AEDGE GROUP LIMITED

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

INCORPORATION OF SUBSIDIARY AND ENTRY INTO JOINT VENTURE ARRANGEMENT

1 INTRODUCTION

The board of directors ("Board" or "Directors") of Aedge Group Limited ("Company", together with its subsidiaries, the "Group") wishes to announce that the Company's wholly-owned subsidiary, Aedge Technologies Pte. Ltd. ("Aedge Technologies"), has entered into a joint venture arrangement with S&P Manpower Pte. Ltd. ("S&P") and BSC Projects Pte Ltd ("BSC") to incorporate a joint venture company in Singapore (the "Joint Venture") to carry out the JV Business (as defined below), more details provided in paragraph below.

2 INCORPORATION OF JOINT VENTURE COMPANY

Pursuant to the joint venture arrangement, Aedge Technologies, S&P and BSC intend to incorporate a private limited company in Singapore under the name ASP E&C Pte. Ltd. (the "JV Company").

The initial issued and paid-up share capital of the JV Company will be S$100, to be contributed in cash and held as follows:

Shareholders	**Issued and Paid-up capital (S$)**	**Number of shares held**	**Shareholding Percentage (%)**
Aedge Technologies	51	51	51.0
S&P	44	44	44.0
BSC	5	5	5.0
Total	100	100	100.0

The initial paid-up capital of S$100 is intended only for incorporation purposes, and the JV Company may, as and when required to undertake new projects or expand its business, increase its issued and paid-up share capital through further capital injections by the shareholders in accordance with the joint venture arrangements.

3 INFORMATION RELATING TO THE JOINT VENTURE PARTIES

Save as otherwise indicated, the information below relating to S&P and BSC was based on information provided by S&P and BSC respectively. The Company and the Directors have not independently verified the accuracy and correctness of such information for the sole purpose of disclosure in this announcement and the Company's responsibility is limited to the proper extraction and reproduction herein in the context that the information is being disclosed in this announcement.

S&P is a private company limited by shares incorporated in Singapore and has experience in foreign workforce sourcing and management for project-based industries.

BSC is a private company limited by shares incorporated in Singapore and has industry experience and business networks relevant to engineering and construction-related projects.

4 SALIENT TERMS OF THE AGREEMENT

4.1 Business and Rationale of the Joint Venture

The JV Company will focus on providing engineering, construction and project-related support services to third-party clients, including activities that support project execution requirements across construction, marine and process-related sectors.

The Joint Venture aligns with the Group's strategy to broaden its engineering and construction services ecosystem, enhance operational flexibility, and support third-party project requirements in a scalable and efficient manner, by tapping on the respective expertise of our partners

The Board is of the view that the business being carried out by the Joint Venture is in the ordinary course of business of the Group and thus will not materially change the risk profile of the Group.

4.2 Board Composition of the JV Company

The board of directors of the JV Company shall consists of up to 2 directors. Aedge Technologies has the right to appoint up to 1 director being the Chairman which has the casting vote and S&P has the right to appoint up to 1 director.

4.3 Funding of the Joint Venture

The Group's investment in the JV Company will be funded through the Group's internal resources. Any future funding requirements of the JV Company will be addressed as and when required.

4.4 Pre-emptive Rights and Transfer Restrictions

(A) Pre-emptive Rights

Any shareholder proposing to sell or transfer all or part of its shares in the JV Company must first offer such shares to the other shareholders at the same price and on the same terms. The other shareholders shall have the right (but not the obligation) to acquire all of the offered shares in proportion to their respective shareholdings, provided that such right is exercised within a period of not less than 21 days from receipt of notice of the proposed transfer.

(B) Co-Sale Rights

If any shareholder proposes to sell or transfer all or part of its shares in the JV Company to a third party, the other shareholders shall have the right (but not the obligation) to participate in such sale on the same terms and conditions. Each non-selling shareholder may require the purchaser to acquire a proportionate number of its shares, corresponding to the percentage of shares being sold by the selling shareholder, provided that such right is exercised within 21 days of receiving notice of the proposed sale.

(C) Drag Along

In the event that a shareholder holding more than 50% of the issued shares of the JV Company proposes to sell all of its shares to an independent third-party purchaser, such shareholder shall have the right (but not the obligation) to require the other shareholders to sell all of their shares to the same purchaser at the same price and on the same terms and conditions

5. FINANCIAL EFFECTS OF THE PROPOSED JOINT VENTURE ARRANGEMENT

The Joint Venture Arrangement is not expected to have any material impact on the earnings per share and net tangible assets per share of the Group for the current financial year ending 30 June 2026.

6. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders has any interest, direct or indirect, in the Proposed Joint Venture Arrangement, other than through their respective shareholdings in the Company.

Similarly, none of the Directors or controlling shareholders has any interest, direct or indirect in the Joint Venture partners.

7. FURTHER ANNOUNCEMENTS

The Company will make further announcements in relation to the Proposed Joint Venture Agreement as and when there are material developments.

By Order of the Board

Poh Soon Keng
Executive Chairman and CEO
29 January 2026

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*This announcement has been reviewed by UOB Kay Hian Private Limited (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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