

## **INTERESTED PERSON TRANSACTIONS**

---

*Unless otherwise defined, all capitalised terms used and not defined herein shall bear the same meanings ascribed to them in the Company's announcement dated 22 February 2023 (the "22 February 2023 Announcement").*

### **1. Introduction**

The Board of Directors (the "**Board**") of Edition Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the 22 February 2023 Announcement and wishes to announce the following interested person transactions ("**IPTs**") that the Group has entered into 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**").

### **2. Details of the Interested Persons**

The Group has entered into further IPTs with B&L Group Pte Ltd ("**B&L Group**"). 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.

Mr Ong Boon Chuan ("**Mr Ong**"), who is an executive director and controlling shareholder of the Company, 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.

For the purposes of Rules 905(2) and 906(1)(b) of the Catalist Rules, the Interested Persons are treated as the same interested person (as defined in Rule 908 of the Catalist Rules) ("**Same Interested Person**"). The transactions entered into between the Group and the Same Interested Person during the same financial year are aggregated in determining whether the IPT materiality thresholds under Rules 905(2) and 906(1)(b) of the Catalist Rules have been exceeded.

### **3. Details of the Interested Person Transactions with the Same Interested Person**

In addition to the loan facility as announced on 22 February 2023, the Company has entered into the further IPTs with the Same Interested Person, being the rendering of corporate services. The aggregate value of the IPTs entered into and expected IPTs between the Group and the Same Interested Person for financial year ending 31 December 2023 ("**FY2023**") is approximately \$278,000 ("**Aggregated IPTs**"). The value of Aggregated IPTs between the Group and the Same Interested Person is approximately 4.4% of the Group's latest audited net tangible assets as at 31 December 2022 of \$6.35 million ("**NTA**"). As this does not exceed five per cent of the Group's NTA, the Company is not required to seek shareholders' approval pursuant to Rule 906(1)(b) of the Catalist Rules for the Aggregated IPTs.

Information on the Aggregated IPTs for FY2023 up to the date of this announcement are set out below.

Name of Interested Person	Nature of interested person transaction	Aggregate value of interested person transactions in FY2023 (\$'000)
B&L Group	Provision of corporate services	94
	Interest on loan entered into on 22 February 2023, computed at facility amount of \$2,000,000 at 8% p.a. over the tenure of approximately 14 months (i.e. maturity date of 15 April 2024).	184
Total		278

#### 4. Rationale for the IPTs

B&L Group, a company in which Mr Ong has more than 30% shareholding, has an experienced corporate services team comprising legal, human resources and corporate administration. B&L Group also has available strong information technology infrastructure and office space solutions. By leveraging on B&L Group's resources, the Group is able to receive such corporate services at a price that is lower than if individually obtained by the Group itself from third parties. This would therefore result in cost savings for the Group.

As announced on 22 February 2023, 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. To maintain sufficient funding for the Group's operations for FY2023, the Group has sought financial support from the Company's controlling shareholder, B&L Group. B&L Group extended to the Company a loan facility of \$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, the rationale for and benefit of the above IPTs in FY2023. The Audit Committee is of the view that the IPTs are on normal commercial terms and are 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 into between the Group and all interested persons for FY2023 is approximately \$278,000, representing approximately 4.4% of the Group's NTA. The IPTs are entered into by the Company in its ordinary course of business. Up to the date of this announcement, there are no other IPTs entered into with other interested persons other than the above stated in FY2023.

#### 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 Aggregated IPTs.

By order of the Board  
**Edition Ltd.**

Ong Boon Chuan  
Executive Director and Chief Executive Officer  
30 June 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.