



Summit Limited

(formerly known as Equation Corp Limited)

(Company Registration No. 197501110N)

(Incorporated in the Republic of Singapore)

(“**Company**” and together with its subsidiaries, the “**Group**”)

*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 Singapore Exchange Securities Trading Limited (“**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.

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PROPOSED SUBSCRIPTION OF 200,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF EQUATION SUMMIT LIMITED (the “COMPANY”) AT THE PRICE OF S\$0.007 PER SHARE (the “SUBSCRIPTION”)

1. INTRODUCTION

The Board of Directors (“**Directors**”) of Equation Summit Limited (“**Company**”) wishes to announce that the Company has, on 13 February 2015 entered into a subscription agreement (“**Subscription Agreement**”) with John Wong Weng Foo (the “**Subscriber**”), an existing shareholder of the Company holding an equity interest of approximately 3.04% in the issued share capital of the Company, for the issue and allotment by the Company to the Subscriber of an aggregate number of 200,000,000 new ordinary shares in the capital of the Company (“**Subscription Shares**”) on the terms and subject to the conditions of the Subscription Agreement. The subscription price for each of the Subscription Shares will be at S\$0.007 per Subscription Share (“**Subscription Price**”). The Subscription Price represents the volume weighted average price of S\$0.007 for trades done on the Company’s shares on the SGX-ST for the full market day on 13 February 2015 (being the full market day on which the Subscription Agreement was signed). The total consideration for the Subscription is S\$1.4 million (“**Total Consideration**”).

The Subscription will be undertaken pursuant to Section 275 of the Securities and Futures Act (Cap. 289) of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection therewith.

2. PROPOSED SUBSCRIPTION

2.1 Principal terms of the Proposed Subscription

Under the terms of the Subscription Agreement and subject to the conditions precedent contained therein, the Subscriber agreed to subscribe for and the Company agreed to allot and issue to the Subscriber the Subscription Shares at the Subscription Price.

2.2 Authority for issue and allotment of Subscription Shares

The Subscription Shares will be allotted and issued to the Subscribers by the Company under the general mandate granted to the Directors to issue shares pursuant to the Shareholders' resolution passed at the Annual General Meeting of the Company held on 30 October 2014.

The Subscription Shares, when issued, represent approximately 4.07% of the issued share capital of the Company comprising 4,913,729,645 ordinary shares as at the date of this announcement and will represent approximately 3.91% of the enlarged issued share capital of the Company after the allotment and issue of the Subscription Shares. Upon allotment and issue, the Subscription Shares shall rank *pari passu* in all respects with the existing Shares.

The Subscription is conditional upon, *inter alia*, the approval in-principal from the Sponsor and/or the SGX-ST (as the case may be) for the listing and quotation of the Subscription Shares on the SGX Catalist. The completion of the Subscription shall take place upon 5 business days from the date that all such conditions have been fulfilled.

2.3 Information on the Subscriber

The Subscriber is an accredited investor who has experience in both the financial and information technology industries. Apart from this Subscription and the Subscription Agreement, the Subscriber has no other business dealings with the Company.

The Subscriber is an existing shareholder of the Company with an equity interest of approximately 3.04% in the existing issued share capital of the Company. The Subscriber was independently introduced to the Company through mutual business contacts of the Directors and this Subscription is purely for his personal financial investment purpose. Subsequent to completion of the Subscription, the Subscriber's equity interest will be increased to 6.83% of the enlarged share capital of the Company.

There is no specific reason for the Subscription apart from purely financial investment purposes and the Subscriber being a willing investor in the Company.

2.4 Use of Proceeds

The Company intends to use 100% of the net proceeds from the Subscription, estimated to be S\$1.4 million, for the Group's general working capital purposes. With an improved working capital position, the Group would be better poised to capitalise on business expansion opportunities as and when they arise.

Pending the deployment of the net proceeds, such proceeds may be placed as deposits with financial institutions in short term money markets or debt instruments or for any other purposes on a short term basis as the Directors may, in their absolute discretion, deem fit.

2.5 Working Capital

The Directors are of the opinion that after taking into consideration the present financial position of the Group, including:

- (i) its banking facilities, its bank and cash balances, the Group has adequate working capital for its present requirements; and
- (ii) the present bank facilities and net proceeds of the Subscription, the working capital available to the Group is sufficient to meet its present requirements.

3. DIRECTORS, CONTROLLING SHAREHOLDERS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for their respective interests in the issued shares in the capital of the Company (as the case may be), none of the Directors, controlling shareholders or substantial shareholders of the Company has any interest, direct, or indirect in the Subscription.

4. COMPLIANCE WITH RULE 812(1) OF THE LISTING MANUAL

The Subscription Shares will not be issued to any of the persons set forth in Rule 812(1) of the Listing Manual of the SGX Catalyst.

The Company will be submitting an application to the Sponsor and the SGX-ST for the listing and quotation of the Subscription Shares.

Further announcements will be made on this matter as and when appropriate.

BY ORDER OF THE BOARD

Chng Weng Wah
Executive Director
16 February 2015