

ISDN HOLDINGS LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

ISDN Holdings Limited (the “**Company**”) refers the original Notice of Annual General Meeting dated 24 March 2020 convening the Annual General Meeting of the Company (the “**Annual General Meeting**”) to held on 29 April 2020 and the voluntary announcement in relation to the deferment of the Annual General Meeting dated 14 April 2020.

NOTICE IS HEREBY GIVEN that an Annual General Meeting will be convened and held by way of electronic means on **Monday, 29 June 2020 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 2019, together with the external auditor’s report thereon.

[Ordinary Resolution 1]

2. To declare a first and final tax-exempt (one-tier) dividend of 0.4 Singapore cents per ordinary share for the financial year ended 31 December 2019.

[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\$26,984 for the appointment of a Non-Executive Director for the financial year ended 31 December 2019.

[Ordinary Resolution 3]

Note: Subject to and contingent upon the passing of the Ordinary Resolution 3 proposed in item 3 above, the total Directors’ fees for the financial year ended 31 December 2019 will be S\$163,484 (2018: S\$136,500), which includes the amount of S\$136,500 approved at the annual general meeting of the Company held on 30 April 2019.

4. To approve the payment of Directors’ fees of S\$178,500 for the financial year ending 31 December 2020 (2019: S\$163,484).

[Ordinary Resolution 4]

5. To re-elect Mr. Toh Hsiang-Wen Keith who cease to hold office pursuant to Regulation 88 of the Constitution of the Company and who, being eligible, offer himself for re-election.

[Ordinary Resolution 5]

6. To re-elect the following Directors of the Company, each of whom will retire by rotation pursuant to Regulation 89 of the constitution of the Company and who, being eligible, offer themselves for re-election:

(a) Mr. Soh Beng Keng

[Ordinary Resolution 6(a)]

Note: Mr. Soh Beng Keng will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Nominating Committee, and a member of the Audit Committee, Remuneration Committee and the Risk Management Committee. Mr. Soh Beng Keng is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

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(b) Mr. Tan Soon Liang

[Ordinary Resolution 6(b)]

Note: Mr. Tan Soon Liang will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and the Risk Management Committee. Mr. Tan Soon Liang is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

7. To re-appoint Messrs Moore Stephens LLP as external auditor of the Company for the financial year ending 31 December 2020 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:

8. GENERAL MANDATE TO ISSUE NEW SHARES

“That pursuant to Section 161 of the Companies Act, Cap. 50, 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 (“**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);
- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST and the

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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]

9. 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**") and The Stock Exchange of Hong Kong Limited ("**SEHK**") 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 issued Shares excluding treasury shares and subsidiary holdings in the capital of the Company as at the date of the passing of this Resolution;
- (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:

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- (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]

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

By Order of the Board
ISDN HOLDINGS LIMITED
Ms. Gn Jong Yuh Gwendolyn
Ms. Tung Wing Yee Winnie
Joint Company Secretaries

Singapore, 27 May 2020

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Notes:

1. Printed copies of this Notice of Annual General Meeting will not be sent to members. Instead, this Notice of Annual General Meeting may be accessed at the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html>. This Notice of Annual General Meeting is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and HKEX website at the URL <https://www.hkexnews.hk/>.
2. The annual report for the financial year ended 31 December 2019 may be accessed at the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and HKEX website at the URL <https://www.hkexnews.hk/>.
3. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the meeting as proxy at the Annual General Meeting, are set out in the Company's accompanying announcement dated 27 May 2020. This announcement may be accessed at the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and HKEX website at the URL <https://www.hkexnews.hk/>.
4. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the meeting his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The proxy form for the Annual General Meeting may be accessed at the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and HKEX website at the URL <https://www.hkexnews.hk/>.
5. Where a member (whether individual or corporate) appoints the Chairman of the meeting as his/her/its proxy, 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 Chairman of the meeting as proxy for that resolution will be treated as invalid.
6. The Chairman of the meeting, acting as proxy, need not be a member of the Company.
7. The proxy form must be submitted to the Company in the following manners:
 - (i) if submitted by post, be deposited at 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
 - (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format 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 fixed for holding the Annual General Meeting and/or any adjournment thereof. A member 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. **In view of the current COVID-19 restriction orders and the related safe distancing measures in Singapore which may make it difficult for members to submit the completed proxy forms by post, members 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

1. Members should note that there are no changes to the resolutions to be proposed at the upcoming Annual General Meeting from those that are contained in the Notice of Annual General Meeting dated 24 March 2020, 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 Notice of Annual General Meeting dated 24 March 2020. 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:**

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- (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.
- 2. 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, by email 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.
- 3. Submission by a member of a new valid instrument using the proxy form (issued with this Notice of Annual General Meeting) appointing the Chairman of the meeting as proxy at least 72 hours before the time for holding the Annual General Meeting will supersede proxy forms submitted before 13 April 2020.

Personal Data Privacy

By submitting a proxy form appointing the Chairman of the meeting as proxy 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 and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the meeting as proxy 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**"), and (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.