

# AEDGE GROUP LIMITED

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

**MINUTES** of the Annual General Meeting ("AGM") of the Company held via electronic means on Thursday, 28 October 2021 at 10:30 a.m.

## **PRESENT**

As set out in the attendance list maintained by the Company.

## **CHAIRMAN**

Mr Poh Soon Keng, the Executive Chairman and Chief Executive Officer, took the Chair of the meeting.

## **QUORUM**

With the requisite quorum being present, the Meeting was declared opened.

## **NOTICE OF MEETING**

The Notice convening the Meeting, having been in the hands of shareholders for the requisite period was taken as read.

## **RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS**

The Chairman informed the Meeting that the Company had addressed the substantial and relevant questions received from the shareholder prior to the Meeting. The questions had been addressed by the Company and the responses were published on the SGXNet and the Company's website on 27 October 2021.

## **POLL VOTING**

It was highlighted to the shareholders that, there would be no live voting during the meeting and the Chairman had been appointed as proxy by the shareholders to vote on their behalf in accordance with their specific instructions.

The Meeting was further informed that all resolutions tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms and the Scrutineer has verified the counting of all votes casted through the Proxy Forms.

Entrust Advisory Pte. Ltd. was appointed as scrutineer for the poll.

It was noted that the results of the poll, duly verified by the Independent Scrutineer, were set out as follows:-

## **RESULTS OF THE POLL**

<u>RESOLUTIONS:</u>		<u>No. of Shares</u>	<u>Percentage</u>
ORDINARY RESOLUTION 1	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%
ORDINARY RESOLUTION 2	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%

RESOLUTIONS: No. of Shares Percentage

ORDINARY RESOLUTION 3	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%
ORDINARY RESOLUTION 4	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%
ORDINARY RESOLUTION 5	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%
ORDINARY RESOLUTION 6	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%
ORDINARY RESOLUTION 7	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%
ORDINARY RESOLUTION 8	FOR	90,150,000	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	90,150,000	100%

Based on the results of the poll, the Chairman declared that the following resolutions were carried:-

**ORDINARY BUSINESS:**

**ORDINARY RESOLUTION 1**

- **AUDITED FINANCIAL STATEMENTS, STATEMENT OF DIRECTORS AND THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2021**

RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Statement of Directors and the Auditors' Report thereon, be hereby received and adopted.

**ORDINARY RESOLUTION 2**

- **DECLARATION OF DIVIDEND AND PAYMENT OF FIRST AND FINAL TAX EXEMPT ONE-TIER DIVIDEND**

RESOLVED THAT the payment of first and final dividend (one-tier tax exempt) of one (1) Singapore cent per ordinary share for the financial year ended 30 June 2021, be hereby approved.

**ORDINARY RESOLUTION 3**

- **DIRECTORS' FEES FOR FINANCIAL YEAR ENDED 30 JUNE 2021**

RESOLVED THAT the payment of Directors' fees of S\$63,789 for the financial year ended 30 June 2021, be hereby approved.

**ORDINARY RESOLUTION 4**

- **RE-ELECTION OF MR TEO JOO HUAK AS DIRECTOR**

RESOLVED THAT Mr Teo Joo Huak who retired as a Director pursuant to Regulation 98 of the Company's Constitution be hereby re-elected as Director of the Company.

**ORDINARY RESOLUTION 5**

**– RE-ELECTION OF MR GOH JOO LIAN AS DIRECTOR**

RESOLVED THAT Mr Goh Joo Lian who retired as a Director pursuant to Regulation 98 of the Company's Constitution be hereby re-elected as Director of the Company.

**ORDINARY RESOLUTION 6**

**– APPOINTMENT AND RETIREMENT OF AUDITORS**

RESOLVED THAT the appointment of 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, be hereby approved.

**ORDINARY RESOLUTION 7**

**– AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AEDGE PERFORMANCE SHARE PLAN**

RESOLVED 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.

**ORDINARY RESOLUTION 8**

**– AUTHORITY TO ALLOT AND ISSUE SHARES**

RESOLVED 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.

#### **ANY OTHER BUSINESS**

The Secretary confirmed that the Company did not receive notice of any other business to be put before the Meeting.

#### **CONCLUSION**

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 10:55 a.m.

Confirmed as True Record of Proceedings Held

[ SIGNED ]

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POH SOON KENG  
Chairman

By Order of the Board  
**AEDGE GROUP LIMITED**

Poh Soon Keng  
Executive Chairman and Chief Executive Officer

9 November 2021

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*Aedge Group Limited (the "Company") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 14 December 2020. The initial public offering ("IPO") of the Company was sponsored by UOB Kay Hian Private Limited (the "Sponsor").*

*This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.*

*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 accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.*

*AEDGE GROUP LIMITED*

*Minutes of Annual General Meeting held on Thursday, 28 October 2021*

*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.*