

ISDN HOLDINGS LIMITED

(Incorporated In the Republic of Singapore - Company Registration No. 200416788Z)
(Singapore Stock Code: I07.SI)
(Hong Kong Stock Code: 1656)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. ISDN Holdings Limited refers to its announcement dated 14 April 2020 on the deferment of the Annual General Meeting (the "AGM") originally scheduled to be held on 29 April 2020 to a future date falling on or before 29 June 2020.
2. The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
3. The Notice of AGM is also accessible (a) via publication on the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html>; (b) via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and (c) via publication on the HKEX website at the URL <https://www.hkexnews.hk/>.
4. Arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can 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 AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the meeting as proxy at the AGM, are set out in the accompanying Company's 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 will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and HKEX website at the URL <https://www.hkexnews.hk/>.
5. Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/ its voting rights at the AGM. Notwithstanding that a member is unable to vote in person, a member may attend the AGM in the manner as set out in the accompanying Company's announcement dated 27 May 2020.
6. CPF or SRS investors who wish to appoint the Chairman of the meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM.
7. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 27 May 2020.
8. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We, _____ (Name) _____ (NRIC/Passport/Company Registration Number) of _____ (Address)

being member/members* of **ISDN Holdings Limited** (the "**Company**"), hereby appoint the Chairman of the **AGM** as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the AGM to be convened and held by way of electronic means on Monday, 29 June 2020 at 9.30 am and at any adjournment thereof in the following manner:

No.	Resolutions relating to:	For	Against
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.		
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.		
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.		
4.	To approve the payment of Directors' fees of S\$178,500 for the financial year ending 31 December 2020 (2019: S\$163,484).		
5.	To re-elect Mr. Toh Hsiang-Wen Keith who will retire by rotation pursuant to Regulation 88 of the constitution of the Company.		
6(a).	To re-elect Mr. Soh Beng Keng who will retire by rotation pursuant to Regulation 89 of the constitution of the Company.		
6(b).	To re-elect Mr. Tan Soon Liang who will retire by rotation pursuant to Regulation 89 of the constitution of the Company.		
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.		
8.	To approve the general mandate to issue Shares.		
9.	To approve the annual mandate to issue Shares under the ISDN PSP.		

*Delete as appropriate

If you wish to appoint the Chairman of the meeting as your proxy to cast all your votes For or Against a resolution, please tick with "✓" in the "For" or "Against" box in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the meeting as your proxy for that resolution will be treated as invalid.

Voting will be conducted by poll

Dated this day of 2020

Total Number of Shares Held

.....
Signature of Member(s)
or, Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES:

1. Printed copies of the Notice of AGM will not be sent to members. Instead, the Notice of AGM may be accessed at the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html>. The Notice of AGM 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 AGM 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 AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the meeting as proxy at the AGM, 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. 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, this proxy form shall be deemed to relate to all the shares held by you.
 5. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** This proxy form is also accessible (a) via the Company's website at the URL <https://www.isdnholdings.com/investorrelations.html>, (b) via the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and (c) via the HKEX website at the URL <https://www.hkexnews.hk/>.
 6. 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.
 7. The Chairman of the meeting, as proxy, need not be a member of the Company.
 8. The proxy form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with 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
 - (b) 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 for holding the AGM. A member who wishes to submit this proxy form must first download, complete and sign this 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 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**
9. Where the proxy form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
 10. Where the proxy form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.
 11. 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 AGM, in accordance with Section 179 of the Act.

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 AGM from those that are contained in the Notice of AGM 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 AGM 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:**
 - (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 this proxy form appointing the Chairman of the meeting as proxy at least 72 hours before the time for holding the AGM will supersede proxy forms submitted before 13 April 2020.

GENERAL:

The Company shall be entitled to reject an instrument 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 proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a proxy form 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 appointed for holding the AGM, 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 AGM and to speak and vote thereat unless his name appears on the Depository Register **72 hours before the time set for the AGM**.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the meeting as proxy to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.