

ISDN HOLDINGS LIMITED

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

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ANNOUNCEMENT IN RELATION TO A JOINT VENTURE

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 has entered into a joint venture agreement with Emmett Capital (Private) Limited (“**ECPL**”) on 3 March 2017 (the “**JVA**”), pursuant to which the Company shall subscribe for 100,000 ordinary shares in ECPL, representing 50% of the enlarged issued and paid-up share capital of S\$200,000 of ECPL for a total consideration of S\$100,000 (the “**Consideration**”) (the “**Proposed Investment**”).

ECPL is a company incorporated in Singapore on 21 January 2011, with its principal activity in the provision of corporate finance services in Singapore.

The Consideration was arrived at after arm’s length negotiations and was on a willing buyer-willing seller basis taking into consideration (i) the net tangible asset value of the shares subscribed for of approximately S\$1,000; and (ii) ECPL’s operations and track record as an Exempt Corporate Finance Adviser lodged with the Monetary Authority of Singapore to provide corporate finance advice to accredited investors since 2011. Pursuant to the terms of the JVA, the Consideration shall be paid in cash within three (3) weeks from the date of the date of the JVA.

The Proposed Investment will be funded by internal resources and is not expected to have a material impact on the Company’s earnings per share and net tangible assets per share for the current financial year ending 31 December 2017.

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%, the Proposed Investment is a “Non-discloseable Transaction” for the purposes of Chapter 10 of the SGX-ST Listing Manual. The Proposed Investment also does not constitute a notifiable transaction of the Company under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HK Listing Rules**”).

Upon the completion of the Proposed Investment, ECPL will become a joint venture company of the Group which will be accounted for using the equity accounting method.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the above transaction other than through their shareholdings in the Company.

The Company will provide further updates and make such announcements on the Proposed Investment as may be necessary and/or appropriate and in compliance with the Listing Manual and the HK Listing Rules where applicable.

Copies of the JVA are available for inspection during normal business hours at the registered office of the Company at 10 Kaki Bukit Road 1 #01-30, KB Industrial Building, Singapore 416175 for a period of three (3) months from the date of this announcement

By Order of the Board
ISDN Holdings Limited

Gwendolyn Gn
Joint Company Secretary

3 March 2017