NOTICE OF **ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Aedge Group Limited (the "**Company**") will be convened and held by way of electronic means on Thursday, 28 October 2021 at 10:30 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 2021 together with the Statement of Directors and the Independent Auditor's Report thereon. **Resolution 1**

2. To declare a first and final dividend tax exempt one-tier dividend of one (1) Singapore cent per ordinary share for the financial year ended 30 June 2021. **Resolution 2**

3. To approve the payment of Directors' Fees of S$63,789 for the financial year ended 30 June 2021. **Resolution 3**

4. To re-elect Mr Teo Joo Huak, a Director who is retiring pursuant to Regulation 98 of the Company's Constitution. **Resolution 4**

   [See Explanatory Note (i)]

5. To re-elect Mr Goh Joon Lian, a Director who is retiring pursuant to Regulation 98 of the Company's Constitution. **Resolution 5**

   [See Explanatory Note (ii)]

6. To appoint Messrs Moore Stephens LLP as the Auditors of the Company in place of the retiring Auditors, Messrs KPMG LLP, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.

   [See Explanatory Note (iii)] **Resolution 6**

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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 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, Chapter 50 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)]

BY ORDER OF THE BOARD

LOH SIEW KEEN
COMPANY SECRETARY
SINGAPORE

6 October 2021

NOTICE OF **ANNUAL GENERAL MEETING**

Explanatory Notes:

(i) Mr Teo Joo Huak, upon re-election as Director of the Company, remains a member of the Audit and Risk Committee and Remuneration Committee. The Board considers Mr Teo to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(ii) Mr Goh Joon Lian, upon re-election as Director of the Company, remains as the Chairman of Nominating Committee as well as a member of the Audit and Risk Committee and Remuneration Committee. The Board considers Mr Goh to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information of Mr Teo Joo Huak and Mr Goh Joon Lian 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 2021.

(iii) Resolution 6 proposed in item 6 above is to approve the appointment of Messrs Moore Stephens LLP ("**MS**") as Auditors of the Company in place of the retiring Auditors, KPMG LLP ("**KPMG**"), and to authorise the Directors to fix their remuneration.

The Company has received the notice of nomination from a shareholder, Ms Fam Yien Fung dated 5 August 2021 on the appointment of MS in place of the retiring Auditors, KPMG. KPMG has served as the Auditors of the Company and its subsidiaries (the "**Group**") since initial public offering.

The Audit and Risk Committee ("**ARC**") is of the view that the change of Auditors is in the best interests of the Company as it would enable the Company to benefit from a change of perspectives and save costs. The change of Auditors is expected to result in a reduction of audit costs by approximately 33% based on the previous audit fees for the financial year ended 30 June 2021.

There will be no change in the scope of the audit to be undertaken by MS. The ARC has also considered the Audit Quality Indicators listed in the Audit Quality Indicators Disclosure Framework issued by the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**") in assessing the suitability of MS as the Company's new Auditors. Upon recommendation from the ARC and after due deliberation, the Board is of the view that it would be in the best interests of the Company to effect a change of Auditors with effect from the financial year ending 30 June 2022. Accordingly, KPMG will not be seeking re-appointment at the forthcoming AGM of the Company.

MS, registered with ACRA, has been established in Singapore for more than 30 years and is a member firm of Moore Global Network Limited, which is regarded as one of the world's leading accounting and consulting association with approximately 600 offices in across 110 countries throughout the world, incorporating 30,000 people and with fees of more than US$3 billion per annum.

More information about MS, its values and its services can be found on their website at https://www.mooresingapore.com/.

Mr Neo Keng Jin ("**Mr Neo**"), a partner with MS, will be assigned to the audit of the Company as the lead engagement partner. Mr Neo has extensive experience over a span of more than 25 years in a wide range of industries. The audit engagement team will be led by Mr Neo and assisted by a manager. The team has experience in financial audit in public-listed companies and private companies, with a wide industry domain experience in various sectors and industries.

The Board, with the concurrence of the ARC is satisfied that MS will be able to meet the audit requirements of the Group after having considered factors such as the adequacy of the resources and experience of MS and the audit engagement partner assigned to the audit, MS's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff who will be assigned to the Group's audit. MS has given their consent to be appointed as the Auditors, subject to the approval of the shareholders at the AGM.

Assuming that Ordinary Resolution 6 is approved by the Shareholders, MS will be appointed as the auditor of the Company's Singapore incorporated subsidiaries.

Pursuant to Rule 712 of the Catalist Rules, the Company must engage a suitable auditing firm for its audit obligations. MS will engage the relevant team with sufficient audit and relevant industry experience.

The Directors wish to express their appreciation for the services rendered by KPMG in the past. The appointment of MS as Auditors in place of KPMG will take effect subject to the approval of the same by shareholders at the AGM.

In accordance with Rule 712(3) of the Catalist Rules of the SGX-ST:

(a) The outgoing Auditor, KPMG, has confirmed to MS, by way of their letter dated 27 September 2021, that they are not aware of any professional reasons why the new auditors, MS, should not accept the appointment as auditors of the Company;

(b) the Company confirms that there were no disagreements with KPMG on accounting treatments within the last 12 months;

(c) the Company confirms that it is not aware of any circumstances connected with the proposed change of Auditors that should be brought to the attention of the shareholders of the Company;

(d) the specific reasons for the proposed change of Auditors have been disclosed above. The proposed change of Auditors is not due to resignation of KPMG as Auditors of the Company, KPMG declining to stand for re-appointment, nor the dismissal of KPMG; and

(e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of MS as its new auditors.

(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 the above meeting 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. The authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the AGM as proxy 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, take-over rules, regulations and/or guidelines.

Notes:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **Printed copies of this notice of AGM (the "Notice") will not be sent to members.** This Notice will be publish via an announcement on the SGX website at the URL *https://www.sgx.com/securities/company-announcements* and may be accessed at the Company's website at the URL *https://www.aedge.com.sg/*.

2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Company's announcement accompanying this Notice dated 6 October 2021. This announcement may be accessed at the Company's website at the URL *https://www.aedge.com.sg/*, and on the SGX website at the URL *https://www.sgx.com/securities/company-announcements*.

3. **Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, members will not be able to attend the AGM in person. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The accompanying proxy form for the AGM will be announced together with this Notice and may be accessed at the Company's website at the URL *https:www.aedge.com.sg/*, and the SGX website at the URL *https://www.sgx.com/securities/company-announcements*.

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

   CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven working days before the AGM, latest by 18 October 2021 at 10.30 a.m.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.

5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #11-02, Singapore 068898; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at *sg.is.proxy@sg.tricorglobal.com*

   in either case not less than 72 hours before the time appointed for the AGM.

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A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Annual Report 2021 may be accessed at the Company's website at the URL *http://www.aedge.com.sg/* and on the SGX website at the URL *https://www.sgx.com/securities/annual-reports-related-documents*.

7. Members will not be able to ask questions during the live audio-visual webcast or audio-only stream of the AGM. Members who wish to ask questions relating to the resolutions to be tabled at the AGM must pre-register and submit their questions in advance of the AGM.

8. Questions must be submitted to the Company in the following manner by **5.00 p.m. on 21 October 2021**:

   (a) via the Aedge AGM Website; or

   (b) if submitted electronically, be submitted via email to the Company at *agmqueries@aedge.com.sg*; or

   (c) if submitted by post, be lodged at Company's registered office address, at Block 4009 Ang Mo Kio Ave 10, Tech Place 1 #04-32/33, Singapore 569738.

   When sending questions, members should also provide their full name as it appears on the CDP/CPF/SRS records, address, contact number, email address, number of shares in the Company and the manner in which the shares are held in the Company (e.g., via CDP, CPF or SRS) for verification.

9. The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGXNET at the URL *https://www.sgx.com/securities/company-announcements* and the Company's website at the URL *http://www.aedge.com.sg/*. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only stream.