

## INTERESTED PERSON TRANSACTIONS

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### 1. Introduction

The Board of Directors (the “**Board**”) of Edition Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) 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 several IPTs (“**Relevant IPTs**”) with the following interested persons:

- (i) B&L Group Pte Ltd (“**B&L Group**”);
- (ii) Thye Chuan Engineering Construction Co. Pte Ltd (“**Thye Chuan**”); and
- (iii) Proapp Technology Pte Ltd (“**Proapp**”).

(collectively, the “**Interested Persons**”).

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 each of B&L Group and Proapp. Mr Ong is an executive director and has an interest of 30% or more in Thye Chuan through his associates.

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

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 Persons 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

The aggregate value of the Relevant IPTs entered into between the Group and the Same Interested Person for FY2022 (the “**Relevant IPTs**”) is approximately \$375,000. The Relevant IPTs are approximately 3.4% of the Group’s latest audited net tangible assets as at 31 December 2021 of \$11.03 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 Relevant IPTs.

Information on the Relevant IPTs for FY2022 are set out below.

Name of Interested Person	Nature of interested person transaction	Aggregate value of interested person transactions in FY2022 (\$'000)
B&L Group	Provision of corporate services	47
Thye Chuan	Supply of labour	297
	Supply of concrete materials	31
Proapp	Sale of face masks	* -
Total		375

\* Amount less than \$1,000

#### **4. Rationale for the Relevant IPTs and benefits to the Group**

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.

Thye Chuan is an established engineering and construction company registered with the Building and Construction Authority of Singapore. Since its incorporation in 1992, Thye Chuan has built up a list of preferred vendors. These vendors are able to offer goods and services to Thye Chuan at preferential rates and terms, which in turn is able to pass on these rates and terms to the Group. Thye Chuan is also able to offer labour supply solutions to the Group for the farm greenhouse construction and maintenance at competitive rates and terms.

Proapp is a supplier of face masks. The Group purchased face masks of an amount that is less than \$1,000, for COVID-19 safety measures. The Group has aggregated this amount into the Relevant IPTs, though the transaction is individually less than \$100,000.

#### **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 FY2022. The Audit Committee is of the view that the Relevant 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 between the Group and all interested persons for FY2022 is approximately \$375,000, representing approximately 3.4% of the Group's NTA. The IPTs are entered into by the Company in its ordinary course of business. There are no other IPTs entered into with other interested persons other than the above stated in FY2022.

#### **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 Relevant IPTs.

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

Ong Boon Chuan  
Executive Director and Chief Executive Officer  
2 November 2022

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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.

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