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ISDN Holdings
LIMITED

ISDN HOLDINGS LIMITED

(Incorporated In the Republic of Singapore with limited liability)

(Hong Kong Stock Code: 1656)

(Singapore Stock Code: 107.SI)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of ISDN Holdings Limited (the “**Company**”) shall be held at 101 Defu Lane 10, Singapore 539222 on Tuesday, 30 April 2024 at 9.30 a.m. to transact the following business:

AS ROUTINE BUSINESS

1. To receive and adopt the Directors’ statement and the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2023, together with the external auditor’s report thereon.

[Ordinary Resolution 1]

2. To declare a first and final tax-exempt (one-tier) dividend of 0.28 Singapore cents (equivalent to 1.63 Hong Kong cents) per ordinary share for the financial year ended 31 December 2023.

[Ordinary Resolution 2]

*Note: The scrip dividend scheme of the Company will be applicable to the first and final tax-exempt (one-tier) dividend (the “**Final Dividend**”), giving shareholders of the Company the option to receive the Final Dividend in the form of shares in the capital of the Company instead of cash.*

3. To approve the payment of Directors’ fees of S\$215,985 for the financial year ending 31 December 2024 (2023: S\$215,985).

[Ordinary Resolution 3]

4. To note the retirement of Mr. Soh Beng Keng as a Director of the Company pursuant to Regulation 94(b) of the Constitution of the Company.

[See Explanatory Note (i)]

5. To note the retirement by rotation of Mr. Lim Siang Kai as a Director of the Company pursuant to Regulation 89 of the Constitution of the Company.

[See Explanatory Note (ii)]

6. To re-elect Mr. Kong Deyang (“**Mr Kong**”) who will retire by rotation pursuant to Regulation 89 of the Constitution of the Company and who, being eligible, offered himself for re-election.

[See Explanatory Note (iii)]

[Ordinary Resolution 4]

7. To appoint Mr. Sho Kian Hin (“**Mr Sho**”) pursuant to Regulation 91 of the Constitution of the Company and who, being eligible, offered himself for election.

[See Explanatory Note (iv)]

[Ordinary Resolution 5]

8. To appoint Ms. Heng Su-Ling Mae (“**Ms Heng**”) pursuant to Regulation 91 of the Constitution of the Company and who, being eligible, offered herself for election.

[See Explanatory Note (v)]

[Ordinary Resolution 6]

NOTICE OF ANNUAL GENERAL MEETING

9. To re-appoint Messrs Moore Stephens LLP as external auditor of the Company for the financial year ending 31 December 2024 and to authorise Directors of the Company to fix their remuneration.

[Ordinary Resolution 7]

AS SPECIAL BUSINESS

To consider and, if thought fit, to passing with or without modifications, the following ordinary resolutions:

10. GENERAL MANDATE TO ISSUE NEW SHARES

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**"), the listing manual (the "**SGX-ST Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Rules Governing the Listing of Securities (the "**Hong Kong Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**SEHK**") and the constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue new shares in the capital of the Company ("**Shares**"), whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively "**Instruments**" and each, an "**Instrument**") that might or would require Shares to be allotted and issued, during the continuance of such authority or thereafter, including but not limited to the creation, allotment and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may, in their absolute discretion, deem fit; and

- (b) allot and issue new Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force (notwithstanding that such allotment and issue of Shares in pursuance of any Instrument may occur after the authority conferred by this Resolution may have ceased to be in force),

PROVIDED ALWAYS THAT subject to any applicable regulation as may be prescribed by the SGX-ST and the SEHK:

- (A) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Shares to be allotted and issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares excluding treasury shares and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (B) below);

NOTICE OF ANNUAL GENERAL MEETING

- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST and the SEHK) for the purpose of determining the aggregate number of Shares that may be allotted and issued under sub-paragraph (A) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued Shares excluding treasury shares and subsidiary holdings in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (I) new Shares arising from the conversion or exercise of the Instruments or any convertible securities,
 - (II) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST and the Hong Kong Listing Rules; and
 - (III) any subsequent bonus issue, consolidation or subdivision of Shares;

Any adjustments made in accordance with sub-paragraph (B)(I) and (B)(II) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution;

- (C) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act, the SGX-ST Listing Manual (unless such compliance has been waived by the SGX-ST), the Hong Kong Listing Rules (unless such compliance has been waived by the SEHK) and the constitution of the Company; and
- (D) the authority conferred by this Resolution shall continue in force until the earlier of:
- (I) the conclusion of the next annual general meeting of the Company;
 - (II) the date by which the next annual general meeting of the Company is required by law to be held; and
 - (III) the revocation or variation of the authority conferred by this Resolution by ordinary resolution passed by shareholders of the Company in general meeting."

[Ordinary Resolution 8]

11. ANNUAL MANDATE TO ISSUE NEW SHARES UNDER THE ISDN PSP

"That subject to and conditional upon the passing of Ordinary Resolution 8 contained in this Notice of Annual General Meeting (the "**General Share Issue Mandate**") and the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") granting the listing of, and permission to deal in, such number of new shares in the capital of the Company ("**Shares**") which may be allotted and issued under the performance share plan of the Company (the "**ISDN PSP**");

- (a) the aggregate number of new Shares underlying all PSP Awards granted by the Directors of the Company pursuant to this Resolution (excluding PSP Awards that have lapsed or been cancelled in accordance with the rules of the ISDN PSP) shall not exceed 3% of the total number of Shares in the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding the date on which the Shares are issued;

NOTICE OF ANNUAL GENERAL MEETING

- (b) authority be and is hereby given to the Directors of the Company to grant PSP Awards, allot and issue new Shares, procure the transfer of and otherwise deal with Shares under the ISDN PSP during the Relevant Period (as defined under sub-paragraph (c) below); and
- (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the date by which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the revocation or variation of the authority conferred by this Resolution by ordinary resolution passed by shareholders of the Company in general meeting.

For the avoidance of doubt, the aggregate number of new Shares issued under the General Share Issue Mandate and this Resolution shall not exceed 50% of the total number of issued Shares as at the date of the passing of the resolutions relating to the General Share Issue Mandate and this Resolution, of which the aggregate number of Shares to be allotted and issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 20% of the total number of issued Shares as at the date of the passing of the resolutions relating to the General Share Issue Mandate and this Resolution.”

[Ordinary Resolution 9]

- 12. To transact any other business which may be properly transacted at the Annual General Meeting.

By Order of the Board
ISDN HOLDINGS LIMITED
Teo Cher Koon
Managing Director and President

Singapore, 28 March 2024

As at the date of this announcement, the board of directors of the Company comprises Mr. Teo Cher Koon and Mr. Kong Deyang as executive directors of the Company; Mr. Toh Hsiang-Wen Keith as non-executive director of the Company; and Mr. Lim Siang Kai (Chairman), Mr. Soh Beng Keng and Mr. Tan Soon Liang as independent non-executive directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr. Soh Beng Keng was appointed as an Independent Non-executive Director on 26 September 2005 and has served as an Independent Non-executive Director for more than 18 years. Pursuant to Listing Rule 210(5)(d)(iv), a director will not be independent if he has been a director of an issuer for an aggregate period of more than nine years (whether before or after listing). Accordingly, Mr. Soh Beng Keng has indicated that he will not be seeking re-election at the Annual General Meeting and will be retiring as an Independent Non-executive Director at the conclusion of the Annual General Meeting. He will step down from his position as the Chairman of the Nominating Committee and a member of the Audit Committee, Remuneration Committee and Risk Management Committee.
- (ii) Mr. Lim Siang Kai was appointed as an Independent Non-executive Director on 26 September 2005 and has served as an Independent Non-executive Director for more than 18 years. Pursuant to Listing Rule 210(5)(d)(iv), a director will not be independent if he has been a director of an issuer for an aggregate period of more than nine years (whether before or after listing). Accordingly, Mr. Lim Siang Kai has indicated that he will not be seeking re-election at the Annual General Meeting and will be retiring as an Independent Non-executive Director at the conclusion of the Annual General Meeting. He will step down from his position as the Chairman of the Audit Committee and Risk Management Committee, as well as a member of the Remuneration Committee and Nominating Committee.
- (iii) Mr. Kong Deyang, if re-elected as a Director of the Company, will remain as an Executive Director. Further information relating to Mr. Kong Deyang as required under Rule 720(6) of the SGX-ST Listing Manual may be found under **Appendix II** of the Circular dated 28 March 2024.
- (iv) Mr. Sho Kian Hin, if elected as a Director of the Company, will be appointed as an Independent Non-executive Director of the Company, and will be the Chairman of the Nominating Committee and Remuneration Committee, and a member of the Audit Committee and Risk Management Committee. Mr. Sho Kian Hin, is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Further information relating to Mr. Sho Kian Hin, as required under Rule 720(6) of the SGX-ST Listing Manual may be found under **Appendix II** of the Circular dated 28 March 2024.

- (v) Ms. Heng Su-Ling Mae, if elected as a Director of the Company, will be appointed as an Independent Non-executive Director of the Company, and will be the Chairman of the Audit Committee and Risk Management Committee, and a member of the Remuneration Committee and Nominating Committee. Ms. Heng Su-Ling Mae is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Further information relating to Ms. Heng Su-Ling Mae as required under Rule 720(6) of the SGX-ST Listing Manual may be found under **Appendix II** of the Circular dated 28 March 2024.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Annual General Meeting will be held at 101 Defu Lane 10, Singapore 539222 on 30 April 2024 at 9.30 a.m. for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolutions set out in the Notice of Annual General Meeting dated 28 March 2024. **There will be no option for Shareholders to participate virtually.**
2. Printed copies of this Notice of Annual General Meeting, the annual report of the Company for the financial year ended 31 December 2023 (the “**Annual Report**”), the Circular and the Proxy Form **will be sent** to Hong Kong Shareholders upon request. Instead, this Notice of Annual General Meeting, the Annual Report, the Circular, the Proxy Form and the Request Form will be made available on SEHK at the URL <http://www.hkexnews.hk/> and at the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange>.
3. Printed copies of this Notice of Annual General Meeting, the Proxy Form and the Request Form will be sent to Singapore Shareholders. Singapore Shareholders may request printed copies of the Annual Report and/or the Circular by completing and returning the Request Form no later than 22 April 2024. This Notice of Annual General Meeting, the Annual Report, this Circular, the Proxy Form and the Request Form will be made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange>. Shareholders may request printed copies of the Annual Report and/or the Circular by completing and returning the Request Form in the following manner:
 - (a) via email to info@isdnholdings.com; or
 - (b) via post to the registered office of the Company at 101 Defu Lane 10, Singapore 539222, (for Singapore Shareholders).
4. Arrangements related to attendance at the Annual General Meeting, submission of comments, queries and/or questions to the Chairman of the Annual General Meeting (“**Chairman of the Meeting**”) in advance of or during the Annual General Meeting, addressing of substantial and relevant comments, queries and/or questions before or at the Annual General Meeting, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in **Section 9** on pages 17 to 18 of the Circular dated 28 March 2024 and this Notice of Annual General Meeting which may be accessed at the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange> and is also available on SGXNET at the URL <https://www.sgx.com/securities/companyannouncements> and SEHK at the URL <https://www.hkexnews.hk/>.
5. A Shareholder (whether individual or corporate) must vote live at the Annual General Meeting or must appoint proxy(ies) (including the Chairman of the Meeting), to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such Shareholder wishes to exercise his/her/its voting rights at the Annual General Meeting. The Proxy Form may be accessed at the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and SEHK at the URL <https://www.hkexnews.hk/>. Where a Shareholder (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting), he/she/it 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 proxy(ies) for that resolution will be treated as invalid.

NOTICE OF ANNUAL GENERAL MEETING

6. Please insert the total number of shares held by you. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If no number is inserted, the form of proxy shall be deemed to relate to all the shares held by you.
- (a) A member of the Company who is not a Relevant Intermediary or a clearing house and entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote on his behalf. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
 - (b) A member of the Company who is a Relevant Intermediary or a clearing house and entitled to attend and vote at the Annual General Meeting is entitled to appoint more than two (2) proxies to attend, speak and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
 - (c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
7. Duly appointed proxy(ies) (including the Chairman of the Meeting) need not be a member of the Company.

The Proxy Form must be submitted in the following manner:

- a) if submitted by post, be lodged with the Company at 101 Defu Lane 10, Singapore 539222 (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 the Company at info@isdnholdings.com,

in either case, by 9.30 a.m. on Saturday, 27 April 2024 (that is, not less than 72 hours before the time appointed for the holding of the Annual General Meeting). A Shareholder who wishes to submit the Proxy Form must first 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. **Shareholders are strongly encouraged to submit the Proxy Forms by way of electronic means.**

Members who hold shares under CPF or SRS, who wish to appoint the Chairman of the Annual General Meeting as their proxy, should approach their Central Provident Fund and SRS Operators Agent Banks (as the case may be) to submit their votes by, 5.00 p.m. on Thursday, 18 April 2024, being at least 7 working days before the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

8. Shareholders may submit comments, queries and/or questions relating to the resolutions in this Notice of Annual General Meeting in advance of the Annual General Meeting of the Company, in the following manner:
- a) if submitted by post, to the registered office of the Company at 101 Defu Lane 10, Singapore 539222, (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 info@isdnholdings.com,

in either case, by 9.30 a.m. (Singapore time) on Tuesday, 16 April 2024.

For verification purposes, comments, queries and/or questions submitted by Shareholders must be accompanied by the Shareholders' full name, address and the manner in which the Shareholder holds Shares in the Company.

9. Shareholders or (where applicable) their duly appointed proxy(ies) and representatives will also be able to raise questions at the Annual General Meeting of the Company itself.
10. For questions submitted in advance of the Annual General Meeting, the Company will endeavour to address all substantial and relevant questions received from Shareholders before the Annual General Meeting. The Company will publish its responses on the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and on SEHK at the URL <https://www.hkexnews.hk/> by Thursday, 25 April 2024.
11. Where a Proxy Form is executed on behalf of an individual or a corporation by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be submitted to the Company together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
12. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore.

Any amendments or modifications made in a Proxy Form must be initialled by the person who signs the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

General:

The Company shall be entitled to reject a form of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the form of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject a form of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time fixed for holding the Annual General Meeting.

Personal Data Privacy

By attending the Annual General Meeting and/or any adjournment thereof and/or submitting the form of proxy appointing a proxy(ies) (including the Chairman of the Meeting) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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. In addition, by attending the Annual General Meeting and/or any adjournment thereof, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for any of the Purposes.

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新加坡證券交易所有限公司、香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就因本公告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



億仕登控股有限公司

(於新加坡共和國註冊成立的有限公司)

(新加坡股份代號：I07.SI)

(香港股份代號：1656)

股東週年大會通告

茲通告億仕登控股有限公司（「本公司」）謹訂於2024年4月30日（星期二）上午9時30分於101 Defu Lane 10, Singapore 539222舉行股東週年大會，以處理下列事項：

作為日常事項

1. 省覽及採納本公司截至2023年12月31日止財政年度之董事會報告書及經審核財務報表，連同外部核數師報告。

[第1項普通決議案]

2. 宣布截至2023年12月31日止財政年度之新加坡免稅（一級）首次及末期股息每股普通股0.28新分（相當於1.63港仙）。

[第2項普通決議案]

附註：本公司以股代息計劃將適用首期及末期免稅（一級）股息（「末期股息」），使本公司股東可選擇以本公司股本中股份（而非現金）形式收取末期股息。

3. 批准支付截至2024年12月31日止財政年度之董事袍金215,985新元（2023年：215,985新元）。

[第3項普通決議案]

4. 請注意，蘇明慶先生已根據本公司組織章程細則第94（b）條退任本公司董事。

[見解釋性說明 (i)]

5. 請注意，林汕鋸先生已根據本公司組織章程細則第89條輪值退任本公司董事。

[見解釋性說明 (ii)]

6. 重選孔德揚先生（「孔先生」），根據本公司組織章程細則第89條輪席退任並合資格及願意膺選連任。

[見解釋性說明 (iii)]

[第4項普通決議案]

7. 根據本公司組織章程細則第91條對蘇健興先生（「蘇先生」）予以任命，蘇先生有資格參選。

[見解釋性說明 (iv)]

[第5項普通決議案]

8. 根據本公司組織章程細則第91條對王素玲女士（「王女士」）予以任命，王女士有資格參選。

[見解釋性說明 (v)]

[第6項普通決議案]

股東週年大會通告

9. 續聘馬施雲有限責任合伙會計師為本公司截至2024年12月31日止財政年度之核數師，並授權本公司董事釐定其酬金。

[第7項普通決議案]

作為特別事項

考慮並酌情通過下列普通決議案（無論有否修訂）：

10. 一般股份發行授權

「動議根據1967年新加坡公司法（「**公司法**」）第161條、新加坡證券交易所有限公司（「**新交所**」）上市手冊（「**新交所上市手冊**」）、香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**香港上市規則**」）及組織章程細則，授權本公司董事：

- (a) (i) 透過供股、紅股或其他方式配發及發行本公司股本中的股份（「**股份**」）；及／或
- (ii) 作出或授出可能或將須在上述授權應繼續生效期間或其後配發及發行股份之售股建議、協議或購股權（統稱「**文據**」及各自稱「**文據**」），包括但不限於增設、配發及發行（以及調整）認股權證、債權證或可轉換為股份之其他文據，

在任何時候，並在本公司董事認為合適的條款和條件下，出於此等目的，向此等人員分配；以及

- (b) 在本決議生效期間，根據本公司董事制定或授予的任何文書分配及發行新股（儘管根據任何文書配發和發行股票可能在本決議授予的權力失效后發生），

惟須遵守新交所及聯交所可能規定之任何適用規例：

- (A) 根據本決議案而將予配發及發行之股份總數（包括因根據本決議案作出或授出之文據而將予配發及發行之股份）不得超逾本公司股本中已發行股份總數（不包括庫存股份及附屬公司股權）50%（根據下文分段(B)計算），當中並非按比例將配發及發行予本公司股東之股份總數（包括因根據本決議案作出或授出之文據而將予配發及發行之股份）不得超逾本公司股本中已發行股份總數（不包括庫存股份及附屬公司股）20%（根據下文分段(B)計算）；

股東週年大會通告

(B) (根據新交所及聯交所可能指定之計算方式) 就釐定根據上文分段(A)可能配發及發行之股份總數而言，已發行股份總數 (不包括庫存股份及附屬公司股權) 百分比須基於本決議案獲通過時本公司股本中已發行股份總數 (不包括庫存股份及附屬公司股權)，並已作出調整：

- (I) 因兌換或行使文據或可換股證券而產生之新股份；
- (II) 行使購股權或授予股份獎勵而產生的新股份，前提是這些購股權或獎勵是按照新交所上市手冊的規則和香港上市規則進行授予的；及
- (III) 股份之任何後續紅股發行、合併或拆細；

根據上文 (B) (I) 和 (B) (II) 項進行的任何調整，僅應針對當時已發行，流通在外和/或持續存在的可換股證券和文據產生的新股進行該決議的通過。

(C) 於行使本決議案所賦予之授權時，本公司須遵守公司法、新交所上市手冊之條文 (除非新交所豁免遵守有關規定)、香港上市規則 (除非聯交所豁免遵守有關規定) 及本公司的組織章程細則；及

(D) 本決議案賦予之相關授權持續有效，直至下列三者最早者為止：

- (I) 本公司下屆股東週年大會結束時；
- (II) 按法律規定本公司須舉行下屆股東週年大會的日期；及
- (III) 本公司股東在股東大會上以普通決議案撤銷或更改本決議案所賦予之授權；

[第8項普通決議案]

11. 億仕登績效分享計畫新股發行授權

「根據本股東週年大會通告 (「**一般股份發行授權**」) 所載的第8項普通決議案的通過之後，以及新加坡證券交易所有限公司 (「**新交所**」) 授予本公司資本中可根據本公司績效分享計畫 (「**億仕登績效分享計畫**」) 可分配及發行的本公司股本新股 (「**股份**」) 上市及買賣：

(a) 本公司董事根據本決議授予的所有績效分享計劃獎勵的基礎新股總數 (不包括根據《億仕登績效分享計畫》規則而失效或取消的績效分享計劃獎勵) 不得超過股份發行日前一天本公司已發行股本中股份總數的3% (不包括庫存股份及附屬公司持股) ；

股東週年大會通告

- (b) 特此授權本公司董事在相關期間（定義見下文第（c）款）授予績效分享計劃獎勵、分配及發行新股、促成億仕登績效分享計劃項下的股份轉讓以及以其他方式處理股份；及
- (c) 就本決議而言，「**相關期間**」是指從本決議通過到以下較早者的期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 按法律規定本公司須舉行下屆股東週年大會的日期；及
 - (iii) 本公司股東在股東大會上通過普通決議案撤銷或更改本決議案所賦予之授權。

為免生疑問，根據一般股份發行授權及本決議案發行的新股份總數不得超過有關一般股份發行的決議案通過當日已發行股份總數的50%及本決議案，其中非按比例向本公司股東配發及發行的股份總數不得超過截至通過一般股份發行授權和本決議有關的決議之日已發行股份總數的20%。」

[第9項普通決議案]

12. 處理可能須於股東週年大會上妥為處理之任何其他事項。

承董事會命
億仕登控股有限公司
張子鈞先生
常務董事兼總裁

新加坡，2024年3月28日

於本公告日期，本公司董事會包括本公司執行董事張子鈞先生及孔德揚先生；本公司非執行董事Toh Hsiang-Wen Keith先生；以及本公司獨立非執行董事林汕錯先生（主席）、蘇明慶先生及陳順亮先生。

股東週年大會通告

附註：

- (i) 蘇明慶先生於2005年9月26日獲委任為獨立非執行董事，並已擔任獨立非執行董事逾18年。根據上市規則第210(5)(d)(iv)條，如果董事擔任發行人董事的時間累計超過九年（無論上市前或上市後），則該董事將不具備獨立性。因此，蘇明慶先生表示，他不會在股東週年大會上尋求連任，並將於股東週年大會結束時辭去獨立非執行董事職務。他也將不再擔任提名委員會和審計委員會主席，不再擔任薪酬委員會和風險管理委員會的成員。
- (ii) 林汕鎔先生於2005年9月26日被委任為獨立非執行董事，至今已逾18年。根據上市規則第210(5)(d)(iv)條，發行人董事任職累計超過九年（不論上市前或上市後）將不具有獨立性。因此，林汕鎔先生表示，他將不會在股東週年大會上尋求連任，並在大會結束時退任獨立非執行董事。他將辭去審核委員會及風險管理委員會主席以及薪酬委員會及提名委員會成員的職務。
- (iii) 孔德揚先生如再度獲選將繼續擔任執行董事。根據新交所上市手冊第720（6）條規定，有關孔德揚先生的詳細資訊，請參閱日期為2024年3月28日的通函**附錄二**。
- (iv) 蘇健興先生如獲選將擔任本公司獨立非執行董事，並將擔任提名委員會及薪酬委員會主席，以及審核委員會及風險管理委員會成員。根據新交所上市手冊第704（8）條，蘇健興先生先生被視為獨立董事。

根據新交所上市手冊第720（6）條規定，有關蘇健興先生的詳細資訊，請參閱日期為2024年3月28日的通函**附錄二**。

- (v) 王素玲女士如獲選將擔任公司獨立非執行董事，並擔任審核委員會及風險管理委員會主席，以及薪酬委員會及提名委員會成員。根據新交所上市手冊第704（8）條，王素玲女士被視為獨立董事。

根據新交所上市手冊第720（6）條規定，有關王素玲女士的詳細資訊，請參閱日期為2024年3月28日的通函**附錄二**。

股東週年大會通告

註釋：

1. 股東週年大會將於2024年4月30日上午9時30分在101 Defu Lane 10, Singapore 539222 舉行。為考慮及酌情通過本通函股東週年大會通告所載的普通決議，會議日期為2024年4月8日（不論是否作出任何修改）。**股東不得線上參加股東週年大會。**
2. 股東週年大會公告、本公司截至2023年12月31日止年度財政年度報告（「年報」），本通函及代表委任表格的紙質印刷版將應要求寄送給香港股東。此外，股東週年大會通告、年報、本通函、代表委任表格及申請表可在聯交所網址<http://www.hkexnews.hk/> 及本公司網址<https://www.isdnholdings.com/sgx-singapore-exchange> 獲取。
3. 本股東週年大會通函、代表委任表格及申請表的影印本將發送給新加坡股東。新加坡股東最遲可在2024年4月22日填寫並交回申請表，索取年報及/或本通函的紙質印刷版。股東週年大會通告、年報、本通函、代表委任表格及申請表可在新交所網站網址<https://www.sgx.com/securities/company-announcements> 及本公司網站網址<https://www.isdnholdings.com/sgx-singapore-exchange> 獲取。股東可按以下方式填妥及交回申請表，索取年報及/或通告的影印本：
 - (a) 通過電子郵件發送至info@isdnholdings.com；或
 - (b) 郵寄至本公司註冊辦事處，地址於101 Defu Lane 10, Singapore 539222（適用於新加坡股東）。
4. 有關出席股東週年大會，在大會之前或期間向股東週年會議大會主席（「會議主席」）提交評論、查詢及/或問題，在大會之前或期間處理實質性相關評論、查詢及/或問題，以及委任代理人（包括會議主席）投票的安排，載於日期為2024年3月28日的通函及股東週年大會通告第17至18頁第9節，該通告可在本公司網站網址 <https://www.isdnholdings.com/sgx-singapore-exchange> 查閱，亦可在新交所網站網址 <https://www.sgx.com/securities/companyannouncements> 及聯交所網站網址 <https://www.hkexnews.hk/> 查閱。
5. 如果股東（不論是個人或法人）希望在股東週年大會上行使投票，須在大會上現場投票，或須委任代理人（包括大會主席）出席大會，并在大會上代表其發言并投票。代表委任表格可在本公司網站網址<https://www.isdnholdings.com/sgx-singapore-exchange> 獲取，也可在新交所網站網址<https://www.sgx.com/securities/company-announcements> 及聯交所網站網址<https://www.hkexnews.hk/> 獲取。如股東（不論是個人或法人）委任代表（包括會議主席），他/她/它必須以委託書的形式就決議的投票或棄權做出具體指示，否則為該決議任命的代理人將被視為無效。

股東週年大會通告

6. 請填入您持有的股份總數。如您在股東名冊上以您的名義登記了股份，則應填寫該股份數目。如未填入股份數目，則代表委任表格應被視為涉及您所持有的全部股份。
- (a) 非相關中介機構或清算所且有出席股東週年大會并表決的公司成員有任命不超過兩(2)名代理人代表其出席、發言和表決。如果該股東的代表委任表格任命了一(1)名以上的代理人，則除非該股東以代表委託書的形式指定了每名代理人所涉及股份數量和類別，否則該任命無效。
 - (b) 作為相關中介機構或清算所并有出席股東週年大會并在會上表決的本公司股東有任命兩(2)名以上代理人代表其出席、發言并表決，但必須任命每位代理人行使該股東持有的不同股份所附帶的利。如果該股東的代表委任表格任命了一(1)名以上的代理人，則除非該股東以代表委託書的形式指定了每名代理人所涉及股份數量和類別，否則該任命無效。
 - (c) 「相關仲介機構」應具有新加坡1967年公司法第181節賦予其的相同含義。
7. 正式委任的代表(包括會議主席)不必是本公司的成員。

代理委託表格必須按以下方式提交：

- a) 如果以郵寄方式提交，則寄送至本公司地址於101 Defu Lane 10, Singapore 539222，(適用於新加坡股東)或本公司的香港股份過戶登記分處，寶德隆股份過戶登記(香港)有限公司，地址為香港北角電氣道148號21樓2103B室(適用於香港股東)；或
- b) 如果以電子方式提交，則通過電子郵件info@isdnholdings.com提交給本公司；

在任何一種情況下，均不得遲于2024年4月27日(星期六)上午9時30分(即不少於股東週年大會指定召開時間前72小時)。希望提交代表委任表格的股東必須首先填寫并簽署代表委任表格，然後將其郵寄至上述地址，或掃描後通過電子方式發送至上述電子郵件地址。**強烈鼓勵股東以電子方式提交委託書。**

持有中央公積金或退休輔助計劃股份的成員，如欲委任股東週年會議主席為其代表，應于2024年4月18日(星期四)下午5時前(即股東週年大會召開前至少7個工作日)向其中央公積金和退休輔助計劃運營商代理銀行(視情況而定)提交投票。

股東週年大會通告

8. 股東可在本公司股東週年大會召開之前，通過以下方式提交與本股東週年大會通告中的決議相關的評論、查詢及/或問題：

- a) 如果通過郵寄方式提交，則發送至本公司註冊辦公地址於101 Defu Lane 10, Singapore 539222，（適用於新加坡股東）或本公司的香港股份過戶登記分處，寶德隆股份過戶登記（香港）有限公司，地址為香港北角電氣道148號21樓2103B室（適用於香港股東）；或
- b) 如果以電子方式提交，則通過電子郵件至info@isdnholdings.com；

在任何一種情況下，應在2024年4月16日（星期二）上午9時30分（新加坡時間）前提交。

出于驗證目的，股東提交的評論、查詢及/或問題必須附有股東的全名、地址和股東持有本公司股份的方式。

9. 股東或（如適用）其正式委任的代表也可在本公司股東週年大會上提出問題。

10. 在股東週年大會召開之前，本公司將努力解決股東所提交的所有實質性和相關問題。2024年4月25日（星期四）前，本公司將在本公司網站網址<https://www.isdnholdings.com/sgx-singapore-exchange>，新交所網站網址<https://www.sgx.com/securities/company-announcements>，香港聯交所網站網址<https://www.hkexnews.hk/> 發布其回復。

11. 如果代理人代表個人或公司簽署委託書，則必須將此代表的相關委託函或委託書或其經適當核證的副本（未事先在本公司登記）與代表委任表格一起提交給本公司，否則，代表委任表格可能被視為無效。

12. 根據新加坡1967年公司法第179條，作為股東的本公司可通過其董事或其他管理機構的決議授權其認為合適的人員擔任其在股東週年大會上的代表。

在代表委任表格中作出的任何修訂或修改必須由簽署代表委任表格的人員草簽。

股東週年大會通告

概述：

本公司有權拒絕不完整、填寫不當、難以辨認或無法根據其上規定的委託人指示確定委託人真實意圖的代表委任表格。此外，對於登記在存託登記冊中的股份，如果作為委託人的股東在截至股東週年大會固定召開時間前72小時未以其名義在存託登記冊中登記股份（由本公司的中央託收私人有限公司核證），則本公司可拒絕代表委任表格。除非存託人的名字在股東週年大會固定召開時間前72小時出現在存託登記冊上，否則該存託人不得視為有權出席股東週年大會，並在會上發言及表決的本公司股東。

個人資料隱私

通過出席股東週年大會和/或其任何延期會議和/或提交代表委任表格來任命代理人和/或代表（包括會議主席）出席特別股東大會及/或其任何延期會議並於會上發言和表決，本公司股東 (a) 同意本公司（或其代理人或服務提供者）收集、使用及披露股東個人資料，以使本公司（或其代理人或服務提供者）處理、管理和分析為股東週年大會（包括任何續會）指定的代理人和代表及編制與股東週年大會（包括其任何續會）有關的出席名單、會議記錄及其他檔，並使本公司（或其代理人或服務供應商）遵守任何適用法律、上市規則、法規和/或指南（統稱「該等用途」）(b) 保證當股東向本公司（或其代理或服務提供商）披露該股東的受委代表的個人資料時，該股東已就本公司（或其代理或服務提供商）收集、使用及披露有關受委代表的個人資料用於該等用途而取得有關受委代表的事先同意，及 (c) 同意因股東違反保證而導致本公司受到任何處罰、責任、索賠、要求、損失和損害而賠償本公司。此外，出席股東大會及/或其任何續會，即表示股東同意本公司（或其代理或服務提供者）為任何目的收集、使用和披露股東的個人資料。

此頁留空

此頁留空