AEDGE GROUP LIMITED

Company Registration No. 201933214E
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("**AGM**") of **AEDGE GROUP LIMITED** (the "**Company**") will be held at **SAFRA Toa Payoh, Level 3, Lorong 6 Toa Payoh, Singapore 319387** on Thursday, 24 October 2024 at 10.00 a.m. to transact the following business.

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Statement of Directors and the Independent Auditor's Report thereon. **Resolution 1**

2. To approve the payment of Directors' Fees of S$112,000 for the financial year ended 30 June 2024 (FY2023: S$117,000). **Resolution 2**

3. To re-elect Mr Ng Choon Beng, a Director who is retiring pursuant to Regulation 98 of the Company's Constitution. **Resolution 3**

   [See Explanatory Note (i)]

4. To re-elect Mr Guok Chin Huat Samuel, a Director who is retiring pursuant to Regulation 98 of the Company's Constitution. **Resolution 4**

   [See Explanatory Note (ii)]

5. To re-elect Mr Lim Tai Toon, a Director who is retiring pursuant to Regulation 102 of the Company's Constitution. **Resolution 5**

   [See Explanatory Note (iii)]

6. To re-appoint Messrs Moore Stephens LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:

7. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AEDGE PERFORMANCE SHARE PLAN** **Resolution 7**

   "THAT pursuant to Section 161 of the Companies Act 1967 and the provisions of the Aedge Performance Share Plan ("**PSP**"), approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards granted under the PSP, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the PSP, when aggregated with the aggregate number of Shares over which options and awards are granted under any other share option schemes or share schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time."

   [See Explanatory Note (iv)]

8. **AUTHORITY TO ALLOT AND ISSUE SHARES** **Resolution 8**

"THAT pursuant to Section 161 of the Companies Act 1967 and the Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to (i) issue and allot new shares ("**Shares**") in the capital of the Company (whether by way of rights, bonus or otherwise); and/or make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force, provided that:

(1) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company ("**Shareholders**") are not given the opportunity to participate in the same on a pro-rata basis ("**non pro-rata basis**"), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);

(2) (Subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time such authority was conferred, after adjusting for:

   (a) new Shares arising from the conversion or exercise of any convertible securities;

   (b) new Shares arising from the exercising of share options or the vesting of share awards which are outstanding or subsisting at the time this resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules of the SGX-ST; and

   (c) any subsequent consolidation or subdivision of the Shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Rules of Catalist of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and unless revoked or varied by the Company in a general meeting, the authority so conferred shall continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier."

[See Explanatory Note (v)]

9. **PROPOSED DIVERSIFICATION** **Resolution 9**

(1) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business ("**Proposed Diversification**") to include:

(a) property development activities including the acquisition, development, disposal and/or leasing of various types of properties, including but not limited to hospitality, commercial (retail and office), industrial, foreign workers' dormitories and student dormitories ("**Property Related Assets**");

(b) the redevelopment of existing buildings and undertaking asset enhancement works to add value to the properties acquired for the purposes of increasing capital value and realising such increased capital value with the objective of achieving the sale and/or leasing of the properties;

(c) the investment or acquisition or otherwise disposal of:– (i) any Property Related Assets; and/or (ii) investments, shares and/or other interests in any entity that holds Property Related Assets and/or is in the business of property development, property investment and property management, including but not limited to holding of Property Related Assets as long term investment for the collection of rent, capital growth potential and/or provision of property related services and facilities; and

(d) the management of Property Related Assets; and

(2) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the matters referred to in paragraph (1) above.

[See Explanatory Note (vi)]

BY ORDER OF THE BOARD

POH SOON KENG
EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

9 October 2024

Explanatory Notes:

(i) Mr Ng Choon Beng will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.

(ii) Mr Guok Chin Huat Samuel will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Remuneration Committee and a member of Audit and Risk Committee. The Board considers Mr Guok Chin Huat Samuel to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(iii) Mr Lim Tai Toon will, upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairman of the Audit and Risk Committee and a member of the Nominating Committee and Remuneration Committee. The Board considers Mr Lim Tai Toon to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information on Mr Ng Choon Beng, Mr Guok Chin Huat Samuel and Mr Lim Tai Toon can be found under the "Board of Directors" and "Disclosure of information on directors seeking re-election pursuant to Rule 720(5) of the Catalist Rules" sections in the Company's Annual Report 2024.

(iv) The proposed ordinary resolution 7, if passed, will empower the Directors of the Company to allot and issue Shares in the Company with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of our Company, collectively of up to a number not exceeding in total 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company from time to time pursuant to the grant of share awards under the PSP.

(v) The proposed ordinary resolution 8, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to issue shares in the Company up to an amount not exceeding 100% of the total number of issued shares in the capital of the Company with a sub-limit of 50% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interest of the Company.

(vi) The proposed ordinary resolution 9 is to approve the Proposed Diversification. Please refer to the Appendix to the Annual Report 2024 for more information on the Proposed Diversification.

Notes:–

1. Printed copies of this notice of AGM (the "**Notice**"), Proxy Form and Request Form will be sent to members by post. Printed copies of the Annual Report 2024 and Appendix to the Annual Report 2024 will not be sent to members. A member may request a printed copy of the Annual Report 2024 and Appendix to the Annual Report 2024 by completing the Request Form. The Notice, Proxy Form, Request Form, Annual Report 2024 and Appendix to the Annual Report 2024 are also published on the SGX website at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.aedge.com.sg/.

Appointment of Proxies

2. A member of the Company who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his/her shareholding and any second named proxy shall be deemed to be an alternate to the first named proxy. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney. Where an instrument appointing proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.

3. A member of the Company who is entitled to attend and vote at the AGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in its stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

4. Investors who hold shares through relevant intermediaries who wish to participate in the AGM should approach their respective agents at least (7) seven working days before the AGM, so that the necessary arrangements can be made by the relevant agents for their participating in the AGM.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy, including the Chairman of the AGM, need not be a member of the Company.

6. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions, failing which, the appointment of the Chairman of the AGM as proxy for the resolutions will be treated as invalid.

7. The instrument or form appointing a proxy, duly executed, must be submitted (a) via email to sg.is.proxy@sg.tricorglobal.com; or (b) by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619, in each case, no later than 10.00 a.m. on 21 October 2024 (being not less than 72 hours before the time appointed for holding the AGM) in order for the proxy to be entitled to attend and vote at the AGM.

Submission of Questions

8. Members or their appointed proxy(ies) may pre-submit questions relating to the resolutions to be tabled for approval at the AGM (a) via email to agmqueries@aedge.com.sg; or (b) by post to the Company's registered office at 4009 Ang Mo Kio Avenue 10, #04-33 Tech Place 1, Singapore 569738, by **5.00 p.m. on 16 October 2024**.

9. Members who pre-submit questions via email or by post to the Company must provide their full name as it appears in the CDP records, address, contact number, email address, number of shares in the Company for verification. Questions submitted by members whose identification details are lacking will not be entertained.

10. For questions submitted in advance of the AGM, the Company will provide responses to all substantial and relevant questions by publication on the SGX website and the Company's website by 18 October 2024, to facilitate members' votes and to allow members to make an informed decision on the resolutions to be tabled at the AGM. Questions received after **5.00 p.m. on 16 October 2024** will be addressed at the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company and/or his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the AGM) may be recorded by the Company for such purpose.