

**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 78  
GILSTEAD ROAD, SINGAPORE 309116 ON MONDAY, 29 APRIL 2024 AT 11.00 A.M.**

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**PRESENT:**

Board of Directors

- |                   |   |  |
|-------------------|---|--|
| Dr Toh See Kiat   | - | Chairman and Independent Director              |
| Mr Ong Boon Chuan | - | Executive Director and Chief Executive Officer |
| Mr Hor Siew Fu    | - | Independent Director                           |
| Mr Ong Kai Hoe    | - | Non-Independent and Non-Executive Director     |

Shareholders and Proxies

- As set out in the attendance records maintained by the Company

In Attendance

- |                |   |                      |
|----------------|---|----------------------|
| Mr Bruce Boey  | - | Financial Controller |
| Ms Low Mei Wan | - | Company Secretary    |

By Invitation

- As set out in the attendance records maintained by the Company

**CHAIRMAN**

Dr Toh See Kiat (the “**Chairman**” or “**Dr Toh**”), 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**

Upon confirmation by the Company Secretary on the presence of a requisite quorum 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 12 April 2024. 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 2023 and proposed resolutions set out in the Notice by 11 a.m. of 22 April 2024 or at the Meeting. The Chairman invited Shareholders and proxies attending the Meeting to raise their questions. It was noted that there was no question received from the Shareholders and proxies.

The Chairman proceeded with the agenda of the Meeting.

### **ORDINARY BUSINESS:**

#### **1. ORDINARY RESOLUTION 1 - DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS 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 2023 together with the Auditors' Report thereon.

The following motion was duly proposed and seconded:

“THAT the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors' Report thereon be received and adopted.”

#### **2. ORDINARY RESOLUTION 2 – DIRECTORS' FEES OF S\$56,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024**

The second item on the agenda was to approve the payment of S\$56,000 as Directors' fees for the financial year ending 31 December 2024, to be paid semi-annually in arrears.

The following motion was duly proposed and seconded:

“THAT the Directors' fees of S\$56,000 for the financial year ending 31 December 2024, to be paid semi-annually in arrears, be approved.”

#### **3. RETIREMENT OF DR TOH SEE KIAT AS A DIRECTOR OF THE COMPANY**

The Meeting was briefed that Dr Toh See Kiat, who was due to retire by rotation pursuant to Article 91 of the Company's Constitution, had decided not to seek for re-election as a Director of the Company.

Upon conclusion of this AGM, Dr Toh See Kiat would cease to be an Independent Director of the Company and relinquish his position as Chairman of the Board and Remuneration Committee and a member of the Audit Committee and Nominating Committee.

The Board of Directors expressed their sincere gratitude to Dr Toh for his dedicated service and invaluable contributions to the Company's mission and goals. Additionally, the Board thanked to Dr Toh for his professional guidance over the past 10 years and wished him well in his future endeavours.

**4. ORDINARY RESOLUTION 3 – RE-ELECTION OF MR ONG KAI HOE AS A DIRECTOR PURSUANT TO ARTICLE 91 OF THE COMPANY’S CONSTITUTION**

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

The following motion was duly proposed and seconded:

“THAT Mr Ong Kai Hoe, a Director who is retiring pursuant to Article 91 of the Company’s Constitution, be re-elected as a Director of the Company.”

**5. ORDINARY RESOLUTION 4 - 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 and seconded:

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

**SPECIAL BUSINESS:**

**6. ORDINARY RESOLUTION 5 - 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 and seconded:

“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 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 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 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 6 - 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 6.

The Chairman proposed to vote for Ordinary Resolution 6 and put the following motion to a vote:

"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 7 - 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 7.

The Chairman proposed to vote for Ordinary Resolution 7 and put the following motion to a vote:

“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 8 - APPROVAL OF RENEWAL OF THE GENERAL MANDATE FOR SHARE BUY BACK**

The following motion in relation to renewal of general mandate for share buy back was proposed and seconded:

“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 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 9 - 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 9 and had undertaken to ensure that their associates would abstain from voting in respect of Ordinary Resolution 9.

The Chairman proposed to vote for Ordinary Resolution 9 and put the following motion to a vote:

“THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the 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 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. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the	2,277,207,300	2,277,207,300	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 (%)	
	financial year ended 31 December 2023 and the Auditors' Report thereon.					
2.	To approve the Directors' fees of S\$56,000 for the financial year ending 31 December 2024, to be paid semi-annually in arrears.	2,277,207,300	2,277,207,300	100	0	0
3.	To re-elect Mr Ong Kai Hoe as a Director of the Company.	2,277,207,300	2,277,207,300	100	0	0
4.	To re-appoint 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.	2,277,207,300	2,277,207,300	100	0	0
5.	Authority to allot and issue shares.	2,277,207,300	2,277,207,300	100	0	0
6.	Authority to grant options and issue shares under the Edition Employee Share Option Scheme.	59,825,000	59,825,000	100	0	0
7.	Authority to grant awards and issue shares under the Edition Performance Share Plan.	59,825,000	59,825,000	100	0	0
8.	Approval of Renewal of the General Mandate for Share Buy Back.	2,277,207,300	2,277,207,300	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 (%)
9. 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 11.25 a.m. and thanked everyone for their attendance.

Confirmed as a correct Record of the Proceedings

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Dr Toh See Kiat  
Chairman of the Meeting