

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

ENTRY INTO LOAN FACILITY AGREEMENT AS AN INTERESTED PERSON TRANSACTION

1. Introduction

The Board of Directors (the “**Board**”) of Edition Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has, on 22 February 2023, entered into a loan facility agreement (the “**Loan Facility Agreement**”) with B&L Group Pte Ltd (“**B&L Group**”, or the “**Lender**”). Pursuant to the Loan Facility Agreement, the Lender has agreed to extend an unsecured loan facility (the “**Loan Facility**”) of S\$2,000,000 to the Company, subject to the terms and conditions of the Loan Facility Agreement.

2. Details of the Lender

B&L Group is a controlling shareholder of the Company and holds a direct interest in 72.29% of the total issued shares of the Company. B&L Group is owned by associates of Mr Ong Boon Chuan (“**Mr Ong**”), a Director and controlling shareholder of the Company. Pursuant to Chapter 9 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), B&L Group is deemed as an interested person and the provision of the loan facility constitutes an interested person transaction (“**IPT**”).

Mr Ong Boon Chuan has an interest of 30% or more in B&L Group.

Mr Ong Kai Hoe, who is a non-independent and non-executive director of the Company, is the son of Mr Ong. Mr Ong Kai Hoe does not hold equity interest directly or indirectly in B&L Group.

3. Details of the Interested Person Transaction

Information on the IPT is set out below.

Name of Interested Person	Nature and terms of interested person transaction	Value of interested person transaction (\$'000)
B&L Group	<p>(a) <u>Loan Facility</u> Provision of an unsecured loan facility of S\$2,000,000. Each drawdown may be in any amount over any number of tranches, in aggregate up to a maximum of S\$2,000,000.</p> <p>(b) <u>Interest rate</u> 8% per annum.</p> <p>(c) <u>Commitment</u> The Loan Facility will not be recalled until the maturity date of the Loan Facility (the “Maturity Date”), being 15 April 2024.</p> <p>(d) <u>Repayment</u> Each drawdown of the Loan Facility shall be repaid 12 months from the date of each drawdown. For avoidance of doubt, all outstanding</p>	184

	<p>amounts are to be repaid on the Maturity Date, unless there is a renewal of the Loan Facility.</p> <p>(e) <u>Interest Payment Date</u> The Company shall pay interest, yearly in arrears. The interest shall be calculated on the basis of the actual number of days elapsed in a 365-day calendar year, or over a 366-day calendar year if that year is a leap year.</p> <p>(f) <u>Review and Renewal of Loan Facility</u> A review of the Loan Facility is to be carried out no later than 3 months before the Maturity Date. Any renewal of the Loan Facility will be contingent upon the review outcome.</p>	
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Pursuant to Rule 909(3) of the Catalist Rules, in the case of borrowing of funds from an interested person, the aggregate value of the transaction is the interest payable on the borrowing. Based on the principal of S\$2,000,000 (assuming that the facility amount of S\$2,000,000 is fully drawn down from the date of the Loan Facility Agreement up to the Maturity Date), the interest payable is S\$184,000. The IPT is approximately 1.7% of the Group's latest audited net tangible assets as at 31 December 2021 of S\$11.03 million ("NTA").

4. Rationale for the entry into the Loan Facility Agreement and benefits to the Group

The Company's subsidiary, Meod Pte Ltd ("MEOD") was awarded an agricultural land parcel at Neo Tiew Harvest Lane by the Agri-Food and Veterinary Authority (now known as Singapore Food Agency) in February 2018. The Group had commenced the Phase 1 development of the land to a high-technology farm since December 2020. The capital expenditures required for the development of the farm had been funded from the Group's internal resources. The Group's cash and bank balances as at 30 June 2022 was S\$4.63 million. To maintain sufficient funding for the Group's operations for the financial year ending 31 December 2023 ("FY2023"), the Group has sought financial support from the Company's controlling shareholder, B&L Group. B&L Group has shown confidence with the Group by extending to the Company a loan facility of S\$2,000,000, at an interest rate with consideration to the prevailing prime lending rates as offered by financial institutions in Singapore.

5. Audit Committee

The Audit Committee of the Company has considered and reviewed the terms of (including the applicable interest rate), the rationale for and benefit of the above IPT. The Audit Committee is of the view that the IPT is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

6. Total value of all IPTs

The total value of all IPTs entered between the Group and B&L Group for the current financial year commencing 1 January 2023 up to the date of this announcement is S\$184,000, representing approximately 1.7% of the Group's last audited NTA. There are no other IPTs entered into with other interested persons for the current financial year commencing 1 January 2023 up to the date of this announcement other than the above stated. As the value of the transaction and the total value of all IPTs do not exceed five per cent of the Group's latest audited NTA, the Company is not required to seek shareholders' approval for the Loan Facility Agreement pursuant to Rule 906(1)(b) of the Catalist Rules.

7. Interest of directors and substantial shareholders

Save as disclosed above and save for their shareholdings in the Company, none of the directors or substantial shareholders of the Company has any interest, direct or indirect, in the Loan Facility Agreement.

By order of the Board
Edition Ltd.

Ong Boon Chuan
Executive Director and Chief Executive Officer
22 February 2023

This announcement has been reviewed by the Company's Sponsor, SAC Capital 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.

The contact person for the Sponsor is Ms Audrey Mok, at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, telephone: (65) 6232 3210.