AEDGE GROUP LIMITED
(Company Registration Number: 201933214E)
(Incorporated in the Republic of Singapore)
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING

DATE	:	Thursday, 24 October 2024
TIME	:	10.00 a.m.
VENUE	:	SAFRA Toa Payoh, Level 3, Lorong 6 Toa Payoh, Singapore 319387
PRESENT	:	**Board of Directors** Mr Poh Soon Keng - Executive Chairman and Chief Executive Officer ("**CEO**") Mr Ng Choon Beng - Executive Director Mr Lim Tai Toon - Lead Independent Director Mr Goh Joon Lian - Independent Non-executive Director Mr Guok Chin Huat Samuel - Independent Non-executive Director **Shareholders** As set out in the attendance records maintained by the Company.
IN ATTENDANCE	:	Members of management, the Company Secretary and other external professionals as set out in the attendance records maintained by the Company.
CHAIRMAN OF THE MEETING	:	Mr Poh Soon Keng

1. INTRODUCTION & QUORUM

1.1 Mr Poh Soon Keng, Executive Chairman and CEO of the Company, welcomed shareholders to the Annual General Meeting (the "**Meeting**" or "**AGM**") of the Company. As a quorum was present, the Chairman declared the Meeting open.

1.2 The Chairman introduced the Board of Directors present at the AGM.

1.3 Voting was by poll. Tricor Singapore Pte. Ltd. and CitadelCorp Pte. Ltd. had been appointed as polling agent and independent scrutineer respectively for the conduct of the poll. The validity of the proxies submitted by shareholders had been duly verified and the votes of all such valid proxies had been duly counted and verified.

1.4 It was noted that the Chairman had been appointed as proxy by some shareholders and he would be voting in accordance with those shareholders' instructions.

2. QUESTION & ANSWER SESSION

2.1 As set out in the notice convening the AGM dated 9 October 2024 ("**Notice**"), shareholders were invited to pre-submit their questions relating to the Resolutions tabled at the Meeting. The Company did not receive any questions from shareholders in advance of the AGM.

2.2 Shareholders were invited to raise their questions, if any, before proceeding to the Resolutions.

2.3 As there were no question received, the Chairman declared the Q&A session closed and proceeded to the Resolutions.

3. NOTICE OF AGM

3.1 The Notice was taken as read.

3.2 The Chairman informed the Meeting that he would be proposing all motions from Resolutions 1 to 9.

ORDINARY BUSINESS

4. ORDINARY RESOLUTION 1 – AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

4.1 The first Resolution is 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 Independent Auditor's Report thereon.

4.2 The Chairman proposed the motion:

"*That the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Statement of Directors and Independent Auditor's Report thereon be received and adopted*."

5. ORDINARY RESOLUTION 2 – DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

5.1 Resolution 2 is to approve the payment of Directors' fees of S$112,000 for the financial year ended 30 June 2024.

5.2 The Chairman proposed the motion:

"*That the payment of Directors' Fee of S$112,000 for the financial year ended 30 June 2024 be approved*."

6. ORDINARY RESOLUTION 3 – RE-ELECTION OF MR NG CHOON BENG AS DIRECTOR

6.1 Resolution 3 is to re-elect Mr Ng Choon Beng as a Director of the Company.

6.2 Shareholders were informed that Mr Ng Choon Beng, who was retiring as a Director of the Company under Regulation 98 of the Company's Constitution, had signified his consent to continue in office.

6.3 Mr Ng Choon Beng would upon re-election at this Meeting remain as an Executive Director of the Company.

6.4 The Chairman proposed the motion:

"*That Mr Ng Choon Beng be re-elected as a Director of the Company*."

7. ORDINARY RESOLUTION 4 – RE-ELECTION OF MR GUOK CHIN HUAT SAMUEL AS DIRECTOR

7.1 Resolution 4 is to re-elect Mr Guok Chin Huat Samuel as a Director of the Company.

7.2 Shareholders were informed that Mr Guok Chin Huat Samuel, who was retiring as a Director of the Company under Regulation 98 of the Company's Constitution, had signified his consent to continue in office.

7.3 Mr Guok Chin Huat Samuel would upon re-election at this Meeting remain as an Independent Non-Executive Director, Chairman of the Remuneration Committee and a member of Audit and Risk Committee. The Board of Directors of the Company ("**Board**") considered Mr Guok Chin Huat Samuel to be independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of the Catalist ("**Catalist Rules**").

7.4 The Chairman proposed the motion:

"*That Mr Guok Chin Huat Samuel be re-elected as a Director of the Company*."

8. ORDINARY RESOLUTION 5 – RE-ELECTION OF MR LIM TAI TOON AS DIRECTOR

8.1 Resolution 5 is to re-elect Mr Lim Tai Toon as a Director of the Company.

8.2 Shareholders were informed that Mr Lim Tai Toon, who was retiring as a Director of the Company under Regulation 102 of the Company's Constitution, had signified his consent to continue in office.

8.3 Mr Lim Tai Toon would upon re-election at this Meeting 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 considered Mr Lim Tai Toon to be independent for the purposes of Rule 704(7) of the Catalist Rules

8.4 The Chairman proposed the motion:

"*That Mr Lim Tai Toon be re-elected as a Director of the Company*."

9. ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS

9.1 Resolution 6 is to approve the re-appointment of Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

9.2 The Chairman proposed the motion:

"*That Messrs Moore Stephens LLP be re-appointed as Auditors of the Company and the Directors of the Company be authorised to fix their remuneration*."

SPECIAL BUSINESS

10. ORDINARY RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AEDGE PERFORMANCE SHARE PLAN

10.1 Resolution 7 is to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and the provisions of the Aedge Performance Share Plan.

10.2 The full text of Resolution 7 is set out in the Notice and was taken as read.

10.3 The Chairman proposed the motion:

"*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 shares 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."

11. ORDINARY RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES

11.1 Resolution 8 is to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and the Catalist Rules of the Singapore Exchange Securities Trading Limited.

11.2 The full text of Resolution 8 is set out in the Notice and was taken as read.

11.3 The Chairman proposed the motion:

*"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."

12. ORDINARY RESOLUTION 9 – PROPOSED DIVERSIFICATION

12.1 Resolution 9 is to approve the diversification by the Company and its subsidiaries of its core business with the full details as attached in the appendix to the Annual Report.

12.2 The full text of Resolution 9 is set out in the Notice and was taken as read.

12.3 The Chairman proposed the motion:

"*That:*

*(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."

13. RESULTS OF POLL VOTING

13.1 The Meeting proceeded to conduct poll voting. The following poll results, which were duly verified, were announced at the Meeting:

Resolution number and details	FOR		AGAINST	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)
Ordinary Resolution 1 Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2024 and the Auditor's Report thereon	91,809,000	100	0	0
Ordinary Resolution 2 Approval of payment of Directors' fees of S$112,000 for the financial year ended 30 June 2024	91,809,000	100	0	0
Ordinary Resolution 3 Re-election of Mr Ng Choon Beng as a Director	91,809,000	100	0	0
Ordinary Resolution 4 Re-election of Mr Guok Chin Huat Samuel as a Director	91,809,000	100	0	0
Ordinary Resolution 5 Re-election of Mr Lim Tai Toon as a Director	91,809,000	100	0	0
Ordinary Resolution 6 Re-appointment of Messrs Moore Stephens LLP as Auditor of the Company and authorising the Directors to fix their remuneration	91,809,000	100	0	0
Ordinary Resolution 7 Approval of authority to allot and issue new shares under the Aedge Performance Share Plan	91,809,000	100	0	0
Ordinary Resolution 8 Authority to allot and issue Shares	91,809,000	100	0	0
Ordinary Resolution 9 Proposed diversification of business	91,809,000	100	0	0

13.2 Based on the poll results, the Chairman declared all the Resolutions carried.

14. CONCLUSION OF AGM

14.1 There being no further business, the Chairman declared the AGM closed at 10:12 a.m. and thanked shareholders for their attendance and support.

Confirmed as a True Record of Proceedings Held

Poh Soon Keng
Chairman of the Meeting

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*This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**").*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01- 01, Singapore 229957, telephone (65) 6590 6881.