

ISDN HOLDINGS LIMITED

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

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ACQUISITION OF 33% OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF SPHP CO., PTE. LTD.

1. INTRODUCTION

The Board of Directors (the “**Board**”) of ISDN Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Group, through its wholly-owned indirect subsidiary, ISDN Energy Pte. Ltd., acquired 330,000 ordinary shares representing 33% of the entire issued and paid-up share capital (“**SPHP Shares**”) in SPHP Co., Pte. Ltd. (“**SPHP**”) (the “**Acquisition**”). SPHP has a wholly-owned subsidiary in Cambodia known as SPHP (Cambodia) Co., Ltd. (“**SPHP Cambodia**”).

Following the completion of the Acquisition, SPHP and SPHP Cambodia have become associated companies of the Group and ISDN Energy Pte. Ltd..

2. INFORMATION ON SPHP

SPHP is incorporated in Singapore on 28 February 2018, with its principal activity as that of an investment holding company. SPHP had incorporated SPHP Cambodia on 19 March 2018, with its principal activity in the business of electricity generation in Cambodia.

3. PURCHASE CONSIDERATION

The consideration for the Acquisition is US\$500,000 (equivalent to S\$685,300) (the “**Consideration**”) which was satisfied by cash upon completion of the Acquisition.

4. VALUE OF SPHP SHARES

No valuation was conducted as the parties were able to reach an agreement on the Consideration which was arrived at on a willing-buyer willing-seller basis, taking into consideration, the power purchase agreement entered into between SPHP Cambodia and the Cambodian Government in relation to the right to construct a 80 MW hydroelectric power plant and to sell electric power at a fixed price to Cambodia Electric Power Corporation for 35 years. The Ministry of Economy and Finance of Cambodia had provided a sovereign guarantee to SPHP Cambodia.

As SPHP has no current operations, there is no meaningful book value and net tangible asset value of the SPHP Shares available.

5. SOURCE OF FUNDS FOR THE ACQUISITION AND FINANCIAL EFFECTS

The Acquisition 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 2019.

6. RELATIVE FIGURES COMPUTED ON THE BASES SET OUT IN RULE 1006 OF THE LISTING MANUAL

As each of the relative figures computed on the applicable bases as set out in Rule 1006 of the Listing Manual is less than 5%, the Acquisition constitutes a "Non-discloseable Transaction" under Chapter 10 of the Listing Manual.

7. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

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.

By Order of the Board
ISDN Holdings Limited

Gwendolyn Gn
Joint Company Secretary
12 December 2019