

EDITION LTD.
(the “**Company**”)
(Company Registration No. 200411873E)
(Incorporated in the Republic of Singapore)

**MINUTES OF THE ANNUAL GENERAL MEETING OF EDITION LTD. HELD AT 601
MACPHERSON ROAD, #05-06, SINGAPORE 368242 ON THURSDAY, 24 APRIL 2025 AT 11.00
A.M.**

PRESENT:

Board of Directors

Mr Hor Siew Fu	- Chairman and Independent Director
Mr Ong Boon Chuan	- Executive Director and Chief Executive Officer
Ms Tan Yiting Gina	- Independent Director
Mr Ong Kai Hoe	- Non-Independent and Non-Executive Director

Shareholders and Proxies

- As per attendance list

In Attendance

- As per attendance list

By Invitation

- As per attendance list

CHAIRMAN

Mr Hor Siew Fu (the “**Chairman**” or “**Mr Hor**”), the Chairman of the board of directors (the “**Board**”) and independent director of Edition Ltd. (the “**Company**”), presided as Chairman of the annual general meeting (the “**Meeting**” or “**AGM**”).

The Chairman welcomed all Shareholders and invitees to the Meeting. He introduced the fellow directors and key executives present at the Meeting to the attendees.

QUORUM

As the requisite quorum was present to convene the Meeting, the Chairman called the Meeting to order at 11.00 a.m.

NOTICE

The notice of AGM (the “**Notice**”) had been announced via SGXNet and published at the Company’s website on 9 April 2025. Physical copies of the Notice had been despatched to Shareholders. The Notice was taken as read.

POLL VOTING

The Chairman informed the Meeting that the voting of the resolutions tabled at the Meeting shall be conducted by way of poll.

The polling agent of the Meeting was Tricor Barbinder Share Registration Services and the scrutineer was Entrust Advisory Pte. Ltd. It was noted that the poll slips had been provided to the Shareholders and proxies at the point of their registration.

QUESTIONS AND ANSWERS

The Company had notified Shareholders that they could submit their questions in relation to the Annual Report 2024 and proposed resolutions set out in the Notice by 11 a.m. of 16 April 2025 (the “Cut-off Date”) or at the Meeting. No questions were received as at the Cut-off Date. The Shareholder’s questions raised during the Meeting and Management’s responses were set out in the Appendix A annexed to the minutes of this Meeting.

The Chairman proceeded with the agenda of the Meeting.

ORDINARY BUSINESS:

1. ORDINARY RESOLUTION 1 - DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE AUDITORS’ REPORT THEREON

The first item on the agenda was to receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors’ Report thereon.

The following motion was duly proposed by Chairman:

“RESOLVED THAT the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors’ Report thereon be received and adopted.”

2. ORDINARY RESOLUTION 2 – DIRECTORS’ FEES OF S\$49,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

The second item on the agenda was to approve the payment of S\$49,000 as Directors’ fees for the financial year ending 31 December 2025, to be paid semi-annually in arrears.

The following motion was duly proposed by Chairman:

“RESOLVED THAT the Directors’ fees of S\$49,000 for the financial year ending 31 December 2025, to be paid semi-annually in arrears, be approved.”

3. ORDINARY RESOLUTION 3 – RE-ELECTION OF MR ONG BOON CHUAN AS A DIRECTOR PURSUANT TO REGULATION 91 OF THE COMPANY’S CONSTITUTION

The next item on the agenda was to re-elect Mr Ong Boon Chuan, who was due to retire pursuant to Regulation 91 of the Company’s Constitution, as a Director of the Company. Mr Ong Boon Chuan, being eligible, had consented to stand for re-election.

The following motion was duly proposed by Chairman:

“RESOLVED THAT Mr Ong Boon Chuan, a Director who is retiring pursuant to Regulation 91 of the Company’s Constitution, be re-elected as a Director of the Company.”

4. ORDINARY RESOLUTION 4 – RE-ELECTION OF MS TAN YITING GINA AS A DIRECTOR PURSUANT TO REGULATION 97 OF THE COMPANY’S CONSTITUTION

The next item on the agenda was to re-elect Ms Tan Yiting Gina, who was due to retire pursuant to Regulation 97 of the Company’s Constitution, as a Director of the Company. Ms Tan Yiting Gina, being eligible, had consented to stand for re-election.

Upon re-election as a Director of the Company, Ms Tan Yiting Gina will remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. She is considered independent for the purpose of Rule 704(7) of the SGX-ST Catalyst Rules.

The following motion was duly proposed by Chairman:

“RESOLVED THAT Ms Tan Yiting Gina, a Director who is retiring pursuant to Regulation 97 of the Company’s Constitution, be re-elected as a Director of the Company.”

5. ORDINARY RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS

The Chairman informed the Meeting that CLA Global TS Public Accounting Corporation (“CLA”) had expressed their willingness to accept the re-appointment as Auditors of the Company.

The following motion was duly proposed by Chairman::

“RESOLVED THAT CLA be re-appointed as Auditors of the Company and the Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS:

6. ORDINARY RESOLUTION 6 - AUTHORITY TO ALLOT AND ISSUE SHARES

Item 6 of the Notice was to seek Shareholders’ approval for the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst (the “Catalist Rules”). The full text of the resolution was set out in the notice of AGM.

The following motion was duly proposed by Chairman:

“RESOLVED THAT pursuant to Section 161 of the Companies Act 1967 (the “Act”) and the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst (the “Catalist Rules”), approval be and is hereby given to the Directors of the Company at any time to such person and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (a) (i) allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 100% of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, and for the purpose of this resolution, the total number of issued shares shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this resolution after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time this resolution is passed;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares,

and, in sub-paragraph (i) above and this sub-paragraph (ii), "subsidiary holdings" has the meaning given to it in the SGX-ST Catalist Rules;

Adjustments in accordance with sub-paragraph (ii)(a) or sub-paragraph (ii)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.

- (iii) in exercising the authority conferred in this resolution, the Company shall comply with the provisions of the SGX-ST Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Act and the Constitution; and
- (iv) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

7. ORDINARY RESOLUTION 7 - AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE EDITION EMPLOYEE SHARE OPTION SCHEME

The next item on the agenda of the Meeting was to seek Shareholders' approval on the authority to grant options and issue shares under Edition Employee Share Option Scheme.

All directors and employees who were eligible to participate in the Edition Employee Share Option Scheme were asked to abstain from voting in respect of Ordinary Resolution 7.

The following motion was duly proposed by Chairman:

“RESOLVED THAT authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Edition Employee Share Option Scheme (the “**Scheme**”) and pursuant to Section 161 of the Act to allot and issue and/or deliver from time to time such number of fully-paid shares as may be required to be issued or delivered pursuant to the exercise of options provided that the aggregate number of shares available pursuant to the Scheme, the Share Plan (as hereinafter defined) and any other share-based schemes of the Company, shall not exceed 15% of the total issued shares of the Company (excluding any shares held in treasury and subsidiary holdings) from time to time.”

8. ORDINARY RESOLUTION 8 - AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE EDITION PERFORMANCE SHARE PLAN

The Chairman proceeded to the next item on the agenda concerning the authority to grant awards and issue shares under Edition Performance Share Plan.

All directors and employees who were eligible to participate in the Edition Performance Share Plan, were reminded to abstain from voting on Ordinary Resolution 8.

The following motion was duly proposed by Chairman:

“RESOLVED THAT authority be and is hereby given to the Directors of the Company to grant awards in accordance with the Edition Performance Share Plan (the “**Share Plan**”) and pursuant to Section 161 of the Act to allot and issue, transfer and/or deliver from time to time such number of fully paid-up shares as may be required to be issued or delivered pursuant to the vesting of awards under the Share Plan provided that the aggregate number of shares available pursuant to the Share Plan, the Scheme and other share-based schemes of the Company, shall not exceed 15% of the total number of issued shares of the Company (excluding any shares held in treasury and subsidiary holdings) from time to time.”

9. ORDINARY RESOLUTION 9 - APPROVAL OF RENEWAL OF THE GENERAL MANDATE FOR SHARE BUY BACK

The following motion was duly proposed by Chairman:

“RESOLVED THAT:

- (a) for the purposes of Sections 76C and 76E of the Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each, a “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchases (each, an “**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other provisions of the Act and the SGX-ST Catalist Rules as may for the time being be applicable (the “**Share Buy Back Mandate**”);
- (b) any share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Act;

- (c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at anytime and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next AGM of the Company is held or is required by law to be held;
 - (ii) the date on which the buy back of shares pursuant to the Share Buy Back Mandate is carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred in the Share Buy Back Mandate is varied or revoked;
- (d) for purposes of this Resolution:

“Prescribed Limit” means 1.69% of the issued shares as at the date of the passing of this Resolution unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as hereinafter defined), in which event the number of issued shares shall be taken to be the number of issued shares as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is earlier, after the date of this Resolution;

“Maximum Price” in relation to a share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

“Average Closing Price” means the average of the closing market prices of a share over the last 5 market days, on which transactions in the shares were recorded, preceding the day of the market purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase of shares from Shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (e) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution.”

10. ORDINARY RESOLUTION 10 - PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

The last item on the agenda of the Meeting was the proposed renewal of a general mandate for interested person transactions.

The Meeting was informed that the shareholders who are interested persons would abstain from voting on the Ordinary Resolution 10 and had undertaken to ensure that their associates would abstain from voting in respect of Ordinary Resolution 10.

The following motion was duly proposed by Chairman:

“RESOLVED THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the SGX-ST Catalist Rules, for the Company, its subsidiaries and associated companies (if any) that are considered to be “entities at risk” under Chapter 9 of the SGX-ST Catalist Rules, or any of them, to enter into Mandated Transactions (as defined herein in Appendix II), with Mandated Interested Person (as defined herein in Appendix II), provided that such transactions are made on normal commercial terms and in accordance with the review procedures under the Proposed IPT Mandate as set out in Appendix II;
- (b) the proposed renewal of the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company is held or is required by law to be held; and
- (c) the Directors of the Company and each of them be and are hereby authorised to take such steps, approved all matters and enter into all such transactions, arrangements and agreements and executed such documents and notices as may be necessary or expedient for the purposes of giving effect to the proposed renewal of the IPT General Mandate as such Directors or any of them may deem fit or expedient or to give effect to this ordinary resolution.”

POLL RESULTS

The Scrutineer from Entrust Advisory Pte. Ltd. was invited to brief the Shareholders and proxies on the procedures for polling. The Meeting continued with the poll voting.

The Chairman announced the voting results for all resolutions tabled at the Meeting, as follows:

Resolutions number and details		Total number of shares represented by votes for and against the relevant resolution	For		Against	
			Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
1.	Adoption of the Directors’ Statement and Audited Financial	2,311,207,300	2,311,207,300	100	0	0

Resolutions number and details		Total number of shares represented by votes for and against the relevant resolution	For		Against	
			Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
	Statements of the Company for the financial year ended 31 December 2024 and the Auditors' Report thereon.					
2.	Approval of the Directors' fees of S\$49,000 for the financial year ending 31 December 2025, to be paid semi-annually in arrears.	2,277,207,300	2,277,207,300	100	0	0
3.	Re-election of Mr Ong Boon Chuan as a Director of the Company.	2,311,207,300	2,311,207,300	100	0	0
4.	Re-election of Ms Tan Yiting Gina as a Director of the Company.	2,311,207,300	2,311,207,300	100	0	0
5.	Re-appointment of CLA Global TS Public Accounting Corporation, Public Accountants and Chartered Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration.	2,311,207,300	2,311,207,300	100	0	0
6.	Authority to allot and issue shares.	2,311,207,300	2,277,207,300	98.53	34,000,000	1.47
7.	Authority to grant options and issue shares under the Edition Employee Share Option Scheme.	59,825,000	59,825,000	100	0	0

Resolutions number and details		Total number of shares represented by votes for and against the relevant resolution	For		Against	
			Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
8.	Authority to grant awards and issue shares under the Edition Performance Share Plan.	59,825,000	59,825,000	100	0	0
9.	Approval of Renewal of the General Mandate for Share Buy Back.	2,311,207,300	2,311,207,300	100	0	0
10.	Approval of Renewal of the General Mandate for Interested Person Transactions.	59,825,000	59,825,000	100	0	0

Based on the results of the poll, the Chairman declared all Ordinary Resolutions set out in the Notice carried.

CONCLUSION

There being no other business, the Chairman declared the Meeting closed at 11.40 a.m. and thanked everyone for their attendance.

Confirmed as a correct Record of the Proceedings

Hor Siew Fu
Chairman of the Meeting

EDITION LTD.
(Company Registration No. 200411873E)
(Incorporated in the Republic of Singapore)

QUESTIONS AND ANSWERS ARISING FROM THE COMPANY'S ANNUAL GENERAL MEETING HELD ON 24 APRIL 2025

Shareholder	Q:	Whether all the produce are fully sold and is there any wastage? Should there be wastage from unsold produce, is it still edible?
Ong Boon Chuan (Executive Director and Chief Executive Officer ("CEO"))	A:	There are some wastages from harvesting to packaging and management is constantly working to improve processes in reducing wastage. The wastage is generally not edible or suitable for sale, but management is exploring options to minimise it and possibly repurpose it.
Shareholder	Q:	Suggested that MEOD Pte. Ltd. ("MEOD") could sell unsold produce, and those not in perfect condition to foreign workers working/staying in the vicinity of MEOD's farm, who might buy and consume it immediately.
CEO	A:	Management noted the suggestion. Currently, MEOD is practicing more sophisticated methods to handle fresh produce and exploring opportunities for collaborations, such as with dormitories. This could be one of the channels to reduce wastage and increase revenue.
Shareholder	Q:	Does Singapore Food Agency ("SFA") determine the crops MEOD could produce and whether this includes mushrooms and commonly used food items such as onions and chillis?
Ong Kai Hian (Executive Director of Meod Pte. Ltd.)	A:	Yes, SFA regulates the types of crops MEOD could produce. Management is in discussions with the relevant authority to include mushrooms as part of the crop production to diversify offerings and optimise land usage.
Shareholder	Q:	Have there been any efforts to engage major supermarket chains like FairPrice and Sheng Siong?
Ong Kai Hian (Executive Director of Meod Pte. Ltd.)	A:	Yes, MEOD has discussed onboarding of produce with major supermarket chains, but they requested lower prices, which poses a challenge to MEOD given the current scale of production of crops.
Shareholder	Q:	Raised his concerns about the Company's cash flow, noting that it has not been profitable for the past few years. He urged management to find ways to handle wastage and unsold produce.
CEO	A:	Selling wastage or unsold produce at a low price might not cover the costs as delivery fee is not justified. Management is exploring various options including selling to food courts to achieve economies of scale, manage wastage effectively and find cost-efficient solutions.
Shareholder	Q:	What measures are being taken to ensure the Company's ability to continue as a going concern?

Hor Siew Fu (Chairman of the Meeting and the Board of Directors (the “ Board ”) /Independent Director) (the “ Chairman ”)	A:	The Company has been implementing strategic measures to improve cash flow and financial stability, including cost-cutting initiatives and exploring new revenue streams.
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