

# ISDN HOLDINGS LIMITED

Company Registration No. 200416788Z  
(Incorporated in the Republic of Singapore)

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## DISPOSAL OF AN ASSOCIATE – SCHNEEBERGER LINEAR TECHNOLOGY PTE LTD

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### Introduction

The Board of Directors (the “**Board**”) of ISDN Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company’s wholly owned subsidiary, Motion Control Group Pte Ltd (“**MCG**”), had on 10 March 2016 entered into a sale and purchase agreement (the “**SPA**”) with Schneeberger Holding AG (the “**Purchaser**”), to dispose of its 500 ordinary shares in Schneeberger Linear Technology Pte Ltd (“**SLTPL**”) representing 50.0% of the total issued share capital of SLTPL (the “**Sale Shares**”) to the Purchaser, upon the terms and subject to the conditions of the SPA (the “**Disposal**”). The Disposal had been completed on 17 March 2016.

Prior to the Disposal, MCG and the Purchaser each held 50.0% of the shareholding interest in SLTPL. Upon completion of the Disposal, MCG will cease to have any interest in SLTPL and SLTPL will cease to be an associate of the Company. As such, this announcement is made pursuant to Rule 704(18)(c) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST Listing Manual**”).

### Background and Consideration

At the establishment of SLTPL, a joint venture agreement was entered into between MCG and the Purchaser (the “**JVA**”), wherein each of the parties were granted with put options and call options over the shareholding in SLTPL. The aggregate consideration for the Sale Shares of S\$811,710 as set out in the SPA, was arrived at pursuant to MCG’s exercise of its put option under the JVA and calculated upon the terms contained in the JVA.

The Consideration shall be satisfied in the following manner:

- (i) S\$324,684 to be paid at completion; and
- (ii) S\$487,026 to be paid in 11 equal monthly instalments of S\$41,000 and 1 final instalment of S\$36,026 by the 15th day of each month, beginning from April 2016.

In the event of late payment by the Purchaser of any monthly instalment under (ii) above, MCG will be entitled to claim late payment interest of 10% per annum, unless such late payment was not within the control of Purchaser.

### Relative Figures under Rule 1006 of the Listing Manual

As each of the relative figures computed on the applicable bases as set out in Rule 1006 of the SGX-ST Listing Manual is less than 5.0%, the Disposal is a “Non-discloseable Transaction” for the purposes of Chapter 10 of the SGX-ST Listing Manual.

### Financial Impact on the Company

The Disposal is not expected to have a material impact on the Company’s consolidated net tangible assets or earnings per share for the financial year ending 31 December 2016.

### Interests of Directors and Substantial Shareholders

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect (other than through their shareholdings in the Company), in the Disposal.

By Order of the Board  
ISDN Holdings Limited

Gwendolyn Gn Jong Yuh  
Company Secretary

17 March 2016