

ISDN HOLDINGS LIMITED

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(I) **NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT FOR THE FINAL TAX EXEMPT (ONE-TIER) DIVIDEND OF S\$0.70 SINGAPORE CENTS PER ORDINARY SHARE (THE “PROPOSED DIVIDEND”)**

(II) **APPLICATION OF THE ISDN HOLDINGS LIMITED SCRIP DIVIDEND SCHEME TO THE PROPOSED DIVIDEND**

The board of directors (the “**Board**”) of ISDN Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcement dated 2 April 2019 in relation to the adoption of the ISDN Holdings Limited Scrip Dividend Scheme and the announcement dated 26 February 2019 in relation to the unaudited financial statements for the financial year ended 31 December 2018 (collectively, the “**Announcements**”).

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the Announcements.

1. **NOTICE OF BOOKS CLOSURE DATE**

NOTICE IS HEREBY GIVEN, subject to the approval of the shareholders at the forthcoming Annual General Meeting to be held Tuesday, 30 April 2019, that:

For Singapore Shareholders

The Share Transfer Books and Register of Members of ISDN Holdings Limited (the “**Company**”) will be closed on Wednesday, 10 July 2019 at 5.00 p.m. for the purposes of determining shareholders’ entitlements to the first and final tax exempt (one-tier) dividend of 0.70 Singapore cents per ordinary share for the financial year ended 31 December 2018 (the “**Proposed Dividend**”).

Duly completed registrable transfers received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on Wednesday, 10 July 2019 will be registered to determine shareholders’ entitlements to the Proposed Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares at 5.00 p.m. on Wednesday 10 July 2019 will be entitled to the Proposed Dividend.

Payment of the Proposed Dividend will be made on Wednesday, 28 August 2019.

For Hong Kong Shareholders

The Hong Kong branch register of members of the Company will be closed on Thursday, 11 July 2019 and Friday, 12 July 2019, both dates inclusive, during this period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, 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 Wednesday, 10 July 2019.

Payment of the Proposed Dividend will be made on Wednesday, 28 August 2019.

2. APPLICATION OF ISDN HOLDINGS LIMITED SCRIP DIVIDEND SCHEME TO THE PROPOSED DIVIDEND

The ISDN Holdings Limited Scrip Dividend Scheme (the “**Scrip Dividend Scheme**”) will be applicable to the Proposed Dividend.

Shareholders who are entitled to the Proposed Dividend and who are eligible to participate in the Scrip Dividend Scheme (“**Entitled Shareholders**”) may participate in the Scrip Dividend Scheme in respect of the Proposed Dividend subject to the terms and conditions of the Scrip Dividend Scheme. The Notices of Election will be despatched to Entitled Shareholders on or about 18 July 2019. Entitled Shareholders may elect to participate in the Scrip Dividend Scheme in relation to all or part only of the Proposed Dividend. For the avoidance of doubt, Shareholders may not make a permanent election to participate in respect of all their holding of Shares to which each Notice of Election / Election Form relates for all Qualifying Dividends under the Scrip Dividend Scheme. These options will be provided for in the Notices of Election / Election Form. Fractional entitlements to the new Shares will be rounded down to the nearest whole number or otherwise dealt with in such manner as the Directors may deem fit in the interests of the Company and as may be acceptable to the SGX-ST. Participation in the Scrip Dividend Scheme is optional. No action is required if Entitled Shareholders wish to receive the Proposed Dividend in cash.

In accordance with the terms of the Scrip Dividend Scheme, for the purpose of application of the Scheme to the Proposed Dividend, the issue price of a new Share (“**Issue Price**”) shall be set at not more than ten per cent. (10%) discount (or such other discount as may be permitted by the Listing Manual of the SGX-ST and the Listing Rules of the HKEX) to, nor shall it exceed, the average of the last dealt prices of a Share on the SGX-ST for each of the Market Days during the price determination period commencing on 30 April 2019 and ending on 10 July 2019 (both dates inclusive) (“**Price Determination Period**”).

In the event there is no trading in the Shares during the Price Determination Period, the Issue Price shall not exceed the average of the last dealt prices of a Share on the SGX-ST, for each of the Market Days during a period to be determined by the Directors prior to the announcement of the application of the Scrip Dividend Scheme to the Proposed Dividend.

The Company will update shareholders when the Issue Price is determined. For the avoidance of doubt, SGD will be used for calculation of the Issue Price for Singapore Shareholders and HKD will be used for the calculation of the Issue Price for Hong Kong Shareholders in respect of the Scrip Dividend Scheme.

For Singapore Shareholders

The attention of Shareholders is drawn to Rule 14 of the Singapore Code on Take-overs and Mergers. In particular, a Shareholder should note that he/she may be under an obligation to extend a mandatory offer for the Company, if: (i) he acquires, by participating in the ISDN Holdings Scrip Dividend Scheme in relation to any dividend to which the ISDN Holdings Scrip Dividend Scheme applies, whether by a series of transactions over a period of time or otherwise. Shares which (taken together with Shares held or acquired by him/her or persons acting in concert with him) carry 30% or more of the voting rights of the Company; or (ii) he, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights of the Company, and he or any person acting in concert with him, acquires in any period of six (6) months additional Shares carrying more than 1% of the voting rights of the Company by participating in the Scheme in relation to any dividend to which the ISDN Holdings Scrip Dividend Scheme applies or otherwise.

For Hong Kong Shareholders:

The attention of Shareholders is also drawn to Rule 26 of the Hong Kong Takeovers Code. In particular, a Shareholder should note that he may be under an obligation to extend a mandatory offer for the Company if: (i) any person acquires, whether by a series of transactions over a period of time or not, 30% or more of the voting rights of a company; (ii) two or more persons are acting in concert, and they collectively hold less than 30% of the voting rights of a company, and any one or more of them acquires voting rights and such acquisition has the effect of increasing their collective holding of voting rights to 30% or more of the voting rights of the company; (iii) any person holds not less than 30%, but not more than 50%, of the voting rights of a company and that person acquires additional voting rights and such acquisition has the effect of increasing that person's holding of voting rights of the company by more than 2% from the lowest percentage holding of that person in the 12 month period ending on and inclusive of the date of the relevant acquisition; or (iv) two or more persons are acting in concert, and they collectively hold not less than 30%, but not more than 50%, of the voting rights of a company, and any one or more of them acquires additional voting rights and such acquisition has the effect of increasing their collective holding of voting rights of the company by more than 2% from the lowest collective percentage holding of such persons in the 12 month period ending on and inclusive of the date of the relevant acquisition.

By Order of the Board

Gwendolyn Gn Jong Yuh
Joint Company Secretary
ISDN Holdings Limited

4 April 2019