

ISDN HOLDINGS LIMITED

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

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ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD BY WAY OF ELECTRONIC MEANS ON MONDAY, 29 JUNE 2020 AT 9.30 A.M.

1. **Background.** ISDN Holdings Limited (“ISDN” or the “Company”) refers to:
 - (a) the Notice of the Annual General Meeting of ISDN dated 24 March 2020 (the “**Original AGM Notice**”) convening the Annual General Meeting of the Company (“**AGM**”) to be held on 29 April 2020;
 - (b) ISDN’s announcement dated 2 April 2020 regarding the Company’s application to the Accounting and Corporate Regulatory Authority (the “**ACRA**”) on 26 March 2020 and Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 2 April 2020 for an extension of time to comply with the requirement of Rule 707(1) of the Listing Manual, in respect of holding the Company’s AGM for the financial year 2019 (the “**FY2019**”);
 - (c) ISDN’s announcement dated 14 April 2020 on the deferment of the AGM originally scheduled to be held on 29 April 2020 to a future date falling on or before 29 June 2020;
 - (d) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
 - (e) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.
2. **Date, time and conduct of AGM.** ISDN is pleased to announce that pursuant to the Order, its AGM will be convened and held by way of electronic means on **Monday, 29 June 2020, at 9.30 a.m.** (Singapore time) to transact the business set out in the Notice of AGM.
3. **Notice of AGM and Proxy Form.** The Notice of the deferred AGM and new proxy form will be sent to shareholders solely by electronic means via publication on our corporate website at <https://www.isdnholdings.com/investorrelations.html> and will also be made available on the Singapore Exchange Securities Trading Limited website (the “**SGXNET**”) at <https://www.sgx.com/securities/company-announcements> and The Stock Exchange of Hong Kong Limited (the “**HKEXNEWS**”) at <https://www.hkexnews.hk/>. Printed copies of these documents will not be sent to shareholders.
4. **Attendance at the AGM.** Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM of the Company in person.

5. **Participation at the AGM electronically.** Shareholders may participate at the AGM by:
- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and
 - (c) appointing the Chairman of the meeting as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in the Appendix of this announcement.

6. **Key dates and times.**

Key Dates and Times	Actions to be taken by Shareholders
From Tuesday, 23 June 2020 to Monday, 29 June 2020	Closure of the Hong Kong Branch Register of Members for determining the entitlement of Hong Kong Shareholders to attend and vote at the AGM.
5.00 p.m. (Singapore time) on 26 June 2020 (Friday)	Record date in respect of Singapore Shareholders for determining the entitlement of Singapore Shareholders to attend and vote at the AGM.
9.30 a.m. (Singapore time) on Friday, 26 June 2020	Deadline for shareholders to: (a) pre-register at the URL https://complete-corp.com.sg/isdn-agm/ for live audio-visual webcast or live audio-only stream; (b) submit of questions in advance; and (c) submit of proxy forms to appoint the Chairman of the meeting to attend, speak and vote at the AGM.
3.00 p.m. (Singapore time) on Sunday, 28 June 2020	Authenticated shareholders will receive an email which will contain the user ID and password details as well as the link to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream of the AGM (the “Confirmation Email”). Singapore and Hong Kong Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 3.00 p.m. (Singapore time) on Sunday, 28 June 2020, should contact Complete Corporate Services Pte Ltd, by email at isdn-agm@complete-corp.com.sg.
9.30 a.m. on Monday, 29 June 2020	Shareholders may participate at the AGM of the Company via electronic means by: (a) accessing the URL in the Confirmation Email and entering the user ID and password to access the live audio-visual webcast; or (b) calling the toll-free telephone number to access the live audio-only stream.

7. **Books Closure Date and Record Date for Attendance and Voting at the AGM and Books Closure Date, Record Date and Payment Date for FY2019 Proposed Final Dividend.**

Shareholders should note the change of dates from the Notice of Closure of Register of Members dated 24 March 2020.

- (i) For determining the entitlement to attend the AGM by electronic means and to vote at the AGM

For Singapore Shareholders

The share transfer books and the Singapore Principal Share Register will be closed at 5.00 p.m. on Friday, 26 June 2020 for the purpose of determining the entitlement of Singapore Shareholders to attend the AGM by electronic means and to vote at AGM. Duly completed registrable transfers received by the Company's Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on Friday, 26 June 2020 shall be registered to determine Shareholders' entitlements to attend the AGM by electronic means and to vote at AGM.

For Hong Kong Shareholders

The Hong Kong Branch Share Register will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020, both days inclusive. During this period, no transfer of shares in the capital of the Company ("**Shares**") will be registered. In order to be entitled to attend the AGM by electronic means and to vote at the AGM, the non-registered Hong Kong Shareholders must lodge all completed transfer forms accompanied by the relevant share certificates with the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4.30 p.m. on Monday, 22 June 2020.

Any transfer of the Shares between the Singapore Principal Share Register and the Hong Kong Branch Share Register by way of deregistration from one Share Register and registration on the other Share Register has to be made not later than 5.00 p.m. on Thursday, 11 June 2020 for Singapore Shareholders and not later than 4.30 p.m. on Thursday, 11 June 2020 for Hong Kong Shareholders.

- (ii) For determining the entitlement to receive the first and final tax-exempt (one-tier) dividend

Shareholders whose names appear in the Register of Members of the Company as at 5.00 p.m. on Tuesday, 7 July 2020, being the record date, are entitled to receive a first and final tax-exempt (one-tier) dividend of 0.4 Singapore cents per ordinary share ("**Final Dividend**"), which shall be paid on Friday, 28 August 2020, subject to Shareholders' approval at the AGM.

A circular to Shareholders containing, among others, details of the scrip dividend proposal will be despatched to the Shareholders, together with the form of election for scrip dividend, on or about Thursday, 16 July 2020.

For Singapore Shareholders

For the avoidance of doubt, where the registered holder is The Central Depository (Pte) Limited ("**CDP**"), the Final Dividend shall be paid to the CDP and credited to the depositors' securities accounts with the CDP in proportion to the number of Shares standing to the credit of each depositor's securities account with the CDP as at 5:00 p.m. on Tuesday, 7 July 2020. Duly completed registrable transfers received by the

Company's Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5:00 p.m. on Tuesday, 7 July 2020 shall be registered to determine Shareholders' entitlements to the Final Dividend.

For Hong Kong Shareholders

The Hong Kong Branch Share Register will be closed from Wednesday, 8 July 2020 to Thursday, 9 July 2020, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for the Final Dividend, Shareholders who wish to hold their Shares on the Hong Kong Register of Members of the Company must lodge all completed transfer forms accompanied by the relevant share certificates with the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 7 July 2020.

Any transfer of the Shares between the Singapore Principal Share Register and the Hong Kong Branch Share Register by way of deregistration from one Share Register and registration on the other Share Register has to be made not later than 5:00 p.m. on Thursday, 11 June 2020 for Singapore Shareholders and not later than 4:30 p.m. on Thursday, 11 June 2020 for Hong Kong Shareholders.

Shareholders who hold their Shares on the Hong Kong Register of Members of the Company shall receive the Final Dividend in Hong Kong dollars.

Important reminder: Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the AGM at short notice. Shareholders should check the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html> for the latest updates on the status of the AGM. Such updates will also be made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and on HKEXNEWS at the URL <https://www.hkexnews.hk/>.

By Order of the Board
ISDN Holdings Limited

Gwendolyn Gn
Joint Company Secretary
27 May 2020

APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the AGM:

Shareholders may electronically access the meeting and observe and/or listen to the live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers, submit questions to in advance of the AGM and appoint the Chairman of the meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, shareholders will need to complete the relevant steps below.

Steps	Details
Pre-registration	Shareholders must pre-register at the URL https://complete-corp.com.sg/isdn-agm/ from the date hereof until 9.30 a.m. (Singapore time) on Friday, 26 June 2020 to enable the Company's Registrar and Transfer Agents, Boardroom Corporate & Advisory Services Pte. Ltd. (Singapore) and Boardroom Share Registrars (HK) Limited, to verify their status as shareholders of the Company. Following the verification, authenticated shareholders will receive a Confirmation Email by 3.00 p.m. (Singapore time) on Saturday, 27 June 2020. Singapore and Hong Kong Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 3.00 p.m. (Singapore time) on Sunday, 28 June 2020, should contact Complete Corporate Services Pte Ltd, by email at isdn-agm@complete-corp.com.sg.
Submit questions in advance	Shareholders will not be able to ask questions at the AGM during the live audio-visual webcast or live audio-only stream. It is therefore important for shareholders to submit questions in advance of the AGM. Submission of questions. Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the meeting in advance of the AGM in the following manner: (a) By post – Shareholders may submit their questions by post to the registered office of the Company, at No. 10 Kaki Bukit Road 1, #01-30 KB Industrial Building, Singapore 416175, (for Singapore Shareholders) or the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders). Questions submitted by shareholders by post must be accompanied by the member's full name, address and the manner in which the member hold shares in the Company. (b) By electronic means – Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream, may submit their questions by electronic means at the URL https://complete-corp.com.sg/isdn-agm/. Deadline to submit questions. Shareholders must submit all questions by 9.30 a.m. (Singapore time) on Friday, 26 June 2020.

Steps	Details
	Addressing questions. The Company will endeavour to address all substantial and relevant questions received from shareholders at the AGM during the live audio-visual webcast or live audio-only stream. However, as there may not be sufficient time to address all substantial and relevant questions received from shareholders at the AGM during the live audio-visual webcast or live audio-only stream, the Company will publish its responses to questions which it is unable to address at the AGM during the live audio-visual webcast or live audio-only stream on the Company's website at the URL https://www.isdnholdings.com/investorrelations.html and on SGXNET at the URL https://www.sgx.com/securities/company-announcements and on HKEXNEWS at the URL https://www.hkexnews.hk/ prior to the AGM. Minutes of AGM. The Company will publish the minutes of the AGM on the Company's website at the URL https://www.isdnholdings.com/investorrelations.html and on SGXNET at the URL https://www.sgx.com/securities/company-announcements and on HKEXNEWS at the URL https://www.hkexnews.hk/ within one month after the AGM. The minutes of AGM will include responses from the board of director and the management to substantial and relevant comments, queries and/or questions received from shareholders addressed at the AGM during the live audio-visual webcast or live audio-only stream.
Submission of proxy forms to appoint the Chairman of the meeting to attend, speak and vote at the AGM	Appointment of Chairman of the meeting as proxy. A member (whether individual or corporate) must appoint the Chairman of the meeting as their proxy to attend, speak and vote on their behalf at the AGM in accordance with the instructions on the proxy form. Specific instructions as to voting must be given. Where a shareholder (whether individual or corporate) appoints the Chairman of the meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the meeting as proxy for that resolution will be treated as invalid. Submission of proxy forms. The proxy form must be submitted to the Company in the following manner: (a) if submitted by post, be lodged with the registered office of the Company at No. 10 Kaki Bukit Road 1, #01-30 KB Industrial Building, Singapore 416175, (for Singapore Shareholders) or the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders); or (b) if submitted by way of electronic means, be submitted via email to Complete Corporate Services Pte Ltd, by email at isdn-agm@complete-corp.com.sg, in either case, at least 72 hours before the time for holding the AGM. Shareholders who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

Steps	Details
	In view of the current COVID-19 restriction orders and the related safe distancing measures in Singapore which may make it difficult for shareholders to submit the completed proxy forms by post, shareholders are strongly encouraged to submit the completed proxy forms by way of electronic means via email. INSTRUMENT OF PROXY DELIVERED TO THE COMPANY BEFORE 13 APRIL 2020 Members should note that there are no changes to the resolutions to be proposed at the upcoming AGM from those that are contained in the Original AGM Notice, there are also no amendments to the ambit of the resolutions and no addition of new resolutions to the resolutions as set out in the Original AGM Notice. In this regard, for members who had already submitted valid instrument appointing the Chairman of the meeting or other person(s) as proxy(ies) previously which were deposited/lodged with the Company prior to 13 April 2020, such members do not have to submit the new instrument, provided that: (a) the members had indicated how they wished to vote for or vote against or abstain from voting on each resolution; and (b) the members do not withdraw the instrument. A member may withdraw an instrument submitted before 13 April 2020 appointing the Chairman of the meeting or other person(s) as proxy(ies) by sending an email to Complete Corporate Services Pte Ltd at isdn-agm@complete-corp.com.sg to notify the Company of the withdrawal, by 9.30 a.m. (Singapore time) on Friday, 26 June 2020. Submission by a member of a new valid instrument using the proxy form (issued with this announcement) appointing the Chairman of the meeting as proxy at least 72 hours before the time for holding the AGM will supersede proxy forms submitted before 13 April 2020.