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

**SHARE BUYBACK BY SUBSIDIARY**

## I. Sale and Purchase Agreement

Edition Ltd. ("**Company**"") has on 30 September 2015 entered into a sale and purchase agreement ("**SPA**") with its subsidiary, Onion Holdings Co., Ltd ("**Onion**") whereby Onion will buy back an aggregate 980,030 ordinary shares in Onion ("**Sale Shares**") held by the Company, comprising 46% of its entire issued share capital (excluding treasury shares), for the aggregate consideration of S$3,159,900 ("**Share Buyback**").

Completion of the Share Buyback will take place in two tranches:

(a) the first tranche of 241,264 Sale Shares on the date hereof for the consideration of S$777,829; and

(b) the second tranche of 738,766 Sale Shares by no later than 31 December 2015 for the consideration of S$2,382,071.

The Sale Shares will be acquired and held by Onion as treasury shares in accordance with Korean laws and regulations.

The Company will hold 74.09% and 57.50% of the equity interest in Onion subsequent to the first tranche completion and second tranche completion, respectively.

## II. Onion

Onion is incorporated in Korea and engaged in the provision of mobile telecommunication services.

It holds 2 subsidiaries, namely, Oniontech Co., Ltd (which is incorporated in Korea and engaged in mobile game development) and Guangzhou Oniontech Information Technology Limited (which is incorporated in the People's Republic of China ("**PRC**") and engaged in ring back tone and mobile game development).

Onion further holds 37.1% equity interest in Guangzhou Ebrain Information Technology Co. Ltd. (which is incorporated in the PRC and engaged in developing English by telephone) and 29.71% equity interest in T.S. Investment Corp. (which is incorporated in Korea and is an investment holding company).

## III. Consideration

The sale consideration of S$3.22 per Sale Share was determined after taking into account, amongst others, the financial position and prospects of Onion. It is below the net asset value of each Sale Share (which amounts to approximately S$3.90 as at 30 June 2015, resulting in a deficit amount of S$0.68 per Sale Share).

The proceeds of the sale consideration will be applied towards the general working capital of the Company.

## IV. Rationale

The Share Buyback accords with the Company's strategy of gradually reducing its involvement in this loss-making business, and focusing more on its other core businesses.

## V. Rule 1006

The relative figures in relation to the Share Buyback by Onion computed on the applicable bases set out in Rule 1006 of the Catalist rules of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), as based on the unaudited consolidated financial statements of the Company and its subsidiaries (collectively "**Group**") for the half-year financial period ended 30 June 2015, after taking into account the rights issue of the Company completed on 9 July 2015 ("**Rights Issue**"), are as follows:-

| | | |
|---|---|---|
| Rule 1006(a) | Net asset value of the Sale Shares of US$2,679,995, compared with the Group's net asset value of US$26,583,834 | 10%[1] |
| Rule 1006(b) | Net loss of US$43,921 attributable to the Sale Shares, compared with the Group's net loss of US$1,086,234. | 4%[2] |
| Rule 1006(c) | Consideration received for the Sale Shares of S$3,159,900 compared with the Company's market capitalization of S$27,620,161, based on the closing share price of S$0.011 per share of the Company as at the date of this announcement | 11%[3] |
| Rule 1006(d) | Number of equity securities issued by the Company as consideration for the acquisition, compared with the number of equity securities previously in issue. | Not applicable |
| Rule 1006(e) | Aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves | Not applicable |

*Note:*

1. *This computation does not take into account the disposal and buyback of shares in Onion announced on 5 February 2015 ("**Previous Transaction**").*

   *Assuming the Previous Transaction was aggregated with the current Share Buyback pursuant to Rule 1005 of the Catalist Rules, the net asset of the aggregated Onion shares disposed by the Company and bought back by Onion (collectively "**Aggregated Sale Shares**") would have been US$4,956,335, compared with the Group's net asset of US$26,583,834, which amount to a Rule 1006(a) relative figure of 19%.*

2. *Assuming the Previous Transaction was aggregated with the current Share Buyback, the net loss of US$52,708 would have been attributable to the Aggregated Sale Shares, compared with the Group's net loss of US$1,086,234, which amount to a Rule 1006(b) relative figure of 5%.*

3. *Assuming the Previous Transaction was aggregated with the current Share Buyback, the consideration received for the Aggregated Sale Shares would have been S$6,114,165, compared with the Company's market capitalization of S$27,620,161 based on the closing share price of S$0.011 per share of the Company as at the date of this announcement, which amount to a Rule 1006(c) relative figure of 22%.*

Having regard to the above, the Share Buyback is a "discloseable transaction" under Rule 1010 of the Catalist Rules.

## VI. Financial Effects

The financial effects of the Share Buyback on the Group as set out below are for illustrative purposes only and are not intended to reflect the actual future financial performance or position of the Group immediately after the completion of the Share Buyback. The financial effects of the Share Buyback set out below have been prepared based on the Group's audited consolidated financial statements for the financial year ended 31 December 2014.

Net Tangible Assets ("**NTA**")

The effects of the Share Buyback on the NTA, assuming that the Share Buyback had been effected on 31 December 2014, being the end of the preceding financial year, are summarised below:-

| | **Before the Share Buyback** | **Before the Share Buyback, as adjusted for the Previous Transaction and Rights Issue** | **After the Share Buyback, as adjusted for the Previous Transaction and Rights Issue** |
|---|---|---|---|
| Attributable to the Owners of the Company (US$'000) | 10,538 | 25,949 | 25,617 |
| Non-Controlling interests (US$'000) | - | 1,501 | 1,833 |
| Consolidated NTA (US$'000) | 10,538 | 27,450 | 27,450 |
| Number of Shares | 372,407,950 | 2,510,923,690 | 2,510,923,690 |
| Consolidated NTA per share (US cents) | 2.83 | 1.09 | 1.09 |

Earnings per Share ("**EPS**")

The effects of the Share Buyback on the EPS, assuming that the Share Buyback had been effected on 1 January 2014, being the commencement of the preceding financial year, are summarised below:-

| | **Before the Share Buyback** | **Before the Share Buyback, as adjusted for the Previous Transaction and Rights Issue** | **After the Share Buyback, as adjusted for the Previous Transaction and Rights Issue** |
|---|---|---|---|
| Earnings attributable to equity holders of the Company (US$'000) | (1,493) | (1,239) | (1,023) |
| Number of Shares | 372,407,950 | 2,510,923,690 | 2,510,923,690 |
| Consolidated EPS (US cents) | (0.40) | (0.05) | (0.04) |

## VII. Interests of Directors and Controlling Shareholders

None of the directors and the controlling shareholders of the Company have any interest, direct or indirect, in the Share Buyback.

## VIII. Directors' Service Contracts

No person is proposed to be appointed as a director of the Company in connection with the Share Buyback. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

## IX. Documents for Inspection

A copy of the SPA is available for inspection at the registered office of the Company at 80 Robinson Road, #02-00 Singapore 068898, during normal business hours for three (3) months from the date of this announcement.

BY ORDER OF THE BOARD
**Edition Ltd.**

Ong Boon Chuan
Executive Chairman and Chief Executive Officer
1 October 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.*

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

*The contact person for the Sponsor is Ms. Alicia Kwan (Telephone: (65) 6532 3829) at 1 Robinson Road, #21-02, AIA Tower, Singapore 048542.*