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

PROPOSED PLACEMENT OF 16,667,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT A PLACEMENT PRICE OF S$0.21 PER PLACEMENT SHARE

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1. INTRODUCTION

1.1 The Board of Directors (the "**Board**") of Aedge Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**") is pleased to announce that the Company has on 24 July 2026 entered into a placement agreement (the "**Placement Agreement**") with Hong Leong Finance Limited (the "**Placement Agent**"). The Placement Agent has appointed CGS International Securities Singapore Pte. Ltd. as the sub-placement agent (the "**Sub-placement Agent**") in relation to the Proposed Placement (as defined below). Pursuant to the Placement Agreement, the Company has agreed to offer, by way of placement, and the Placement Agent has agreed, on an underwritten basis, to procure subscriptions for an aggregate of 16,667,000 fully paid-up ordinary shares in the capital of the Company (each a "**Share**" and such new shares the "**Placement Shares**") at a placement price of S$0.21 per Placement Share (the "**Placement Price**"), amounting to an aggregate consideration of approximately S$3,500,070 (the "**Proposed Placement**"), subject to the terms and conditions of the Placement Agreement.

1.2 The Proposed Placement will be undertaken on the basis of the exemptions set out in Sections 272B, 274 or 275 of the SFA of the Securities and Futures Act 2001 of Singapore (the "**SFA**"). As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

2. THE PROPOSED PLACEMENT AND SALIENT TERMS OF THE PLACEMENT AGREEMENT

2.1 Placement Price

The Placement Price was arrived at pursuant to discussions with the Placement Agent, taking into account, among others, the prevailing market price of the Shares and represents a discount of approximately 8.70% to the volume-weighted average price (the "**VWAP**") of S$0.23 per Share for trades done on the Shares on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 23 July 2026, being the last full market day prior to the trading halt.

2.2 Placement Shares

The Placement Shares represent approximately 10.29% of the existing issued and paid-up share capital of the Company comprising 161,924,950 Shares in issue (excluding treasury shares) and will represent approximately 9.33% of the enlarged number of issued Shares in the capital of the Company of 178,591,950 Shares (excluding treasury shares). The Placement Shares shall be issued and allotted free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with all existing issued ordinary shares in the capital of the Company (the "**Shares**") except that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the Completion Date (as defined below).

The Placement Shares will not be placed to any person who is a director or a substantial shareholder of the Company as at the date of this announcement, an interested person as defined in Chapter 9 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the SGX-ST or any other person in the categories set out in Rule 812(1) of the Catalist Rules, unless such subscription is otherwise agreed to by the SGX-ST or specific shareholders' approval is obtained.

The Placement Shares to be issued under the Proposed Placement will not result in any transfer of controlling interest in the Company.

Salient Terms of the Placement Agreement

2.3 **Commission**

In consideration of the Placement Agent's agreement to procure subscriptions for the Placement Shares, the Placement Agent and the Sub-placement Agent shall together be entitled to a placement commission of 3.0% of the Placement Price for each Placement Share for which subscriptions have been procured as at the Completion Date (defined below) (each, a "**Placed Share**" and such commission the "**Commission**") (which shall be inclusive of any goods and services tax thereon). The Commission shall be set off and deducted from the Placement Monies received by the Sub-placement Agent from the end-placees, and the Company shall not be liable to pay the Commission, or any part thereof, to the Placement Agent or the Sub-placement Agent.

In addition to the Commission, the Placement Agent and the Sub-placement Agent shall be entitled to keep for their own account any brokerage which they may receive from the end-placees for whom they have procured subscriptions and payment of the Placement Shares. The Placement Agent and the Sub-placement Agent shall be entitled to charge each end-placee, and each end-placee shall pay to the Placement Agent or the Sub-placement Agent (as the case may be), an end-placees' commission of 1.0% of the Placement Price (including, if applicable, any goods and services tax thereon) for each Placed Share.

2.4 **Completion**

Subject to the terms and conditions of the Placement Agreement, completion of the Proposed Placement under the Placement Agreement (the "**Completion**") shall take place on the date (the "**Completion Date**") falling no later than three (3) business days after the last of the conditions precedent is fulfilled, but in any event being a date no later than the date falling eight (8) weeks after the date of the Placement Agreement or such other date as the Company and the Placement Agent may mutually agree.

2.5 **Conditions Precedent**

Completion of the Proposed Placement pursuant to the Placement Agreement is conditional upon the following:-

(a) in-principle approval from the SGX-ST for the listing and quotation of the Placement Shares on the Catalist and not having been revoked or amended and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares on the Catalist are required to be fulfilled on or before the Completion Date, they are so fulfilled to the satisfaction of the SGX-ST or waived by the SGX-ST;

(b) as of the Completion Date, the trading of the Shares on the Catalist not being suspended by the SGX-ST (other than a trading halt on a temporary basis requested by the Company) and the Shares not having been delisted from the Catalist;

(c) an applicable safe harbour exemption or exemptions under the SFA (including any of Sections 272B, 274 or 275 of the SFA) exempting the Company from having to register a prospectus in relation to the Proposed Placement, being applicable to the Proposed Placement under the Placement Agreement;

(d) the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction, which is applicable to the Company or the Placement Agent;

(e) the delivery to the Placement Agent on the Completion Date, of a completion certificate, substantially in the form set out in the Placement Agreement, signed on behalf of the Company by its duly authorised officers;

(f) the Placement Shares being issued in reliance on the General Mandate (as defined in Section 3.1 below) obtained by the Company at its annual general meeting on 28 October 2025 and there being no further shareholders' approval required for and in connection with the Proposed Placement;

(g) there not having occurred, in the reasonable opinion of the Placement Agent, any circumstance, event or situation which is or is likely to have a material adverse effect (as defined in the Placement Agreement), subsequent to the date of the Placement Agreement which, in the reasonable opinion of the Placement Agent, is or is reasonably likely to make it impracticable or inadvisable or inexpedient to proceed with the Proposed Placement or is reasonably likely to prejudice materially the success of the Proposed Placement or dealings in the Placement Shares in the secondary market; and

(h) the representations, warranties and undertakings of the Company in the Placement Agreement remaining true and correct in all material respects as at the Completion Date and the Company having performed all of its obligations thereunder to be performed on or before the Completion Date.

3. AUTHORITY FOR THE ISSUANCE OF PLACEMENT SHARES

3.1 The Placement Shares will be allotted and issued pursuant to the general share issue mandate (the "**General Mandate**") granted by the shareholders of the Company (the "**Shareholders**") by an ordinary resolution passed at the annual general meeting of the Company held on 28 October 2025 ("**AGM**").

The General Mandate authorises the Directors to, among other things, issue Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), and upon such terms and conditions, and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that, among other things, the aggregate number of Shares to be issued other than on a *pro rata* basis to existing Shareholders does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM, 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; and (c) any consolidation or sub-division of Shares.

3.2 As at the date on which the General Mandate was approved by the Shareholders, the Company had 107,950,000 Shares (excluding treasury shares and subsidiary holdings). The aggregate number of Shares and convertible securities that therefore may be issued pursuant to the General Mandate is no more than 107,950,000 Shares (the "**Mandate Limit**") provided that the aggregate number of Shares to be issued other than on a *pro rata* basis to existing Shareholders does not exceed 53,975,000 Shares (the "**Mandate Sub-limit**").

3.3 Since the AGM, the Company has issued and allotted 53,974,950 Shares on 25 March 2026 (each a "**Bonus Share**" and such issuance the "**Bonus Share Issuance**") on the basis of one (1) Bonus Share to be credited as fully paid for every two (2) Shares held by Shareholders as at the record date of the Bonus Share Issuance.

3.4 When aggregated with the Bonus Shares issued under the Bonus Share Issuance, the proposed issuance of 16,667,000 Placement Shares will be within the Mandate Limit. In addition, the proposed issuance of 16,667,000 Placement Shares will be within the Mandate Sub-limit. As such, specific approval of the Shareholders will not be required for the allotment and issue of the 16,667,000 Placement Shares.

4. ADDITIONAL LISTING APPLICATION

The Company will be applying to the SGX-ST (through its Sponsor) for the dealing in, listing of and quotation for the Placement Shares on the Catalist board of the SGX-ST and will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST.

5. RATIONALE FOR THE PROPOSED PLACEMENT

5.1 Rationale

The Company has decided to undertake the Proposed Placement for (a) business expansion, in particular to support the growth of the Group's investment properties division; (b) to strengthen the Group's general working capital position and provide the Group with financial flexibility to fund day-to-day operations; and (c) to broaden the Company’s shareholder base, which may in turn improve the trading liquidity of its Shares. In view of the foregoing, the Directors are of the opinion that the Proposed Placement is beneficial for the Group.

5.2 Use of Proceeds

The estimated gross proceeds to be raised, assuming that all the Placement Shares are issued, would be approximately S$3,500,070. The estimated net proceeds from the Proposed Placement, after deducting estimated fees and expenses (including listing and application fees, the Commission, professional fees and other miscellaneous expenses of approximately S$135,000), is approximately S$3,365,070 (the "**Net Proceeds**").

The Net Proceeds are intended to be utilised by the Group in the following manner:

(a) approximately S$1,682,535 (representing approximately 50% of the Net Proceeds), to fund capital expenditure for business expansion, namely to support the growth of the Group's investment properties division; and

(b) approximately S$1,682,535 (representing approximately 50% of the Net Proceeds), for the general working capital of the Group.

5.3 The Company will make periodic announcement(s) as to the use of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full-year financial statements issued under Rule 705 of the Catalist Rules and its annual report(s). Where the Net Proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the relevant announcement(s) and annual report(s). Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

5.4 Pending deployment of the Net Proceeds, such Net Proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments or debt instruments or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit from time to time.

6. DIRECTORS' CONFIRMATION

In accordance with Rule 810(1)(c) of the Catalist Rules, the Directors are of the opinion that, after taking into consideration:

(a) the present bank facilities available to the Group and the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the foregoing, the Company has decided to undertake the Proposed Placement for the reasons set out in paragraph 5 of this announcement; and

(b) the present bank facilities available to the Group and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

7. CONFIRMATIONS BY PLACEMENT AGENT

The Placement Agent has confirmed, to the best of its knowledge, and in relation to the Proposed Placement that:

(a) the Commission will not be shared with any of the end-placees of the Proposed Placement;

(b) the Placement Agent and the Sub-placement Agent have obtained or will obtain (as the case may be) representations from the end-placees of the Proposed Placement that (i) such end-placees are not acting in concert (as defined under the Singapore Code on Take-overs and Mergers) with any other party in the Proposed Placement and (ii) such end-placee subscription for the Placement Shares is for its own investment purposes and it will not be holding the Placement Shares on trust for any other person;

(c) the Proposed Placement will not result in the transfer of a controlling interest of the Company as defined in Rule 803 of the Catalist Rules;

(d) the Placement Shares will not be placed to any person who is a director or a substantial shareholder of the Company as at the date of this announcement, an interested person as defined in Chapter 9 of the Catalist Rules or any other person in the categories set out in Rule 812(1) of the Catalist Rules;

(e) the Placement Agent has, and the Sub-Placement Agent has, obtained or will obtain (as the case may be) representations from the end-placees that each of them and their directors and substantial shareholders (to the extent applicable) do not have any relationships/ connections (including any business relationship) with the Company and its directors and substantial shareholders;

(f) there are no share borrowing arrangements entered into to facilitate the Proposed Placement; and

(g) none of the placees will become a substantial shareholder of the Company as a result of the Proposed Placement.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or substantial shareholders of the Company and their respective associates have any interest, direct or indirect, in the Proposed Placement, other than through their respective directorships and/or shareholdings (if any) in the Company.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Placement Agreement may be inspected at the Company's registered office at 4009 Ang Mo Kio Ave 10, #04-33 Tech Place I, Singapore 569738 during normal business hours for three (3) months from the date of this announcement.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

11. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and release announcements relating to the Proposed Placement (including any material developments and progress made) as may be appropriate from time to time.

12. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Placement remains subject to, among others, the fulfilment of the conditions precedent pursuant to the Placement Agreement. There is no certainty or assurance that the conditions precedent can be fulfilled or that the Proposed Placement will be undertaken. Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully and to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

BY ORDER OF THE BOARD

Poh Soon Keng
Executive Chairman and CEO
24 July 2026

Notification under Section 309B of the Securities and Futures Act 2001 of Singapore: The Placement Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).
