

INCREASE IN INVESTMENT IN SUBSIDIARY, MEOD PTE. LTD.

Unless otherwise defined herein, all capitalised terms and references used herein shall bear the same meanings ascribed to them in the Company's earlier announcements dated 26 October 2015 and 8 June 2018 (the "Announcements").

1. INTRODUCTION

The Board of Directors of Edition Ltd. (the "**Company**" or "**EDL**", together with its subsidiaries, the "**Group**") refers to the earlier Announcements, and wishes to announce that Mr Chua Chiang Yong Jeremy has transferred his 5% holdings in the ordinary shares of Meod Pte. Ltd. ("**Meod**") to the Company (the "**Share Transfer**"). With this increase in investment, Meod is now a 100% owned subsidiary of the Company.

2. INFORMATION ON MEOD AND ITS SHAREHOLDERS

Pursuant to the Supplemental Agreement dated 8 June 2018 to the Original Agreement, the Company and Mr Chua Chiang Yong Jeremy ("**CCY**" or "**Founder**") capitalised their loans to Meod of S\$2,007,000 and S\$101,000 respectively into newly issued ordinary shares of Meod at a subscription price of S\$0.10 per share ("**Capitalisation**"). Consequent to the Capitalisation, the shareholders of Meod as at 8 June 2018 are the Company and CCY, holding 20,121,000 and 1,059,000 ordinary shares in Meod representing 95% and 5% of the total enlarged issued share capital of Meod respectively.

Upon the Share Transfer, the sole shareholder of Meod is the Company and CCY has ceased to be a shareholder and a director of Meod. The Company has also waived and released CCY from the First Founder's Indemnity and Second Founder's Indemnity obligations to the Company.

Prior and following the Capitalisation, the Company has been extending loans to Meod, including the Second EDL Loan of S\$408,000 at an interest rate of 10% per annum pursuant to the Supplemental Agreement, to fund its working capital. The total amount of shareholder's loan outstanding as at 7 June 2019 is S\$5,700,000.

3. RATIONALE AND CONSIDERATION FOR THE SHARE TRANSFER

The Share Transfer allows the Company to have full effective control of Meod, and to be entitled to any full dividend from Meod.

The Company has acquired 1,059,000 shares in Meod, representing 5% of the issued share capital of Meod at a consideration of S\$1.00 (the "**Consideration**"). The Consideration was arrived at on a willing-buyer willing-seller basis after taking into account of the net liabilities position of Meod of S\$2,420,400 as at 31 December 2018.

The Consideration was funded through internal resources of the Company.

4. FINANCIAL EFFECTS OF THE TRANSACTION

The Share Transfer is not expected to have any material impact on the net tangible assets per share or earnings per share of the Company and the Group for the financial year ending 31 December 2019.

The financial effects of the Share Transfer are for illustrative purposes only and are not indicative of the actual financial effects of the Share Transfer on the net tangible assets per share and earnings per share of the Group.

(a) Net tangible assets (“NTA”) per share

Based on the audited consolidated financial statements of the Group for FY2018, assuming the Transaction was completed as at 31 December 2018, the effect of the Transaction on the NTA per share of the Company is as follows:

| | Before completion of the Transaction | After completion of the Transaction |
|--|--------------------------------------|-------------------------------------|
| NTA attributable to Shareholders (S\$'000) | 23,833 | 23,712 |
| Number of Shares, excluding treasury shares ('000) | 2,510,924 | 2,510,924 |
| NTA per Share attributable to Shareholders (cents) | 0.95 | 0.94 |

(b) Earnings per share (“EPS”)

Based on the audited consolidated financial statements of the Group for FY2018, assuming the Transaction was completed as at 1 January 2018, the effect of the Transaction on the EPS of the Company is as follows:

| | Before completion of the Transaction | After completion of the Transaction |
|---|--------------------------------------|-------------------------------------|
| Net loss attributable to Shareholders (S\$'000) | (2,766) | (3,221) |
| Weighted average number of Shares, excluding treasury shares ('000) | 2,510,924 | 2,510,924 |
| EPS (cents) | (0.11) | (0.13) |

5. OTHER MATTERS

(a) **SERVICE CONTRACT**

The service contract of CCY with Meod will be terminated on the last day of CCY's service around the end of June 2019.

(b) **INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

Save for their shareholdings in the Company, none of the Directors or controlling Shareholders of the Company has any interest, directly or indirectly, in the Share Transfer, other than through their shareholdings in the Company, if any.

On behalf of the Board

Mr Ong Boon Chuan
Executive Chairman and Chief Executive Officer
7 June 2019

*This announcement has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange 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 Tay Sim Yee (Telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.
