



EDITION LTD.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Edition Ltd. (the "Company") will be held at 78 Gilestead Road, Singapore 309116 on 21 November 2017 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 6 November 2017 (the "Circular") to the Shareholders of the Company.

ORDINARY RESOLUTION 1

THE PROPOSED WITHDRAWAL OF THE PROPERTY DEVELOPMENT BUSINESS AS ONE OF THE CURRENT CORE BUSINESSES OF THE GROUP

THAT:-

- approval be and is hereby given to the Company to withdraw from the Property Development Business as one of the Current Core Businesses of the Group;
- the Company be and is hereby authorised to dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the approval Development Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- the Directors and each of them be and are hereby severally authorised to do all acts and things (including executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in this Ordinary Resolution 1 as they or each of them may in their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 2

THE PROPOSED ADOPTION OF THE EDITION EMPLOYEE SHARE OPTION SCHEME

THAT:-

- the share option scheme to be known as the "Edition Employee Share Option Scheme" (the "Scheme"), particulars of which are set out in the Circular, under which options (the "Options") to subscribe for ordinary shares (the "Shares") in the capital of the Company will be granted to selected Employees and Directors of the Company and its subsidiaries (including Non-Executive Directors) and Controlling Shareholders and/or their Associates be approved;
- the Board of the Company be and is hereby authorised:-
 - to establish and administer the Scheme;
 - to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
 - to offer and grant Options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act to allot and issue 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 exercise of Options provided that the aggregate number of Shares available pursuant to the Scheme, the Share Plan 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) from time to time; and
 - to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

ORDINARY RESOLUTION 3

THE PROPOSED GRANT OF OPTIONS UNDER THE SCHEME AT A DISCOUNT

THAT subject to and contingent upon the passing of Ordinary Resolution 2 being approved, approval be given for Options to be granted under the Scheme for the subscription of Shares at subscription prices which may, at the discretion of the committee administering the Scheme, be subject to a discount to the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the Scheme), provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option.

ORDINARY RESOLUTION 4

THE PROPOSED PARTICIPATION BY MR ONG BOON CHUAN, A CONTROLLING SHAREHOLDER, IN THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the participation in the Scheme by Mr Ong Boon Chuan, a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 5

THE PROPOSED GRANT OF 27,221,417 OPTIONS UNDER THE SCHEME TO MR ONG BOON CHUAN

THAT subject to and contingent upon the passing of Ordinary Resolutions 2 and 4 above, approval be and is hereby given for the proposed grant of Options to Mr Ong Boon Chuan, a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Scheme on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Options:-

- Proposed Date of Grant of Option(s) : Any time within four (4) weeks from the date of the EGM
- Number of Shares comprised in the proposed Option(s) : 27,221,417 Shares (representing approximately 1.08% of the total issued Shares as at the Latest Practicable Date and 7.23% of the Shares available under the Scheme and Share Plan)
- Exercise Price per Share : Market Price
- Exercise Period : Exercisable at any time after one (1) year from the Date of Grant
- Validity period of the Option(s) : 10 years from the Date of Grant

ORDINARY RESOLUTION 6

THE PROPOSED PARTICIPATION BY MR ONG KAI HIAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the participation in the Scheme by Mr Ong Kai Hian, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 7

THE PROPOSED GRANT OF 4,113,459 OPTIONS UNDER THE SCHEME TO MR ONG KAI HIAN

THAT subject to and contingent upon the passing of Ordinary Resolutions 2 and 6 above, approval be and is hereby given for the proposed grant of Options to Mr Ong Kai Hian, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Scheme on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Options:-

- Proposed Date of Grant of Option(s) : Any time within four (4) weeks from the date of the EGM
- Number of Shares comprised in the Option(s) : 4,113,459 Shares (representing approximately 0.16% of the total issued Shares as at the Latest Practicable Date and 1.09% of the Shares available under the Scheme and Share Plan)
- Exercise Price per Share : Market Price
- Exercise Period : Exercisable at any time after one (1) year from the Date of Grant
- Validity period of the Option(s) : 10 years from the Date of Grant

ORDINARY RESOLUTION 8

THE PROPOSED PARTICIPATION BY MR ONG KAI HOE, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the participation in the Scheme by Mr Ong Kai Hoe, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 9

THE PROPOSED GRANT OF 4,113,459 OPTIONS UNDER THE SCHEME TO MR ONG KAI HOE

THAT subject to and contingent upon the passing of Ordinary Resolutions 2 and 8 above, approval be and is hereby given for the proposed grant of Options to Mr Ong Kai Hoe, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Scheme on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Options:-

- Proposed Date of Grant of Option(s) : Any time within four (4) weeks from the date of the EGM
- Number of Shares comprised in the Option(s) : 4,113,459 Shares (representing approximately 0.16% of the total issued Shares as at the Latest Practicable Date and 1.09% of the Shares available under the Scheme and Share Plan)
- Exercise Price per Share : Market Price
- Exercise Period : Exercisable at any time after one (1) year from the Date of Grant
- Validity period of the Option(s) : 10 years from the Date of Grant

ORDINARY RESOLUTION 10

THE PROPOSED ADOPTION OF THE EDITION PERFORMANCE SHARE PLAN

THAT:-

- the performance share plan to be known as the "Edition Performance Share Plan" (the "Share Plan") particulars of which are set out in the Circular under which awards (the "Awards") of Shares will be granted, free of charge, to Employees and Directors of the Company and its subsidiaries (including Non-Executive Directors) and Controlling Shareholders and/or their Associates be approved.
- the Board of the Company be and is hereby authorised:-
 - to establish and administer the Share Plan;
 - to modify and/or amend the Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan;
 - to grant Awards in accordance with the provisions of the Share Plan and pursuant to Section 161 of the Companies Act and 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 provided that the aggregate number of Shares available pursuant to the Share Plan, the Scheme 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) from time to time;
 - subject to the same being allowed by law, to apply any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Share Plan; and
 - to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

ORDINARY RESOLUTION 11

THE PROPOSED PARTICIPATION BY MR ONG BOON CHUAN, A CONTROLLING SHAREHOLDER, IN THE SHARE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 10 above, approval be and is hereby given for the participation in the Share Plan by Mr Ong Boon Chuan, a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 12

THE PROPOSED GRANT OF 6,805,354 SHARES UNDER THE AWARD TO MR ONG BOON CHUAN PURSUANT TO THE SHARE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolutions 10 and 11 above, approval be and is hereby given for the proposed grant of an Award to Mr Ong Boon Chuan, a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Share Plan on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares, or transfer existing Shares procured by the Company, upon the release of the Award:-

- Date of Grant of Award : Any time within four (4) weeks from the date of the EGM
- Aggregate number of Shares granted under the Award : 6,805,354 Shares (comprising approximately 0.27% of the total issued Shares as at the Latest Practicable Date and 1.81% of the Shares available under the Scheme and Share Plan)
- Vesting period of the Award : The vesting of the Awards is subject to achieving pre-determined performance targets or as otherwise decided by the PSP Committee over the relevant performance periods. The pre-determined performance targets to be set for Mr Ong Boon Chuan and his Associates by the PSP Committee will take into consideration the profitability targets as set out in Mr Ong Boon Chuan's existing service agreement with the Company. The Awards shall be vested in full upon achievement of the targets set by the PSP Committee.

ORDINARY RESOLUTION 13

THE PROPOSED PARTICIPATION BY MR ONG KAI HIAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE SHARE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 10 above, approval be and is hereby given for the participation in the Share Plan by Mr Ong Kai Hian, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 14

THE PROPOSED GRANT OF 1,028,365 SHARES UNDER THE AWARD TO MR ONG KAI HIAN PURSUANT TO THE SHARE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolutions 10 and 13 above, approval be and is hereby given for the proposed grant of an Award to Mr Ong Kai Hian, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Share Plan on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares, or transfer existing Shares procured by the Company, upon the release of the Award:-

- Date of Grant of Award : Any time within four (4) weeks from the date of the EGM
- Aggregate number of Shares granted under the Award : 1,028,365 Shares (comprising approximately 0.04% of the total issued Shares as at the Latest Practicable Date and 0.27% of the Shares available under the Scheme and Share Plan)
- Vesting period of the Award : The vesting of the Awards is subject to achieving pre-determined performance targets or as otherwise decided by the PSP Committee over the relevant performance periods. The pre-determined performance targets to be set for Mr Ong Kai Hian and his Associates by the PSP Committee will take into consideration the profitability targets as set out in Mr Ong Boon Chuan's existing service agreement with the Company. The Awards shall be vested in full upon achievement of the targets set by the PSP Committee.

ORDINARY RESOLUTION 15

THE PROPOSED PARTICIPATION BY MR ONG KAI HOE, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE SHARE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 10 above, approval be and is hereby given for the participation in the Share Plan by Mr Ong Kai Hoe, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 16

THE PROPOSED GRANT OF 1,028,365 SHARES UNDER THE AWARD TO MR ONG KAI HOE PURSUANT TO THE SHARE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolutions 10 and 15 above, approval be and is hereby given for the proposed grant of an Award to Mr Ong Kai Hoe, an Associate of Mr Ong Boon Chuan, who is a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Share Plan on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares, or transfer existing Shares procured by the Company, upon the release of the Award:-

- Date of Grant of Award : Any time within four (4) weeks from the date of the EGM
- Aggregate number of Shares granted under the Award : 1,028,365 Shares (comprising approximately 0.04% of the total issued Shares as at the Latest Practicable Date and 0.27% of the Shares available under the Scheme and Share Plan)
- Vesting period of the Award : The vesting of the Awards is subject to achieving pre-determined performance targets or as otherwise decided by the PSP Committee over the relevant performance periods. The pre-determined performance targets to be set for Mr Ong Boon Chuan and his Associates by the PSP Committee will take into consideration the profitability targets as set out in Mr Ong Boon Chuan's existing service agreement with the Company. The Awards shall be vested in full upon achievement of the targets set by the PSP Committee.

ORDINARY RESOLUTION 17

THE PROPOSED SHARE BUY BACK MANDATE

THAT:-

- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies 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:-
 - market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
 - 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 Companies Act,
 and otherwise in accordance with all other provisions of the Companies Act and the Listing Manual (Section B: Rules of Catalyst) of the SGX-ST as may for the time being be applicable (the "Share Buy Back Mandate");
- 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 Companies Act;
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:-
 - the date on which the next annual general meeting of the Company ("AGM") is held or is required by law to be held;
 - 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
 - the date on which the authority conferred in the Share Buy Back Mandate is varied or revoked;
- for purposes of this Resolution:-

"Prescribed Limit" means 10% 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 Companies 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 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; and

"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:-

 - in the case of a Market Purchase: 105% of the Average Closing Price (as hereinafter defined); and
 - 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 after 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
- 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.

By Order of the Board

Edition Ltd.
Ong Boon Chuan
Executive Chairman and Chief Executive Officer
6 November 2017

Notes:-

- A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A proxy need not be a member of the Company.
- An instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company at 80 Robinson Road, #11-02, Singapore 068898, not less than 48 hours before the time for holding the EGM or any adjournment thereof.

PERSONAL DATA PRIVACY: By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Mr Ong Hwee Li (Tel: (65) 6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.