ordinary share	$ 0.07	$ 0.07	$ -	$ -

Fair Value of Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under FASB ASC 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the accompanying balance sheet, primarily due to their short-term nature.

The Company applies ASC 820, which establishes a framework for measuring fair value and clarifies the definition of fair value within that framework. ASC 820 defines fair value as an exit price, which is the price that would be received for an asset or paid to transfer a liability in the Company's principal or most advantageous market in an orderly transaction between market participants on the measurement date. The fair value hierarchy established in ASC 820 generally requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs reflect the assumptions that market participants would use in pricing the asset or liability and are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the entity's own assumptions based on market data and the entity's judgments about the assumptions that market participants would use in pricing the asset or liability and are to be developed based on the best information available in the circumstances.

- Level 1 — Assets and liabilities with unadjusted, quoted prices listed on active market exchanges. Inputs to the fair value measurement are observable inputs, such as quoted prices in active markets for identical assets or liabilities.

- Level 2 — Inputs to the fair value measurement are determined using prices for recently traded assets and liabilities with similar underlying terms, as well as direct or indirect observable inputs, such as interest rates and yield curves that are observable at commonly quoted intervals.

- Level 3 — Inputs to the fair value measurement are unobservable inputs, such as estimates, assumptions, and valuation techniques when little or no market data exists for the assets or liabilities.

The following table presents information about the Company's assets that are measured at fair value on March 31, 2025 and December 31, 2024 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value.

March 31, 2025	Carrying Value	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets:				
Cash and investments held in trust account	$ 86,769,326	$ 86,769,326	$ -	$ -
Total	$ 86,769,326	$ 86,769,326	$ -	$ -

December 31, 2024	Carrying Value	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets:				
Cash and investments held in trust account	$ 85,870,124	$ 85,870,124	$ -	$ -
Total	$ 85,870,124	$ 85,870,124	$ -	$ -

The rights were valued, using a calculation prepared by management which takes into consideration the probability of completion of the IPO, an implied probability of the completion of an initial business combination and a Discount for Lack of Marketability calculation. The rights are classified as Level 3 at the measurement date due to the use of unobservable inputs including the probability of an initial business combination, the probability of the initial public offering, and other risk factors.

Class A ordinary shares subject to possible redemption

The Company accounts for its Class A ordinary shares subject to possible redemption in accordance with the guidance in ASC Topic 480, "Distinguishing Liabilities from Equity" (ASC 480). Ordinary shares subject to mandatory redemption (if any) will be classified as a liability instrument and will be measured at fair value. Conditionally redeemable ordinary shares (including ordinary shares that features redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) will be classified as temporary equity. At all other times, ordinary shares will be classified as shareholders' equity. In accordance with ASC 480-10-S99, the Company classifies the Class A ordinary shares subject to redemption outside of permanent equity as the redemption provisions are not solely within the control of the Company. Given that the 8,500,000 Class A ordinary shares sold as part of the Units in the IPO were issued with other freestanding instruments (i.e., rights), the initial carrying value of Class A ordinary shares classified as temporary equity has been allocated to the proceeds determined in accordance with ASC 470-20. If it is probable that the equity instrument will become redeemable, the Company has the option to either (i) accrete changes in the redemption value over the period from the date of issuance (or from the date that it becomes probable that the instrument will become redeemable, if later) to the earliest redemption date of the instrument or (ii) recognize changes in the redemption value immediately as they occur and adjust the carrying amount of the instrument to equal the redemption value at the end of each reporting period. The Company has elected to recognize the changes in the redemption value immediately as they occur and adjust the carrying amount of the instrument to equal the redemption value at the end of each reporting period.

As of March 31, 2025 and December 31, 2024, the Class A ordinary shares subject to possible redemption reflected in the balance sheet are reconciled in the following table:

Class A ordinary shares subject to possible redemption, March 22, 2024 (Inception)	**$** -
Gross Proceeds	85,000,000
Less:	
Proceeds allocated to Public Rights	(1,152,422)
Proceeds allocated to over-allotment option	(197,896)
Redeemable Class A ordinary shares issuance cost	(3,350,023)
Plus:	
Initial measurement of carrying value to redemption value	4,912,841
Remeasurement of carrying value to redemption value	657,624
Class A ordinary shares subject to possible redemption, December 31, 2024	85,870,124
Plus: Remeasurement of carrying value to redemption value	899,202
Class A ordinary shares subject to possible redemption, March 31, 2025	$ 86,769,326

Income Taxes

The Company accounts for income taxes under ASC 740 Income Taxes ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statement and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim period, disclosure and transition. Based on the Company's evaluation, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's unaudited financial statements.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of March 31, 2025 and December 31, 2024. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

There is currently no taxation imposed on income by the Government of the Cayman Islands. In accordance with Cayman Islands federal income tax regulations, income taxes are not levied on the Company. Consequently, income taxes are not reflected in the Company's unaudited financial statements.

Related parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the Company's unaudited financial statements.

Note 3 — Initial Public Offering

On October 25, 2024, the Company sold 7,500,000 Units in its IPO. On November 19, 2024, the Representative exercised the over-allotment option in part, and purchased 1,000,000 Units. Each Unit has an offering price of $10.00 and consists of one share of the Company's Class A ordinary share and one right. Each right entitles the holder thereof to receive one-eighth of one Class A ordinary share upon completion of the Company's initial business combination. The Company will not issue fractional shares. As a result, the holder must hold rights in multiples of 8 in order to receive shares for all of their rights upon closing of an initial business combination.

Note 4 — Private Placement

Simultaneously with the closing of the IPO and the Option Units in part, the sponsor purchased an aggregate of 255,000 Units at a price of $10.00 per Unit for an aggregate purchase price of $2,550,000 in the Private Placement. Each Private Placement Units was identical to the Units sold in the IPO, except that it will not be redeemable, transferable, assignable or salable by the sponsor until the completion of its initial business combination (except to certain permitted transferees).

Note 5 — Related Party Transactions

Founder Shares

On April 23, 2024, the Company issued 2,156,250 Class B ordinary shares, or founder shares, par value $0.0001 per share, to its Sponsor for a purchase price of $25,000, or approximately $0.0116 per share. The founder shares held by the Company's insiders was reduced by an aggregate of 31,250 forfeited shares to the extent that the underwriters' over-allotment option was exercised in part, so that its insiders would collectively own 20.0% of its issued and outstanding shares after this offering (without given effect to the sale of the Private Placement Units, the Representative Shares, and assuming our insiders do not purchase Units in the IPO).

On September 11, 2024, the sponsor entered into a securities transfer agreement, pursuant to which the sponsor transferred 100,000 founder shares and 60,000 founder shares to Mr. Will Garner, the Company's Chairman and CEO, and Ms. Yuanmei Ma, the Company's CFO, respectively, for a total consideration of $1,855, or approximately $0.0116 per share. The fair value of the transfer of the 160,000 founder shares accounted for as compensation under Accounting Standards Codification ("ASC") 718, "Compensation – Stock Compensation" ("ASC 718"). The estimated fair value of the 160,000 founder shares totaled $187,200. On September 11, 2024, the Company recognized a share-based compensation expense of $185,345, net of the nominal cash consideration of $1,855 paid by the officers.

On October 24, 2024, the effective date of the registration statement of the IPO, the sponsor transferred an aggregate of 60,000 of its founder shares, or 20,000 each to its three independent directors for their board service, for nominal cash consideration, of $696. The fair value of the transfer of the 60,000 founder shares accounted for as compensation under Accounting Standards Codification ("ASC") 718, "Compensation – Stock Compensation" ("ASC 718"). The estimated fair value of the 60,000 founder shares totaled $65,046. On October 24, 2024, the Company recognized a share-based compensation expense of $64,350, net of the nominal cash consideration of $696 paid by the directors.

The Private Placement shares are identical to the Class A ordinary shares included in the Units being sold in this offering. However, the Company's insiders have agreed, pursuant to written letter agreements with the Company, (A) to vote their founder shares and Private Placement shares (as well as any public shares acquired in or after this offering) in favor of any initial business combination, (B) not to propose, or vote in favor of, an amendment to the Company's memorandum and articles of association effective at the time that would stop the Company's public shareholders from redeeming their shares for cash or selling their founder shares and Private Placement shares to the Company in connection with an initial business combination or affect the substance or timing of the Company's obligation to redeem 100% of the Company's public shares if the Company do not complete an initial business combination by the Combination Deadline, (C) not to redeem any founder shares and Private Placement shares (as well as any other shares acquired in or after this offering) for cash from the trust account in connection with a shareholder vote to approve the Company's proposed an initial business combination (or sell any shares they hold to the Company in a tender offer in connection with a proposed initial business combination) or a vote to amend the provisions of the Company's memorandum and articles of association effective at the time relating to shareholders' rights or pre-initial business combination activity and (D) that the founder shares and Private Placement shares shall not participate in any liquidating distribution upon winding up if an initial business combination is not consummated.

The insiders have agreed not to transfer, assign or sell any of the founder shares (except to certain permitted transferees) until (1) with respect to 50% of the founder shares, the earlier of six months after the date of the consummation of the Company's initial business combination and the date on which the closing price of the Company's ordinary shares equals or exceeds $12.50 per share (as adjusted for share subdivisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing after the Company's initial business combination and (2) with respect to the remaining 50% of the founder shares, six months after the date of the consummation of the Company's initial business combination, or earlier, in either case, if, subsequent to the Company's initial business combination, the Company consummate a liquidation, merger, share exchange or other similar transaction which results in all of the Company's shareholders having the right to exchange their ordinary shares for cash, securities or other property.

The Private Placement Units (including the underlying securities) will not be transferable, assignable or saleable until the completion of the Company's initial business combination (except to certain permitted transferees).

Due to related parties

On June 14, 2024, the Company appointed Mr. Will Garner as Chairman, Chief Executive Officer ("CEO") and a member of board of directors of the Company. During his Term as a Chairman and CEO, he will receive annual cash compensation in the amount of $7,500, payable each month.

As of March 31, 2025 and December 31, 2024, the Company had compensation expenses payable to Mr. Will Garner of $8,750.

On May 25, 2024, the Company appointed Ms. Yuanmei Ma as Chief Financial Officer, in addition to her current position as a member of the board of the directors. During her Term as Chief Financial Officer and a member of board of directors of the Company, she will receive annual cash compensation in the amount of $5,000, payable each month.

As of March 31, 2025 and December 31, 2024, the Company had compensation expenses payable to Ms. Yuanmei Ma of $5,000.

Promissory Note — Related Party

On April 18, 2024, the sponsor has agreed to loan the Company up to $500,000 (the "Promissory Note") to be used for a portion of the expenses of the IPO. The Promissory Note of $273,969 is non-interest bearing, unsecured and is due at the earlier of (1) December 31, 2024 or (2) the date on which the Company consummates an initial public offering. The Promissory Note was repaid upon the closing of the IPO out of the offering proceeds not held in the trust account. As of March 31, 2025 and December 31, 2024, the Company had Promissory Note of $0.

Working Capital Loans

In addition, in order to meet the Company's working capital needs following the consummation of the initial public offering if the funds not held in the trust account are insufficient, or to extend its life, its insiders, officers and directors or their affiliates/designees may, but are not obligated to, loan the Company funds, from time to time or at any time, in whatever amount they deem reasonable in their sole discretion. Each loan would be evidenced by a promissory note. The notes would either be paid upon consummation of the Company's initial business combination, without interest, or, at the lender's discretion, up to $3,000,000 of the notes ("Working Capital Loans") may be converted upon consummation of the Company's initial business combination into working capital Units at a price of $10.00 per Unit. If the Company does not complete an initial business combination, the loans would be repaid out of funds not held in the trust account, and only to the extent available.

As of March 31, 2025 and December 31, 2024, the Company had no borrowings under the Working Capital Loans.

Note 6 — Commitments and Contingencies

Registration Rights

The holders of the founder shares, Private Placement Units (including securities contained therein) and Units (including securities contained therein) that may be issued on conversion of working capital loans or extension loans will be entitled to registration rights pursuant to a registration rights agreement to be signed prior to or on the effective date of this offering requiring the Company to register such securities for resale. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the Company's completion of the Company's initial business combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Underwriting Agreement

The Company had granted the underwriter a 45-day option to purchase up to an additional 1,125,000 Units solely to cover over-allotments, if any. The underwriters had exercised the 1,000,000 Option Units in part on November 19, 2024.

The underwriter was entitled to a cash underwriting discounts and commissions of $0.15 per Unit, or $1,275,000, and paid at the closing of the IPO and the Option Units in part. In connection with the IPO, the underwriter was issued an aggregate of 85,000 Class A ordinary shares, or Representative Shares, with a fair value of $92,195.

Additionally, the underwriter will be entitled to a cash underwriting discounts and commissions of $0.20 per Unit, or $1,700,000, at the closing of the initial business combination as deferred underwriting fee. If the Company does not complete its initial business combination within the time period required by its second amended and restated memorandum and articles of association, the underwriters have agreed that (i) they will forfeit any rights or claims to their deferred underwriting discounts and commissions, including any accrued interest thereon, then in the trust account, and (ii) that the deferred underwriters' discounts and commissions will be included with the funds held in the trust account that will be available to fund the redemption of our public shares.

As of March 31, 2025 and December 31, 2024, deferred underwriting discounts and commissions amounted to $1,700,000 payable upon consummation of the Company's initial business combination.

Note 7 — Shareholder's Equity

Preference Share — The Company is authorized to issue 5,000,000 shares of preference share, $0.0001 par value, with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. As of March 31, 2025 and December 31, 2024, there were no preference shares issued or outstanding.

Class A Ordinary Share — The Company is authorized to issue 445,000,000 Class A ordinary share with $0.0001 par value. As of March 31, 2025 and December 31, 2024, there were 340,000 shares of Class A ordinary share issued or outstanding, excluding 8,500,000 Class A ordinary shares subject to possible redemption.

Class B Ordinary Share — The Company is authorized to issue 50,000,000 Class B ordinary share with $0.0001 par value. In April 2024, the Company issued an aggregate of 2,156,250 founder shares to the sponsor for an aggregate purchase price of $25,000, or approximately $0.01 per share. Of the aggregate 2,156,250 Class B ordinary share outstanding, an aggregate of 31,250 shares were forfeited to the Company by the sponsor for no consideration to the extent that the underwriter's over-allotment option was exercised in part, so that the initial shareholder will collectively own 20.0% of the Company's issued and outstanding shares of ordinary share after the IPO (without given effect to the sale of the Private Placement Units, the Representative Shares, and assuming our insiders do not purchase Units in the IPO).

On September 11, 2024, the sponsor transferred an aggregate of 160,000 of its founder shares, or 100,000 of its founder shares and 60,000 of its founder shares to Mr. Garner, the Company's Chairman and CEO, and Ms. Ma, the Company's CFO, respectively, for their officer services (See Note 5).

On October 24, 2024, the effective date of the registration statement of the IPO, the sponsor transferred an aggregate of 60,000 of its founder shares, or 20,000 each to the Company's three independent directors for their board service (See Note 5).

Prior to the Company's initial business combination, pursuant to its second amended and restated memorandum and articles of association, only holders of Class B ordinary shares, or founder shares will have the right to vote on the appointment of directors. Holders of our Class A ordinary shares will not be entitled to vote on the appointment of directors as long as the Company has Class B ordinary shares issued and outstanding. In addition, prior to its initial business combination, only holders of a majority of our Class B ordinary shares may remove a member of the board of directors for any reason. Accordingly, holders of Class A ordinary shares may not have any say in selecting management of the Company prior to the consummation of an initial business combination as long as the Company has class B ordinary shares issued and outstanding.

The Class B ordinary shares will automatically convert into Class A ordinary shares at the time of the initial business combination at a one-to-one ratio.

Rights

As of March 31, 2025 and December 31, 2024, there were 8,500,000 Public Rights and 255,000 private rights included in the Private Placement Units outstanding. Except in cases where the Company is not the surviving company in an initial business combination, each holder of a right will automatically receive one-eighth of one Class A ordinary share upon consummation of the Company's initial business combination. In the event the Company will not be the surviving company upon completion of the Company's initial business combination, each right will automatically be converted to receive the kind and amount of securities or properties of the surviving entity that each one-eighth of one Class A ordinary share underlying each right is entitled to upon consummation of the initial business combination subject to any dissenter rights under the applicable law. The Company will not issue fractional shares in connection with a conversion of rights. Fractional shares will either be rounded down to the nearest whole share or otherwise addressed in accordance with the applicable provisions of the Companies Act and any other applicable Cayman Islands law. As a result, you must hold rights in multiples of eight in order to receive shares for all of your Class A ordinary shares underlying the rights upon closing of an initial business combination. If the Company is unable to complete an initial business combination within the required time period and the Company redeems the public shares for the funds held in the trust account, holders of rights will not receive any of such funds for their rights and the rights will expire worthless. The Company shall reserve such amount of its profits or share premium in order to pay up the par value of each share issuable in respect of the rights.

Note 8 — Segment Information

ASC Topic 280, "Segment Reporting," establishes standards for companies to report in their financial statement information about operating segments, products, services, geographic areas, and major customers. Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly evaluated by the Company's chief operating decision maker, or group, in deciding how to allocate resources and assess performance.

The Company's chief operating decision maker has been identified as the Chief Executive Officer ("CODM"), who reviews the operating results for the Company as a whole to make decisions about allocating resources and assessing financial performance. Accordingly, management has determined that the Company only has one operating segment.

When evaluating the Company's performance and making key decisions regarding resource allocation, the CODM reviews the key metric, formation and operating costs and interest income and dividends earned on investment held in Trust Account which include the accompanying unaudited statement of operations.

The key measures of segment profit or loss reviewed by our CODM are interest and dividends earned on investment held in Trust Account and formation and operating costs. The CODM reviews interest and dividends earned on investment held in Trust Account to measure and monitor shareholder value and determine the most effective strategy of investment with the Trust Account funds while maintaining compliance with the trust agreement. Formation and operating costs are reviewed and monitored by the CODM to manage and forecast cash to ensure enough capital is available to complete a business combination within the business combination period. The CODM also reviews formation and operating costs to manage, maintain and enforce all contractual agreements to ensure costs are aligned with all agreements and budget. The CODM also specifically reviews professional service fees in connection with the business combination, which are a significant segment expense as these represent significant costs affecting the Company's consummation of the business combination. However, for the three months ended March 31, 2025 and for the period from March 22, 2024 (inception) to March 31, 2024, professional service fees in connection with the business combination amounted to $0.

Note 9 — Subsequent Events

The Company evaluated subsequent events and transactions that occurred after the balance sheet date through the date when these unaudited financial statements were issued. Based on this review, the Company did not identify any subsequent events that would require adjustment or disclosure in the unaudited financial statements, other than the event described below.

On May 12, 2025, Sunny Tan Kah Wei, then director and sole shareholder of the Sponsor, entered into a share purchase agreement with Sovereign Global Trust LLC ("Investor"), a Delaware limited liability company, under which Mr. Tan agreed to (x) sell all 100 issued and outstanding ordinary shares of the Sponsor to the Investor, and (y) appoint the Investor as the new director of the Sponsor on the same day; in exchange, Mr. Tan would receive (x) $4 million in cash and (y) resign as director of the Sponsor upon closing (the "Closing") of the transactions contemplated under the share purchase agreement on May 13, 2025. It is expected that upon Closing, the Investor shall become sole director and shareholder of the Sponsor and shall have exclusive investment and management authority over the Sponsor.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

References in this report (the "Quarterly Report") to "we," "us" or the "Company" refer to Charlton Aria Acquisition Corporation. References to our "management" or our "management team" refer to our officers and directors, and references to the "Sponsor" refer to ST Sponsor II Limited. The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the unaudited financial statements and the notes thereto contained elsewhere in this Quarterly Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

Special Note Regarding Forward-Looking Statements

This Quarterly Report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") that are not historical facts, and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. All statements, other than statements of historical fact included in this Quarterly Report including, without limitation, statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding the Company's financial position, business strategy and the plans and objectives of management for future operations, are forward-looking statements. Words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would" and variations thereof and similar words and expressions are intended to identify such forward-looking statements. Such forward- looking statements relate to future events or future performance, but reflect management's current beliefs, based on information currently available. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. For information identifying important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Risk Factors section of the Company's final prospectus for its initial public offering (the "IPO" described below) filed with the Securities Exchange Commission (the "SEC") on October 24, 2024 (File No. 333-282313) (the "Prospectus"). The Company's securities filings can be accessed on the EDGAR section of the SEC's website at www.sec.gov. Except as expressly required by applicable securities law, the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Overview

Charlton Aria Acquisition Corporation (the "Company") is a blank check company incorporated in the Cayman Islands on March 22, 2024 as an exempted company with limited liability. The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities (the "Business Combination"). We intend to effectuate our Business Combination using cash from the proceeds of our IPO and the sale of our shares, debt or a combination of cash, equity and debt. We expect to continue to incur significant costs in the pursuit of our acquisition plans. We cannot assure you that our plans to complete a Business Combination will be successful.

Our Initial Public Offering

On October 25, 2024, we consummated our IPO of 7,500,000 units (the "Public Units"), each Public Unit consisting of one Class A ordinary share (the "Class A Ordinary Shares") of the Company, par value $0.0001 per share (the "Public Shares"), and one right (the "Rights") of the Company, each right entitling the holder to receive one-eighth of one Class A Ordinary Share for $11.50 per share (the "Public Rights"). The Public Units were sold at a price of $10.00 per Unit, and the IPO generated gross proceeds of $75,000,000. Simultaneously with the closing of the IPO, we consummated a private placement (the "Private Placement") with ST Sponsor II Limited, our sponsor (the "Sponsor"), of an aggregate of 240,000 units (the "Private Placement Units") at a price of $10.00 per Private Placement Unit, generating gross proceeds to the Company of $2,400,000. Each Private Placement Unit consists of one Class A ordinary share (the "Private Placement Shares"), and one Right (the "Private Placement Rights"). The terms and provisions of the Private Placement Shares and Private Placement Rights in the Private Placement Units are identical to the Public Shares and Public Rights, respectively, except that, subject to certain limited exceptions, the Private Placement Shares are subject to transfer restrictions until the consummation of the Company's Business Combination. On October 25, 2024, a total of $75,187,500 of the net proceeds from the IPO and the Private Placement was deposited in a trust account (the "Trust Account") established for the benefit of the Company's Public Shareholders at a U.S. based trust account, with Continental Stock Transfer & Trust Company, acting as trustee.

We also issued to Clear Street LLC, the representative of the underwriters of the IPO (the "Representative"), 75,000 Class A Ordinary Shares as part of the underwriting compensation (the "Representative Shares") on the closing of the IPO. The Representative Shares are identical to the Class A Ordinary Shares included in the Units, with certain exceptions.

The underwriters have been granted a 45-day option to purchase up to an additional 1,125,000 units offered by the Company to cover over-allotments, if any. Up to 281,250 shares of the 2,156,250 Class B ordinary shares, par value $0.0001 per share ("Class B ordinary share") of the Company held by our Sponsor (the "Founder Shares") will be forfeited to the extent that the underwriters' over-allotment option is not exercised in full or in part, so that our insiders will collectively own 20.0% of our issued and outstanding shares after the IPO (without given effect to the sale of the Private Placement Units, the Representative Shares, and assuming our directors, officers, Sponsor or any of the foregoing's affiliates (collectively, the "insiders") do not purchase Public Units in the IPO). On November 19, 2024, the Representative exercised the Over-allotment Option in part, and purchased 1,000,000 Units (the "Option Units"), generating gross proceeds of $10,000,000. Simultaneously with the issuance and sale of the Option Units, the Company completed a private placement sale of 15,000 Private Placement Units (the "Additional Private Placement Units") to the sponsor at a purchase price of $10.00 Private Placement Units, generating gross proceeds of $150,000.

Since our IPO, our sole business activity has been identifying, evaluating suitable acquisition transaction candidates and preparing for consummation of a Business Combination. We presently have no revenue and have had losses since inception from incurring formation and operating costs. We have relied upon the sale of our securities and loans from the Sponsor and other parties to fund our operations.

Separation of Units

On November 25, 2024, the Company announced that holders of the Company's Public Units may elect to separately trade the Public Shares and Public Rights from the Public Units, commencing on or about November 26, 2024.

The Class A ordinary shares and rights trade on the Nasdaq Global Market ("Nasdaq") under the symbols "CHAR" and "CHARR", respectively. Units not separated continue to trade on Nasdaq under the symbol "CHARU."

Cancellation of Founder Shares

On December 9, 2024, after the expiration of the Over-Allotment Option, pursuant to the IPO Prospectus and the founder share purchase agreement between the Company and the sponsor, the Company and the sponsor agreed to cancel 31,250 Class B ordinary shares of the Company so that our insiders would collectively own 20.0% of our issued and outstanding shares after the IPO. As a result, 2,125,000 founder shares remained issued and outstanding as a result.

Sponsor Change

On May 12, 2025, Sunny Tan Kah Wei, then director and sole shareholder of the Sponsor, entered into a share purchase agreement with Sovereign Global Trust LLC ("Investor"), a Delaware limited liability company, under which Mr. Tan agreed to (x) sell all 100 issued and outstanding ordinary shares of the Sponsor to the Investor, and (y) appoint the Investor as the new director of the Sponsor on the same day; in exchange, Mr. Tan would receive (x) $4 million in cash and (y) resign as director of the Sponsor upon closing (the "Closing") of the transactions contemplated under the share purchase agreement on May 13, 2025. It is expected that upon Closing, the Investor shall become sole director and shareholder of the Sponsor and shall have exclusive investment and management authority over the Sponsor.

Results of Operations

We have neither engaged in any operations nor generated any revenues to date. Our only activities from March 22, 2024 (inception) to March 31, 2025 were organizational activities, those necessary to prepare for the IPO, described below, and, after the IPO, identifying a target company for an initial business combination. We do not expect to generate any operating revenues until after the completion of our initial business combination. We may generate non-operating income in the form of interest and dividends earned on investments held in the trust account. We incur expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses in connection with completing an initial business combination.

For the three months ended March 31, 2025, we had a net income of $731,257, which consisted of interest and dividends earned on investments held in trust account of $899,202 and interest income of $2,307, which was offset by formation and operating costs of $170,252.

For the period from March 22, 2024 (inception) through March 31, 2024, we had a net loss of $20, which consisted of formation and operating costs of $20.

Liquidity and Capital Resources

The Company's liquidity needs up to March 31, 2025 had been satisfied through a payment from the sponsor of $25,000 for the founder shares to cover certain offering costs and the proceeds from the public offering and private placements.

As of March 31, 2025, the Company had cash of $186,232 and working capital of $239,205.

For the three months ended March 31, 2025, there was $261,187 of cash used in operating activities resulting from dividend earned on investments held in trust account of $899,202 and the increase in prepaid expenses of $95,920. The changes were offset by net income of $731,257 and the increase in accounts payable and accrued expenses of $2,678.

For the period from March 22, 2024 (inception) through March 31, 2024, there was $0 of cash used in or provided by operating activities.

For the three months ended March 31, 2025 and for the period from March 22, 2024 (inception) through March 31, 2024, there was no investing activities.

For the three months ended March 31, 2025 and for the period from March 22, 2024 (inception) through March 31, 2024, there was no financing activities.

We intend to use the funds held outside the Trust Account to primarily identify and evaluate target businesses, perform business due diligence on prospective target businesses, travel to and from the offices, plants or similar locations of prospective target businesses or their representatives or owners, review corporate documents and material agreements of prospective target businesses, structure, negotiate and complete an initial business combination.

In order to fund working capital deficiencies or finance transaction costs in connection with a Business Combination, our Insiders or their affiliates or designees may, but are not obligated to, loan us funds as may be required. If the Company completes the Business Combination, it would repay such loaned amounts. In the event that the Business Combination does not close, we may use a portion of the working capital held outside the Trust Account to repay such loaned amounts but no proceeds from the Trust Account would be used for such repayment. Up to $3,000,000 of such loans (the "Working Capital Loans") may be convertible into Units of the Company, at a price of $10.00 per Unit (the "Working Capital Units") at the option of the lender.

We do not believe we will need to raise additional funds in order to meet the expenditures required for operating our business. However, if our estimate of the costs of identifying a target business, undertaking in-depth due diligence and negotiating a Business Combination are less than the actual amount necessary to do so, we may have insufficient funds available to operate our business prior to our Business Combination. Moreover, we may need to obtain additional financing either to complete our Business Combination or because we become obligated to redeem a significant number of our Public Shares upon completion of our Business Combination, in which case we may issue additional securities or incur debt in connection with such Business Combination.

In connection with our assessment of going concern considerations in accordance with Financial Accounting Standard Board's Accounting Standards Codification Subtopic 205-40, Presentation of Financial Statements - Going Concern," management has determined that these conditions raise substantial doubt about our ability to continue as a going concern. The management's plan in addressing this uncertainty is through the Working Capital Loans. In addition, if we are unable to complete a Business Combination within the Combination Period by April 25, 2026, if not further extended, our board of directors would proceed to commence a voluntary liquidation and thereby a formal dissolution of us. There is no assurance that our plans to consummate a Business Combination will be successful within the Combination Period. As a result, management has determined that such conditions raise substantial doubt about our ability to continue as a going concern within one year after the date that the unaudited financial statements are issued. The unaudited financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Off-Balance Sheet Financing Arrangements

We have no obligations, assets or liabilities, which would be considered off-balance sheet arrangements as of March 31, 2025. We do not participate in transactions that create relationships with unconsolidated entities or financial partnerships, often referred to as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements. We have not entered into any off-balance sheet financing arrangements, established any special purpose entities, guaranteed any debt or commitments of other entities, or purchased any non-financial assets.

Contractual Obligations

Registration Rights

The holders of the founder shares and Private Placement Units, including any Working Capital Units of those issued upon conversion of Working Capital Loans will be entitled to registration rights pursuant to a registration rights agreement signed on October 24, 2024 by and among the Company and the insiders. The holders of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed after the completion of our initial business combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company will bear the costs and expenses of filing any such registration statements.

Underwriting Agreement

We granted the underwriters a 45-day option from the date of the IPO to purchase up to 1,125,000 additional Public Units to cover over-allotments, if any, at the IPO price less the underwriting discounts and commissions. The underwriters had exercised the over-allotment option in part and purchased 1,000,000 Public Units on November 19, 2024.

The underwriters received a cash underwriting discount of $0.15 per Public Unit, or $1,275,000 in the aggregate and paid at the closing of the IPO and the exercising of over-allotment option in part. In addition, the underwriters will be entitled to a deferred fee of $0.20 per Public Unit, or approximately $1,700,000 in the aggregate upon the consummation of an initial business combination. The deferred fee will become payable to the underwriters from the amounts held in the trust account solely in the event that the Company completes its initial business combination, subject to the terms of the underwriting agreement dated October 24, 2024, by and between the Company and Clear Street LLC.

Critical Accounting Policies

The preparation of unaudited financial statements in conformity with accounting principles generally accepted in the United States of America (the "US GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the unaudited financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. We did not identify any critical accounting estimates.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on our unaudited financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information otherwise required under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this Report, is recorded, processed, summarized, and reported within the time period specified in the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure. Our management evaluated, with the participation of our current chief executive officer and chief financial officer) (our "Certifying Officers"), the effectiveness of our disclosure controls and procedures as of March 31, 2025, pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our chief executive officer and chief financial officer concluded that, have concluded that during the period covered by this report, our disclosure controls and procedures were not effective.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

This quarterly report on Form 10-Q (the "Quarterly Report") does not include an attestation report of internal controls from our independent registered public accounting firm due to our status as an emerging growth company under the JOBS Act.

Changes in Internal Control Over Financial Reporting

During the period covered by this Quarterly Report on Form 10-Q, there has been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter covered by this report that has materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are not a party to any material legal proceedings and no material legal proceedings have been threatened by us or, to the best of our knowledge, against us.

ITEM 1A. RISK FACTORS.

As a smaller reporting company, we are not required to include risk factors in this Report. However, factors that could cause our actual results to differ materially from those in this Quarterly Report are any of the risks described in our Prospectus. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations. As of the date of this Quarterly Report, there have been no material changes to the risk factors disclosed in our Prospectus.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS FROM REGISTERED SECURITIES.

Unregistered Sales of Equity Securities

On October 25, 2024, simultaneously with the closing of the IPO, the Company completed the Private Placement of 240,000 Private Placement Units to the Company's sponsor, at a purchase price of $10.00 per Private Placement Units, generating gross proceeds to the Company of $2,400,000.

The above sales were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act. No commissions were paid in connection with such sales.

In connection with the IPO, the underwriters were granted an option to purchase up to 1,125,000 additional Units to cover over-allotments, if any (the "Over-allotment Option"). On November 19, 2024, the Representative exercised the Over-allotment Option in part, and purchased 1,000,000 Units (the "Option Units"), generating gross proceeds of $10,000,000. Simultaneously with the issuance and sale of the Option Units, the Company completed a private placement sale of 15,000 Private Placement Units (the "Additional Private Placement Units") to the sponsor at a purchase price of $10.00 Private Placement Units, generating gross proceeds of $150,000.

The sales of the Additional Private Placement Units issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act. No commissions were paid in connection with such sales.

Use of Proceeds

On October 25, 2024, we consummated the IPO of 7,500,000 Public Units, at a price of $10.00 per Unit, generating gross proceeds of $75,000,000. Simultaneously with the closing of the IPO, we consummated the sale of 240,000 Private Placement Units, to our sponsor in Private Placement, generating gross proceeds of $2,400,000.

The net proceeds of $75,187,500 from the IPO and the Private Placement were placed in the Trust Account established for the benefit of the Company's public shareholders and the underwriters of the IPO with Continental Stock Transfer & Trust Company acting as trustee.

On November 19, 2024, in connection with the offering of the Option Units and the sale of Additional Private Placement Units, the proceeds of $10,025,000 from the proceeds of the offering of the Option Units and the sale of Additional Private Placement Units were placed in the trust account established for the benefit of the Company's public shareholders and the underwriters of the IPO, with Continental Stock Transfer & Trust Company acting as trustee.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

On May 12, 2025, Sunny Tan Kah Wei, then director and sole shareholder of ST Sponsor II Limited, a Cayman Islands exempted company and the sponsor of the Company's initial public offering (the "Sponsor"), entered into a share purchase agreement with Sovereign Global Trust LLC ("Investor"), a Delaware limited liability company, under which Mr. Tan agreed to (x) sell all 100 issued and outstanding ordinary shares of the Sponsor to the Investor, and (y) appoint the Investor as the new director of the Sponsor on the same day; in exchange, Mr. Tan would receive (x) $4 million in cash and (y) resign as director of the Sponsor upon closing (the "Closing") of the transactions contemplated under the share purchase agreement on May 13, 2025. It is expected that upon Closing, the Investor shall become sole director and shareholder of the Sponsor and shall have exclusive investment and management authority over the Sponsor.

ITEM 6. EXHIBITS

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit No.	Description
31.1*	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith

** Furnished.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Charlton Aria Acquisition Corporation

Date: May 12, 2025

By: /s/ Robert W. Garner
Robert W. Garner
Chief Executive Officer
(Principal Executive Officer)

Date: May 12, 2025

By: /s/ Yuanmei Ma
Yuanmei Ma
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert W. Garner, certify that:

1. I have reviewed this report on Form 10-Q of Charlton Aria Acquisition Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2025

/s/ Robert W. Garner

Robert W. Garner
CEO
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Yuanmei Ma, certify that:

1. I have reviewed this report on Form 10-Q of Charlton Aria Acquisition Corporation:

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2025

/s/ Yuanmei Ma

Yuanmei Ma
CFO
(Principal Financial Officer
and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, in his capacity as an officer of Charlton Aria Acquisition Corporation (the "Company"), for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) The Quarterly Report of the Company on Form 10-Q for the quarter ended on March 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 12, 2025

/s/ Robert W. Garner
Robert W. Garner
CEO
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, in her capacity as an officer of Charlton Aria Acquisition Corporation (the "Company"), for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) The Quarterly Report of the Company on Form 10-Q for the quarter ended on March 31, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 12, 2025

/s/ Yuanmei Ma
Yuanmei Ma
CFO
(Principal Financial Officer and
Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.