

# ISDN HOLDINGS LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **Extraordinary General Meeting** of ISDN Holdings Limited (the "**Company**") will be held at 1 Robinson Road #18-00 AIA Tower, Singapore 048542 on 16 December 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions ("**Resolutions**"), as an ordinary resolution or a special resolution, as the case may be. Unless herein defined, all terms defined in this Notice of Extraordinary General Meeting shall have the same meanings as those defined or construed in the circular dated 24 November 2016 issued by the Company to Shareholders (the "**Circular**").

### **RESOLUTION 1**

#### **ORDINARY RESOLUTION**

**THE PROPOSED OFFERING (THE "OFFERING") OF UP TO 40,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "NEW SHARES") FOR SUBSCRIPTION AT AN OFFER PRICE OF NOT MORE THAN 10% DISCOUNT TO THE SGX-ST MARKET PRICE (AS DEFINED HEREIN), TO BE CARRIED OUT IN CONJUNCTION WITH THE PROPOSED SEHK LISTING.**

That subject to and contingent upon the passing of Resolutions 2, 3 and 4:

- the issue of up to 40,000,000 New Shares at an offer price of not more than 10% discount to the SGX-ST Market Price, pursuant to such structure, in such manner, on such terms and at such time as the board ("**Board**") of directors ("**Director(s)**") of the Company may determine and all matters relating thereto be approved and authorised and notwithstanding that the authority conferred by this resolution may have ceased to be in force, any one Director be authorised to issue the New Shares in pursuance of any offer or agreement made or option granted by the Directors while this resolution was in force;
- the listing of the Shares, the New Shares, the new shares that may be allotted and issued pursuant to: (i) the exercise of options that have been or may be granted under the ISDN ESOS 2016; (ii) the vesting of share awards that have been or may be granted under the ISDN PSP, which together with (i) above shall not exceed 15% of the total number of issued Shares of the Company on the Listing Date; and (iii) the exercise of Warrants, on the main board of Stock Exchange of Hong Kong Limited and all matters relating thereto be approved and authorised; and
- the Company and any Director be authorised to take all necessary steps, to do all such acts and things and sign all such documents and deed (including approving any matters in relation to the Offering and SEHK Listing) as they may consider necessary, desirable or expedient to give effect to or carrying into effect this Ordinary Resolution, provided where the Company seal is required to be affixed to the documents and deeds, such documents and deeds shall be signed and the Company seal shall be affixed in accordance with the Constitution of the Company.

The "SGX-ST Market Price" refers to (i) the weighted average price for trades of the Shares done on the SGX-ST for the full Market Day on which the offer price is determined; or (ii) if trading in the Shares is not available for a full Market Day as at the time the offer price is determined, or if the offer price is determined before trading on SGX-ST commences, the weighted average price for trades in Shares executed on the Market Day immediately preceding the date on which the Shares were traded on the SGX-ST up to the time the offer price is determined.

### **RESOLUTION 2**

#### **SPECIAL RESOLUTION**

#### **PROPOSED ADOPTION OF THE NEW CONSTITUTION**

That subject to and contingent upon the passing of Resolutions 1, 3 and 4:

- approval be and is given for the proposed adoption of the New Constitution and all matters relating thereto; and
- the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

### **RESOLUTION 3**

#### **ORDINARY RESOLUTION**

#### **THE PROPOSED AMENDMENTS TO THE ISDN ESOS 2016**

That subject to and contingent upon the passing of Resolutions 1, 2 and 4:

- the proposed amendments to the rules of the ISDN ESOS 2016 adopted by the Company on 22 April 2016 ("**ESOS Rules**") as set out in the Appendix E to the Circular to Shareholders dated 24 November 2016, be and are hereby adopted and approved by the Company; and
- the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

### **RESOLUTION 4**

#### **ORDINARY RESOLUTION**

#### **THE PROPOSED AMENDMENTS TO THE ISDN PSP**

That subject to and contingent upon the passing of Resolutions 1, 2 and 3:

- the proposed amendments to the rules of the ISDN PSP adopted by the Company on 17 February 2012 ("**PSP Rules**") as set out in the Appendix F to the Circular to Shareholders dated 24 November 2016, be and are hereby adopted and approved by the Company; and
- the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

### **RESOLUTION 5**

#### **ORDINARY RESOLUTION**

#### **THE PROPOSED GRANT OF AWARD TO MR TEO CHER KOON, A CONTROLLING SHAREHOLDER, UNDER THE ISDN PERFORMANCE SHARE PLAN**

That:

- The proposed grant of award (the "**Award**") comprising up to 636,500 ordinary shares in the capital of the Company ("**Shares**") to Mr Teo Cher Koon (who is regarded as a controlling shareholder in relation to the Company) by the Remuneration Committee administering the ISDN Performance Share Plan ("**ISDN PSP**"), be and is hereby approved; and
- The Directors of the Company be and is hereby authorised
  - allot and issue the relevant Shares, or transfer existing Shares to Mr Teo Cher Koon upon the release of the Award, in whole or in parts;
  - determine the date of grant of the Award; and
  - do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

### **RESOLUTION 6**

#### **ORDINARY RESOLUTION**

#### **THE PROPOSED GRANT OF AWARD TO MS THANG YEE CHIN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, UNDER THE ISDN PERFORMANCE SHARE PLAN**

That:

- The proposed grant of award (the "**Award**") comprising up to 318,250 ordinary shares in the capital of the Company ("**Shares**") to Ms Thang Yee Chin (who is regarded as an associate of the controlling shareholder in relation to the Company) by the Remuneration Committee administering the ISDN Performance Share Plan ("**ISDN PSP**"), be and is hereby approved; and
- The Directors of the Company be and is hereby authorised
  - allot and issue the relevant Shares, or transfer existing Shares to Ms Thang Yee Chin upon the release of the Award, in whole or in parts;
  - determine the date of grant of the Award; and
  - do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

### **RESOLUTION 7**

#### **SPECIAL RESOLUTION**

#### **THE PROPOSED ADOPTION OF THE CHINESE NAME "億仕登控股有限公司" BY THE COMPANY AS ITS SECONDARY NAME**

That:

- the Chinese name "億仕登控股有限公司" be and is hereby adopted by the Company as its secondary name; and
- the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

BY ORDER OF THE BOARD

Gwendolyn Gn Jong Yuh  
Company Secretary  
24 November 2016  
Singapore

#### **Notes:**

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the "**Act**"), a member is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
- Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- The instrument appointing a proxy or proxies must be deposited at registered office of the Company at 10 Kaki Bukit Road, #01-30 KB Industrial Building, Singapore 416175, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any postponement or adjournment thereof. Completion and return of the proxy form by a member will not prevent him from attending and voting at the Extraordinary General Meeting if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.

#### **PERSONAL DATA PRIVACY**

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.