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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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This Circular is issued by ISDN Holdings Limited (the “**Company**”). If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Circular, together with the Notice of Annual General Meeting and the enclosed form of proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements or opinions made or reports contained in this Circular.

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ISDNHoldings  
LIMITED

### ISDN HOLDINGS LIMITED

億仕登控股有限公司

*(Incorporated in the Republic of Singapore with limited liability)*

(Singapore Stock Code: 107.SI)

(Hong Kong Stock Code: 1656)

#### CIRCULAR TO SHAREHOLDERS RELATING TO PROPOSALS FOR:

- (1) RE-ELECTION OF RETIRING DIRECTORS; AND
- (2) GENERAL MANDATE TO ISSUE NEW SHARES

AND

#### NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the Annual General Meeting to be held by electronic means on Friday, 29 April 2022 at 9.30 a.m is set out on pages 37 to 41 of this Circular. Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the Annual General Meeting will be held by way of electronic means and Shareholders will not be able to attend the Annual General Meeting in person. Further details on the alternative arrangements to allow Shareholders to participate in the Annual General Meeting by electronic means are set out in Appendix III of this Circular.

28 March 2022

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## DEFINITIONS

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In this Circular, unless the context otherwise requires or unless otherwise stated, the following expressions shall have the following meanings:

“Annual General Meeting”	The annual general meeting of the Company to be held by electronic means on Friday, 29 April 2022 at 9.30 a.m. to consider and, if thought fit, passing with or without any modifications, the resolutions contained in the Notice of Annual General Meeting which is set out on pages 37 to 41 of this Circular
“Assetraise”	Assetraise Holdings Limited
“Board”	The board of directors of the Company
“CCASS”	The Central Clearing and Settlement System established and operated by the HKSCC
“CDP”	The Central Depository (Pte) Limited
“Circular”	This circular to Shareholders dated 28 March 2022
“Code”	The Code of Corporate Governance issued by the Monetary Authority of Singapore on 6 August 2018
“Companies Act”	The Companies Act 1967 of Singapore, as may be amended or modified from time to time
“Company”	ISDN Holdings Limited, a company incorporated in the Republic of Singapore with limited liability, the Shares of which are listed on the Main Board of the SGX-ST and the Main Board of the SEHK
“Constitution”	The constitution of the Company
“Director(s)”	The director(s) of the Company
“General Share Issue Mandate”	The general and unconditional mandate authorising the Directors to allot, issue or deal with Shares, subject to and in accordance with the terms and conditions of the mandate
“Group”	The Company and its subsidiaries collectively
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	HKSCC Nominees Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the SEHK, as may be amended or modified from time to time
“ISDN PSP”	The performance share plan of the Company adopted on 17 February 2012 which has expired and lapsed on 16 February 2022

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## DEFINITIONS

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“Latest Practicable Date”	16 March 2022, being the latest practicable date prior to the printing of this Circular for ascertaining information in this Circular
“Notice of Annual General Meeting”	The notice of Annual General Meeting which is set out on pages 37 to 41 of this Circular
“Prospectus”	The prospectus of the Company dated 30 December 2016 in relation to the SEHK Listing
“Proxy Form”	The proxy form in respect of the Annual General Meeting
“Securities Accounts”	The securities accounts maintained by Depositors with CDP, but not including securities accounts maintained with a Depository Agent
“SEHK”	The Stock Exchange of Hong Kong Limited
“SEHK Listing”	The dual primary listing of all the Shares on the Main Board of the SEHK on 12 January 2017
“SFA”	The Securities and Futures Act 2001 of Singapore, as may be amended or modified from time to time
“SFO”	The Securities and Futures Ordinance, Cap. 571, of Hong Kong, as may be amended or modified from time to time
“SGX-ST”	The Singapore Exchange Securities Trading Limited
“SGX-ST Listing Manual”	The listing manual of the SGX-ST, as may be amended or modified from time to time
“Shares”	Ordinary shares in the capital of the Company
“Shareholders”	The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts with CDP are credited with the Shares; and where the registered holder is HKSCC, the term “Shareholders” shall, in relation to such Shares, mean the depositors whose securities accounts are maintained by HKSCC or other licensed securities dealers or registered institutions in securities, or custodian banks through CCASS
“Substantial Shareholder”	A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all voting Shares of the Company
“S\$” and “cents”	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
“treasury shares”	Shall have the same meaning ascribed to it in Section 4 of the Companies Act
“%”	Per centum or percentage

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## DEFINITIONS

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**Depositors.** The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

**Headings.** The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

**References.** Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to “persons” shall, where applicable, include corporations.

**Rounding.** Any discrepancies in figures included in this Circular between the amounts stated and their actual values are due to rounding. Accordingly, the figures may not reflect an arithmetic aggregation of the figures that precede them.

**Statutes or Ordinances.** Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended, supplemented or re-enacted. Any word defined under the Companies Act, the SFA, the SFO, the SGX-ST Listing Manual, the Hong Kong Listing Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the SFO, the SGX-ST Listing Manual, the Hong Kong Listing Rules or any statutory modification thereof, as the case may be, unless the context otherwise requires.

**Time and Date.** Any reference to a time of day or date in this Circular shall be a reference to Singapore and Hong Kong time and dates, unless otherwise stated.

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LETTER FROM THE BOARD

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ISDNHoldings  
LIMITED

**ISDN HOLDINGS LIMITED**

億仕登控股有限公司

*(Incorporated in the Republic of Singapore with limited liability)*

(Singapore Stock Code: 107.SI)

(Hong Kong Stock Code: 1656)

*Executive Directors:*

Mr. Teo Cher Koon  
Mr. Kong Deyang

*Non-executive Director:*

Mr. Toh Hsiang-Wen Keith

*Independent Non-executive Directors:*

Mr. Lim Siang Kai (*Chairman*)  
Mr. Soh Beng Keng  
Mr. Tan Soon Liang

*Registered Office:*

101 Defu Lane 10  
Singapore 539222

*Principal Place of Business in Hong Kong:*

Unit 1504, 15/F.  
Yuen Long Trading Centre  
33 Wang Yip Street West  
Yuen Long, New Territories  
Hong Kong

28 March 2022

*To the Shareholders of ISDN Holdings Limited*

Dear Sir/Madam,

**CIRCULAR TO SHAREHOLDERS RELATING TO PROPOSALS FOR:**

- (1) RE-ELECTION OF RETIRING DIRECTORS; AND**
- (2) GENERAL MANDATE TO ISSUE NEW SHARES**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The primary purpose of this Circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for, among others, (1) the re-election of retiring Directors; and (2) the general mandate to issue new Shares.

### 2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Regulation 89 of the Constitution, Mr. Teo Cher Koon (“**Mr. Teo**”) and Mr. Tan Soon Liang (“**Mr. Tan**”) shall retire at the Annual General Meeting (collectively, the “**Retiring Directors**”).

The Nominating Committee had assessed and reviewed Mr. Tan’s written confirmation of independence based on the independence criteria as set out in the Code, the SGX-ST Listing Manual and Rule 3.13 of the Hong Kong Listing Rules and confirmed that Mr. Tan remains independent. In addition, the Nominating Committee had evaluated the performance of each of the Retiring Directors during the year based on the nomination policy of the Company, which was disclosed in the annual report of the Company for the year and found their performance satisfactory.

Based on the written confirmation of independence from Mr. Tan, the Nominating Committee noted the following:

- (i) Mr. Tan is not employed or has been employed by the Company or any of its related corporations in the current or any of the past three financial years; and
- (ii) Mr. Tan does not have any immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three financial years, and whose remuneration is or was determined by the Remuneration Committee of the Company.

In reviewing the nomination of Mr. Teo and Mr. Tan, the Nominating Committee considered their performance and contributions during the year, having regard not only to their attendance and participation at Board and Board Committee meetings but also the time and effort devoted to the Group’s business and affairs. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

The Retiring Directors, being eligible, shall offer themselves for re-election at the Annual General Meeting. For good corporate governance, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

The information required to be disclosed under the Hong Kong Listing Rules and SGX-ST Listing Manual in relation to the Retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I and Appendix II to this Circular.

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## LETTER FROM THE BOARD

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### 3. GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 30 April 2021, Shareholders granted a general and unconditional mandate authorising the Directors to allot, issue or deal with Shares, subject to and in accordance with the terms and conditions of the mandate. The existing General Share Issue Mandate shall expire at the conclusion of the Annual General Meeting.

A resolution relating to the General Share Issue Mandate (i.e. Ordinary Resolution 7 contained in the Notice of Annual General Meeting which is set out on pages 38 to 39 of this Circular) shall be proposed at the Annual General Meeting:

*“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 (“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);*



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## LETTER FROM THE BOARD

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- (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.”*

As at the Latest Practicable Date, the Company had 438,638,533 Shares in issue and the maximum number of new Shares that can be allotted and issued other than on a *pro rata* basis to Shareholders is 87,727,707 Shares representing 20% of the Shares in issue (assuming no Share is allotted and issued or repurchased after the Latest Practicable Date and up to the passing of the resolution relating to the General Share Issue Mandate).

As at the Latest Practicable Date, the Company does not have any outstanding convertibles, share awards under the ISDN PSP or share options under the employee share option scheme of the Company. Accordingly, no new Shares will be allotted and issued pursuant to a conversion of convertibles, a vesting of share awards or an exercise of share options.

The grant of the General Share Issue Mandate provides the Directors with the flexibility to allot and issue new Shares when it is in the interests of the Company.

**IMPORTANT: Notwithstanding the grant of the General Share Issue Mandate, the Company shall from time to time comply with the relevant requirements under Chapter 8 of the SGX-ST Listing Manual and the Hong Kong Listing Rules in relation to the issuance of securities, and in particular, Rules 7.19A(1) and 13.36 of the Hong Kong Listing Rules.**

## LETTER FROM THE BOARD

### 4. DISCLOSURE OF DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and the Substantial Shareholders as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed interest		Total interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Directors</b>						
Mr. Lim Siang Kai	-	-	-	-	-	-
Mr. Teo <sup>(2)</sup>	-	-	141,189,015	32.19	141,189,015	32.19
Mr. Kong Deyang	2,050,000	0.47	-	-	2,050,000	0.47
Mr. Toh Hsiang-Wen Keith	-	-	37,556,134	8.56	37,556,134	8.56
Mr. Soh Beng Keng	-	-	-	-	-	-
Mr. Tan	-	-	-	-	-	-
<b>Substantial Shareholders (other than Directors)</b>						
Assetraise <sup>(2)</sup>	141,189,015	32.19	-	-	141,189,015	32.19
Ms. Thang Yee Chin <sup>(2)</sup>	-	-	141,189,015	32.19	141,189,015	32.19
NTCP SPV VI <sup>(3)</sup>	37,556,134	8.56	-	-	37,556,134	8.56
Novo Tellus PE Fund 2, L.P. <sup>(3)</sup>	-	-	37,556,134	8.56	37,556,134	8.56
New Earth Group 2 Ltd <sup>(3)</sup>	-	-	37,556,134	8.56	37,556,134	8.56
Tuas Fund Investments Pte Ltd <sup>(3)</sup>	-	-	37,556,134	8.56	37,556,134	8.56
Fullerton Fund Investments Pte Ltd <sup>(3)</sup>	-	-	37,556,134	8.56	37,556,134	8.56
Temasek Holdings (Private) Limited <sup>(3)</sup>	-	-	37,556,134	8.56	37,556,134	8.56
Mr. Loke Wai San <sup>(3)</sup>	-	-	37,556,134	8.56	37,556,134	8.56

**Notes:**

- (1) The percentage of shareholding is calculated based on 438,638,533 Shares in issue as at the Latest Practicable Date.
- (2) Assetraise, a company incorporated in the British Virgin Islands, is beneficially owned entirely by Mr. Teo and his spouse Ms. Thang Yee Chin. Accordingly, Mr. Teo and Ms. Thang Yee Chin are deemed interested in the 141,189,015 Shares held by Assetraise.
- (3) Novo Tellus PE Fund 2, L.P. ("**NT Fund 2**") is the owner of 100% of the shares of NTCP SPV VI ("**NTCP**") and is therefore treated as having an interest in the 37,556,134 Shares held by NTCP.

Tuas Fund Investments Pte Ltd ("**TF**") is a limited partner of NT Fund 2, with an investment amount of not less than one-third. TF is directly wholly owned by Fullerton Fund Investments Pte Ltd ("**FF**"). FF is directly wholly owned by Temasek Holdings (Private) Limited ("**TH**"). Therefore, each of TF, FF and TH is deemed to be interested in the 37,556,134 Shares held by NTCP pursuant to SFO. For the avoidance of doubt, each of TF, FF and TH do not have a deemed interest in the 37,556,134 Shares held by NTCP under the SFA.

New Earth Group 2 Ltd. ("**NEG 2**") is the general partner of NT Fund 2 and therefore NEG 2 is deemed to have an interest in the 37,556,134 Shares held by NTCP. Mr. Loke Wai San and Mr. Toh Hsiang-Wen Keith are each entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares in NEG 2, and therefore are each treated as having an interest in the 37,556,134 Shares held by NTCP.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Annual General Meeting is set out on pages 37 to 41 of this Circular.

Pursuant to the SGX-ST Listing Manual, the Hong Kong Listing Rules and the Constitution of the Company, all resolutions at general meetings shall be voted by poll. The Company will appoint a scrutineer for the Annual General Meeting to, among others, ensure that satisfactory procedures of the voting process are in place before the Annual General Meeting, and to direct and supervise the count of the votes cast through proxy.

On a poll, every Shareholder present by proxy, or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for each Share held which is fully paid or credited as fully paid.

An announcement of poll results including a breakdown of all valid votes cast at the Annual General Meeting will be published in the manner prescribed under Rule 704(16) of the SGX-ST Listing Manual and Rule 13.39(5) of the Hong Kong Listing Rules.

### 6. DIRECTORS' RECOMMENDATION

The Retiring Directors have abstained from making a recommendation in respect of their respective re-elections.

Save as disclosed above, the Directors consider the resolutions to be proposed at the Annual General Meeting for (1) the re-election of Retiring Directors; and (2) the General Share Issue Mandate are in the best interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the said resolutions to be proposed at the Annual General Meeting.

### 7. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 7.1 Date, Time and Conduct of Annual General Meeting

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, the Annual General Meeting will be held by way of electronic means on 29 April 2022 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 on pages 37 to 41 of this Circular.

#### 7.2 Notice of Annual General Meeting, this Circular and Proxy Form

**Printed copies of the Notice of Annual General Meeting, the annual report of the Company for the financial year ended 31 December 2021 ("Annual Report"), this Circular and the Proxy Form will be sent to Hong Kong Shareholders.** Printed copies of the Notice of Annual General Meeting, the Annual Report, this Circular and the Proxy Form will not be sent to Singapore Shareholders. The Notice of Annual General Meeting, the Annual Report, this Circular and the Proxy Form may be accessed on SEHK at the URL <https://www.hkexnews.hk/> and at the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange>. The Notice of Annual General Meeting, the Annual Report, this Circular and the Proxy Form are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

#### 7.3 Attendance at the Annual General meeting

Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, **the Annual General Meeting will be held by way of electronic means and Shareholders will not be able to attend the Annual General Meeting in person.**

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## LETTER FROM THE BOARD

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### 7.4 Participation at the Annual General Meeting

Alternative arrangements have been made by the Company to allow Shareholders to participate at the Annual General Meeting via electronic means. Such alternative arrangements include:

- (a) arrangements by which Shareholders may electronically access the Annual General Meeting proceedings and observe and/or listen to the live audio-visual webcast or live audio-only stream;
- (b) arrangements by which Shareholders may submit comments, queries and/or questions to the chairman of the Annual General Meeting (the “**Chairman of the Meeting**”) in advance of the Annual General Meeting;
- (c) arrangements by which the Board and the management may address substantial and relevant comments, queries and/or questions before the Annual General Meeting; and
- (d) arrangements by which Shareholders may appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.

Details of the steps for pre-registration for the live audio-visual webcast or live audio-only stream, submission of comments, queries and/or questions in advance of the Annual General Meeting and submission of Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting are set out in the **Appendix III** to this Circular.

### 7.5 Key Dates and Times

Key Dates and Times	Actions to be taken by Shareholders
9.30 a.m. (Singapore time) on Monday, 18 April 2022	Deadline for Shareholders to submit comments, queries and/or questions in advance of the Annual General Meeting.
9.30 a.m. (Singapore time) on Tuesday, 26 April 2022	Deadline for Shareholders to pre-register for the live audio-visual webcast or live audio-only stream.
9.30 a.m. (Singapore time) on Tuesday, 26 April 2022	Deadline for Shareholders to submit Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting.
3.00 p.m. (Singapore time) on Thursday, 28 April 2022	Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream and who have been verified by the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. and the Company’s Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, will receive an email which will contain a unique link and password to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the “ <b>Confirmation Email</b> ”).  Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 3.00 p.m. (Singapore time) on 28 April 2022, should contact the Company at <a href="mailto:isdn-agm@complete-corp.com">isdn-agm@complete-corp.com</a> .

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## LETTER FROM THE BOARD

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Key Dates and Times	Actions to be taken by Shareholders
9.30 a.m. (Singapore time) on Friday, 29 April 2022	Shareholders may participate at the Annual General Meeting via electronic means by:  (a) accessing the URL in the Confirmation Email and entering the password to access the live audio-visual webcast; or  (b) calling the toll-free telephone number to access the live audio-only stream.

### 7.6 Important Reminder

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the Annual General Meeting at short notice. For the latest updates on the arrangements for the Annual General Meeting, Shareholders should check the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange>. Such updates will also be made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and on SEHK at the URL <https://www.hkexnews.hk/>.

### 8. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the SGX-ST Listing Manual, the Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about (1) the re-election of Retiring Directors; and (2) the General Share Issue Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

In accordance with the Hong Kong Listing Rules, this document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

### 9. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 101 Defu Lane 10, Singapore 539222 and the principal place of business in Hong Kong at Unit 1504, 15/F., Yuen Long Trading Centre, 33 Wang Yip Street West, Yuen Long, New Territories, Hong Kong, during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the Constitution;
- (b) this Circular; and
- (c) the Annual Report of the Company for the financial year ended 31 December 2021.

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## LETTER FROM THE BOARD

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### 10. GENERAL INFORMATION

Your attention is drawn to the information set out in Appendix I, Appendix II and Appendix III to this Circular.

### 11. MISCELLANEOUS

This Circular is issued in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully  
By Order of the Board  
**ISDN HOLDINGS LIMITED**  
**Mr. Teo Cher Koon**  
*Managing Director and President*

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## APPENDIX I – DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who shall retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

### Executive Director:

**Mr. Teo Cher Koon** (張子鈞), aged 63, is an Executive Director, Managing Director, President and controlling shareholder of the Company and was appointed to the Board on 28 November 2004. Mr. Teo is also a member of the Nominating Committee. Mr. Teo joined the Group on 14 July 1987. Mr. Teo joined Servo Dynamics Pte Ltd (“**Servo Dynamics**”) as a sales administration manager in July 1987 and in November 1989, he was appointed as a director of Servo Dynamics. Mr. Teo has amassed more than 31 years of experience in the motion control and industrial computing industries and is experienced in all aspects of our business. Under Mr. Teo’s leadership, our Group grew steadily from a local start-up supplier of servo motors to our Group as it is today, with 85 subsidiaries and 55 sales offices all over Singapore, the People’s Republic of China, Hong Kong, Malaysia and a few other Asian countries in the region including Vietnam, Thailand, Taiwan and Republic of Indonesia as at 31 December 2021. Mr. Teo is responsible for formulating our corporate strategy, general management and providing technical advice to our Group, and is particularly active in the procurement and marketing activities of our Group.

Mr. Teo holds a Bachelor of Engineering (Mechanical) from the National University of Singapore and Technician Diploma in Mechanical Engineering from Ngee Ann Technical College which he obtained in June 1987 and April 1978 respectively.

Mr. Teo entered into a service agreement on 11 January 2020 with the Company in compliance with the Hong Kong Listing Rules which superseded his previous service agreement with our Company for a term of three (3) years commencing on 12 January 2020 at a monthly basic salary of S\$90,000.

Further, under his service agreement, Mr. Teo is also entitled to, among others, an annual wage supplement of two (2) months’ basic salary upon the completion of each year of service, a motorcar and reimbursements for expenses related to the motorcar, a country club membership, as well as reimbursements for reasonable traveling, hotel, entertainment, and other expenses in the performance of his duties. Finally, Mr. Teo is entitled to an annual performance bonus based on our Group’s consolidated profit before tax. Mr. Teo’s emoluments were determined with reference to the prevailing market conditions, his duties and responsibilities in our Company. For the financial year ended 31 December 2021, the total amount of his emoluments was approximately S\$5,028,000.

Aside from his directorship in the Company and certain subsidiaries within the Group, Mr. Teo has not held any directorship in other listed companies in the past three (3) years and any other position within the Group. As at the Latest Practicable Date, Mr. Teo is deemed interested in the 141,189,015 Shares held by Assetraise, representing 32.19% of the Shares in issue within the meaning of Section 4 of the SFA and Part XV of the SFO. Save as disclosed above, Mr. Teo does not have any relationship with any Directors, key management personnel, or substantial shareholder(s) or controlling shareholder(s) (within the meaning of the SGX-ST Listing Manual and the Hong Kong Listing Rules) of our Company.

As far as the Directors are aware, save as disclosed above, there is no other information relating to Mr. Teo which is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, nor are there any other matters concerning Mr. Teo that need to be brought to the attention of Shareholders.

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## APPENDIX I – DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### Independent Non-Executive Director:

**Mr. Tan Soon Liang** (陳順亮), aged 49, is an independent non-executive director, the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Risk Management Committee. Mr. Tan was appointed as an independent non-executive director of the Company on 18 August 2016. Currently, he serves as the managing director of Ti Ventures Pte. Ltd. since May 2009, which invests in growing businesses and provides business and management consultancy services, M&A and corporate development advisory services in respect of company growth and transformation. He is also a director of Ti Investment Holdings Pte. Ltd., which invests in growth companies, since June 2010 and a managing director of Omnibridge Capital Pte. Ltd., a company which focuses on early-stage angel and venture capital investments in startups and fast growing companies and involved in corporate development and advisory services, since December 2014.

Mr. Tan serves as an independent director in Catalist-listed Clearbridge Health Limited (1H3), a healthcare company with focus on delivery of precision medicine in Asia and its vision to empower clinicians and healthcare professionals to make more reliable and accurate diagnoses, since November 2017. He is also serving as an independent director in Catalist-listed Choo Chiang Holdings Limited (42E), a leading retailer and distributor of electrical products and accessories in Singapore, since August 2018 and Mr. Tan serves as an independent director in Catalist-listed GDS Global Limited (5VP), a leading specialist provider of commercial and industrial door and shutter solutions in Singapore and the South East Asia region since March 2020. Mr. Tan also serves as an independent director in Catalist-listed Colex Holdings Limited (567), an investment holding company, provides waste management services in Singapore, since April 2021. Mr. Tan also serves as an independent director in ValueMax Group Limited, a company listed on the Mainboard of the SGX-ST under stock code T6I, which provides pawnbroking and secured moneylending services and the retailing and trading of pre-owned jewellery and gold since January 2022. Mr. Tan served as an independent director in Catalist-listed Wong Fong Industries Limited (1A1), a provider of land transport engineering solutions from June 2016 to April 2019.

Mr. Tan is also a director of Spectra Secondary School since January 2022 and he also serve as a Vice President (Corporate Engagement and Careers) of Nanyang Technological University, Nanyang Business School Alumni Association Executive Committee, since October 2021.

Mr. Tan holds a Bachelor of Business (Honours) Degree from Nanyang Technological University which he obtained in July 1997 and a Master of Business Administration Degree from the University of Hull, United Kingdom in February 2001. Mr. Tan is also a CFA charterholder since September 2000 as well as a member of the Singapore Institute of Directors since June 2011.

Mr. Tan has entered into a letter of appointment with the Company on 16 December 2016 for compliance with the Corporate Governance Code as set out in Appendix 14 to the Hong Kong Listing Rules for a term of three years commencing from 12 January 2020, and he is entitled to an annual director's fee of S\$46,200. For the financial year ended 31 December 2021, the total amount of his emoluments was S\$46,200. Mr. Tan is subject to the provisions of retirement by rotation at least once every three (3) years and re-election in accordance with the Constitution. The Director's fee was determined with reference to the prevailing market conditions, his duties and responsibilities in our Company. The amount of Director's fee is subject to Shareholders' approval at the Annual General Meeting of the Company.

Mr. Tan does not have any relationship with any Directors, key management personnel, or substantial shareholder(s) or controlling shareholder(s) (within the meaning of the SGX-ST Listing Manual and the Hong Kong Listing Rules) of our Company. As at the Latest Practicable Date, Mr. Tan did not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

As far as the Directors are aware, save as disclosed above, there is no other information relating to Mr. Tan which is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, nor are there any other matters concerning Mr. Tan that need to be brought to the attention of Shareholders.



## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

### Mr. Teo Cher Koon (Declaration as at the Latest Practicable Date)

Date of Appointment	28 / 12 / 2004
Date of last re-appointment (if applicable)	30 / 04 / 2019
Name of person	Mr. Teo Cher Koon
Age	63
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors, having considered the qualifications and working experience of Mr. Teo Cher Koon, is of the view that he has the requisite experience and capabilities to assume the responsibilities as an Executive Director, the Managing Director and President of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive Director, Mr. Teo Cher Koon is responsible for formulating our corporate strategy, general management and providing technical advice to our Group, and is particularly active in the procurement and marketing activities of our Group.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director, Managing Director and President
Professional qualifications	Bachelor of Engineering (Mechanical) from the National University of Singapore; and  Technician Diploma in Mechanical Engineering from Ngee Ann Technical College.
Working experience and occupation(s) during the past 10 years	ISDN Holdings Limited Executive Director, Managing Director and President (December 2004 – Present)  Agri Source Farms Sdn Bhd Director (July 2010 – Present)  Agri Source Pte Ltd Director (May 2010 – Present)  C True Version Pte Ltd Director (November 2012 – Present)  DBASIX Malaysia Sdn Bhd Director (March 2008 – Present)  DBASIX Singapore Pte Ltd Director (November 2007 – Present)

## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

	<p>Diictionary Farm Holding Pte Ltd Director (March 2012 – Present)</p> <p>Diictionary Farms Sdn Bhd Director (June 2012 – Present)</p> <p>Dirak Asia Pte Ltd Director (September 1997 – Present)</p> <p>Dirak Taiwan Co., Ltd. Director (July 2019 – Present)</p> <p>Eisele Asia Co., Ltd Director (June 2019 – Present)</p> <p>Excel Best Industries (Suzhou) Co., Ltd Director (June 2007 – Present)</p> <p>Gateway Motion (Shanghai) Co., Ltd Director (March 2008 – Present)</p> <p>IDI Laser Services Pte Ltd Director (October 2006 – Present)</p> <p>IGB (H.K.) Co., Ltd Director (March 2006 – Present)</p> <p>ISDN Bantaeng Pte Ltd Director (October 2015 – Present)</p> <p>ISDN Energy Pte. Ltd. Director (November 2017 – Present)</p> <p>ISDN Enterprise Management (Wu Jiang) Co., Ltd. Director (November 2009 – Present)</p> <p>ISDN Investments Pte Ltd Director (May 2010 – Present)</p> <p>AR Biotech Pte. Ltd. (formerly known as ISDN NBA Resources Pte. Ltd.) Director (December 2017 – Present)</p>
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**APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL**

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	<p>ISDN Resource Pte Ltd Director (April 2013 – Present)</p> <p>ISDN Road &amp; Belt Energy Pte. Ltd. Director (June 2014 – Present)</p> <p>ERST Asia Pacific Pte. Ltd. Director (May 2013 – Present)</p> <p>ISDN Software Business Pte. Ltd. Director (May 2019 – Present)</p> <p>Jin Zhao Yu Pte Ltd Director (November 2015 – Present)</p> <p>JM Vistec System Pte Ltd Director (September 2005 – Present)</p> <p>JM Vision (Suzhou) Co., Ltd Director (August 2005 – Present)</p> <p>JM Vision Technologies Co., Ltd Director (July 2010 – Present)</p> <p>Leaptron Engineering Pte Ltd Director (August 2002 – Present)</p> <p>Maxon Motor International Trading (Shanghai) Co., Ltd. Director (October 2004 – Present)</p> <p>Maxon Motor (Suzhou) Co., Ltd Director (September 1995 – Present)</p> <p>Maxon Motor Taiwan Co., Ltd Director (September 2005 – Present)</p> <p>Motion Control Group Pte Ltd Director (December 2004 – Present)</p> <p>Precision Motion Control Phils. Inc. Director (June 2005 – Present)</p>
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**APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL**

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	<p>Prestech Industrial Automation Pte Ltd Director (December 2006 – Present)</p> <p>Servo Dynamics (H.K.) Limited Director (October 1995 – Present)</p> <p>Servo Dynamics (Thailand) Co., Limited Director (June 2000 – Present)</p> <p>Servo Dynamics Pte Ltd Director (November 1989 – Present)</p> <p>Servo Dynamics Sdn Bhd Director (March 2007 – Present)</p> <p>Servo Dynamics Philippines, Inc. Director (December 2020 – Present)</p> <p>Shanghai DBASIX M&amp;E Equipment Co.,Ltd Director (January 2008 – Present)</p> <p>Suzhou Dirak Co., Ltd Director (October 2001 – Present)</p> <p>Suzhou PDC Co., Ltd Director (July 2007 – Present)</p> <p>Suzhou Servo Dynamics Co., Ltd. Director (August 2001 – Present)</p> <p>Zhuzhou Dirak Technology Co., Ltd. Director (August 2015 – Present)</p> <p>AR Technologies Pte. Ltd. Director (January 2018 – Present)</p> <p>Maxon Motor SEA Pte. Ltd. Director (December 2018 – Present)</p> <p>PT Charma Paluta Energy Director (December 2019 – Present)</p>
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## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

	<p>PT Alabama Energy Director (December 2019 – Present)</p> <p>ISDN Energy (Cambodia) Co., Ltd. Director (August 2019 – Present)</p> <p>ISDN (Zhejiang) Precision Technology Co., Ltd. Director (July 2019 – Present)</p> <p>COTRUST SYSTEM Co., Ltd Director (December 2018 – Present)</p> <p>Sand Profile (HK) Co., Ltd Director (November 2006 – Present)</p> <p>Sand Profile (Suzhou) Co., Ltd Director (February 2007 – Present)</p> <p>Performance Leadership Pte Ltd Director (January 2021 – Present)</p> <p>Prima Infrastructure Sdn. Bhd Director (August 2014 – Present)</p>
Shareholding interest in the listed issuer and its subsidiaries	Mr. Teo had a direct and indirect shareholding interest of approximately 32.19% in the Company. Mr. Teo Cher Koon is deemed interested in the 141,189,015 shares in the Company held by Assetraise Holdings Limited.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Yes. Mr. Teo Cher Koon has a deemed shareholding interest of approximately 32.19% in the Company held through Assetraise Holdings Limited. Assetraise Holdings Limited holds 141,189,015 shares in the Company.
Conflict of interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

<b>Other Principal Commitments<sup>1</sup> Including Directorships</b>	
Past (for the last 5 years)	Nil
Present	<p>ISDN Holdings Limited Executive Director, Managing Director and President (December 2004 – Present)</p> <p>Agri Source Farms Sdn Bhd Director (July 2010 – Present)</p> <p>Agri Source Pte Ltd Director (May 2010 – Present)</p> <p>C True Version Pte Ltd Director (November 2012 – Present)</p> <p>DBASIX Malaysia Sdn Bhd Director (March 2008 – Present)</p> <p>DBASIX Singapore Pte Ltd Director (November 2007 – Present)</p> <p>Dietionary Farm Holding Pte Ltd Director (March 2012 – Present)</p> <p>Dietionary Farms Sdn Bhd Director (June 2012 – Present)</p> <p>Dirak Asia Pte Ltd Director (September 1997 – Present)</p> <p>Dirak Taiwan Co., Ltd. Director (July 2019 – Present)</p> <p>Eisele Asia Co., Ltd Director (June 2019 – Present)</p> <p>Excel Best Industries (Suzhou) Co., Ltd Director (June 2007 – Present)</p> <p>Gateway Motion (Shanghai) Co., Ltd Director (March 2008 – Present)</p>

<sup>1</sup> "Principal Commitments" has the same meaning as defined in the Code of Corporate Governance.

## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

	<p>IDI Laser Services Pte Ltd Director (October 2006 – Present)</p> <p>IGB (H.K.) Co., Ltd Director (March 2006 – Present)</p> <p>ISDN Bantaeng Pte Ltd Director (October 2015 – Present)</p> <p>ISDN Energy Pte. Ltd. Director (November 2017 – Present)</p> <p>ISDN Enterprise Management (Wu Jiang) Co., Ltd. Director (November 2009 – Present)</p> <p>ISDN Investments Pte Ltd Director (May 2010 – Present)</p> <p>AR Biotech Pte. Ltd. (formerly known as ISDN NBA Resources Pte. Ltd.) Director (December 2017 – Present)</p> <p>ISDN Resource Pte Ltd Director (April 2013 – Present)</p> <p>ISDN Road &amp; Belt Energy Pte. Ltd. Director (June 2014 – Present)</p> <p>ERST Asia Pacific Pte. Ltd. Director (May 2013 – Present)</p> <p>ISDN Software Business Pte. Ltd. Director (May 2019 – Present)</p> <p>Jin Zhao Yu Pte Ltd Director (November 2015 – Present)</p> <p>JM Vistec System Pte Ltd Director (September 2005 – Present)</p> <p>JM Vision (Suzhou) Co., Ltd Director (August 2005 – Present)</p>
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## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

	<p>JM Vision Technologies Co., Ltd Director (July 2010 – Present)</p> <p>Leaptron Engineering Pte Ltd Director (August 2002 – Present)</p> <p>Maxon Motor International Trading (Shanghai) Co., Ltd. Director (October 2004 – Present)</p> <p>Maxon Motor (Suzhou) Co., Ltd Director (September 1995 – Present)</p> <p>Maxon Motor Taiwan Co., Ltd Director (September 2005 – Present)</p> <p>Motion Control Group Pte Ltd Director (December 2004 – Present)</p> <p>Precision Motion Control Phils. Inc. Director (June 2005 – Present)</p> <p>Prestech Industrial Automation Pte Ltd Director (December 2006 – Present)</p> <p>Servo Dynamics (H.K.) Limited Director (October 1995 – Present)</p> <p>Servo Dynamics (Thailand) Co., Limited Director (June 2000 – Present)</p> <p>Servo Dynamics Pte Ltd Director (November 1989 – Present)</p> <p>Servo Dynamics Sdn Bhd Director (March 2007 – Present)</p> <p>Servo Dynamics Philippines, Inc. Director (December 2020 – Present)</p> <p>Shanghai DBASIX M&amp;E Equipment Co.,Ltd Director (January 2008 – Present)</p> <p>Suzhou Dirak Co., Ltd Director (October 2001 – Present)</p>
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## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

	<p>Suzhou PDC Co., Ltd Director (July 2007 – Present)</p> <p>Suzhou Servo Dynamics Co., Ltd. Director (August 2001 – Present)</p> <p>Zhuzhou Dirak Technology Co., Ltd. Director (August 2015 – Present)</p> <p>AR Technologies Pte. Ltd. Director (January 2018 – Present)</p> <p>Maxon Motor SEA Pte. Ltd. Director (December 2018 – Present)</p> <p>PT Charma Paluta Energy Director (December 2019 – Present)</p> <p>PT Alabama Energy Director (December 2019 – Present)</p> <p>ISDN Energy (Cambodia) Co., Ltd. Director (August 2019 – Present)</p> <p>ISDN (Zhejiang) Precision Technology Co., Ltd. Director (July 2019 – Present)</p> <p>COTRUST SYSTEM Co., Ltd Director (December 2018 – Present)</p> <p>Sand Profile (HK) Co., Ltd Director (November 2006 – Present)</p> <p>Sand Profile (Suzhou) Co., Ltd Director (February 2007 – Present)</p> <p>Performance Leadership Pte Ltd Director (January 2021 – Present)</p> <p>Prima Infrastructure Sdn. Bhd Director (August 2014 – Present)</p>
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## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

Information required	
<p><b>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “YES”, full details must be given. If “NO”, please indicate.</b></p>	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No

**APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL**

<p>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	<p>No</p>
<p>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	<p>No</p>
<p>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	<p>No</p>
<p>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</p>	<p>No</p>
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p>	<p style="background-color: #cccccc;"></p>
<p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p>	<p>No</p>
<p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p>	<p>No</p>

## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
<b>Disclosure applicable to the appointment of Director only.</b>	
Any prior experience as a director of an issuer listed on the Exchange?	Not applicable. This is in relation to a re-appointment of Director.
If yes, please provide details of prior experience.	Not applicable.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.  Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable.

## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

### Mr. Tan Soon Liang (Declaration as at the Latest Practicable Date)

Date of Appointment	18 / 08 / 2016
Date of last re-appointment (if applicable)	29 / 06 / 2020
Name of person	Mr. Tan Soon Liang
Age	49
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors, having considered the qualifications and working experience of Mr. Tan Soon Liang, is of the view that he has the requisite experience and capabilities to assume the responsibilities as an Independent Non-Executive Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Not applicable as the appointment is non-executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director
Professional qualifications	Bachelor of Business (Honours) Degree from Nanyang Technological University  Master of Business Administration Degree from University of Hull  CFA Charterholder from CFA Institute
Working experience and occupation(s) during the past 10 years	Ti Ventures Pte Ltd Managing Director (May 2009 – Present)  Ti Investment Holdings Pte Ltd Managing Director (June 2010 – June 2015)  Omnibridge Capital Pte Ltd Managing Director (December 2014 – Present)  ISDN Holdings Limited Independent Non-executive Director (August 2016 – Present)  Clearbridge Health Limited Independent Director (November 2017 – Present)  Choo Chiang Holdings Limited Independent Director (August 2018 – Present)  GDS Global Limited Independent Director (March 2020 – Present)

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	<p>Colex Holdings Limited Independent Director (April 2021 – Present)</p> <p>ValueMax Group Limited Independent Director (January 2022 – Present)</p>
Shareholding interest in the listed issuer and its subsidiaries	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
<b>Other Principal Commitments<sup>2</sup> Including Directorships</b>	
Past (for the last 5 years)	<p>Wong Fong Industries Limited Independent Director (June 2016 – April 2019)</p> <p>Allin International Holdings Pte Ltd Non-executive Director (October 2015 – May 2018)</p> <p>MG Investors Pte Ltd Non-executive Director (October 2015 – May 2018)</p> <p>Epika Pte Ltd Non-executive Director (March 2016 – March 2017)</p> <p>The Learning Fort Pte Ltd Non-executive Director (August 2016 – July 2018)</p> <p>Omnibridge Investment Partners Ltd Non-executive Director (October 2015 – May 2018)</p>
Present	<p>Ti Ventures Pte Ltd Managing Director (May 2009 – Present)</p> <p>Omnibridge Capital Pte Ltd Managing Director (December 2014 – Present)</p>

<sup>2</sup> “Principal Commitments” has the same meaning as defined in the Code of Corporate Governance.

## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

	<p>Ti Investment Holdings Pte Ltd Non-executive Director (June 2010 – Present)</p> <p>Omnibridge Investments Ltd Non-executive Director (March 2014 – Present)</p> <p>Omnibridge Capital Ltd Non-executive Director (March 2014 – Present)</p> <p>ACH Investors Pte Ltd Non-executive Director (October 2015 – Present)</p> <p>Omnibridge Investments Pte Ltd Non-executive Director (March 2016 – Present)</p> <p>Omnibridge Investment Partners Pte Ltd Non-executive Director (July 2016 – Present)</p> <p>Allin Holdings Pte Ltd Non-executive Director (March 2018 – Present)</p> <p>ISDN Holdings Limited Independent Non-executive Director (August 2016 – Present)</p> <p>Clearbridge Health Limited Independent Director (November 2017 – Present)</p> <p>Choo Chiang Holdings Limited Independent Director (August 2018 – Present)</p> <p>GDS Global Limited Independent Director (March 2020 – Present)</p> <p>Colex Holdings Limited Independent Director (April 2021 – Present)</p> <p>NTU Nanyang Business School Alumni Association Executive Committee Vice President (Corporate Engagement and Careers) (October 2021 – Present)</p> <p>ValueMax Group Limited Independent Director (January 2022 – Present)</p> <p>Spectra Secondary School Director (January 2022 – Present)</p>
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## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

Information required	
<p><b>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “YES”, full details must be given. If “NO”, please indicate.</b></p>	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	<p>Yes</p> <p>Mr Tan was a non-executive director of T10 Lifestyle Concepts Pte Ltd (“<b>T10</b>”) from April 2011 to November 2015, a company incorporated in Singapore. He was a non-executive nominee director on the board of directors of T10, representing the interests of Ti Investment Holdings Pte Ltd, which had a 60.0% shareholding in T10. During the period of his directorship in T10, he was not involved in the daily business operations nor financial management of T10. On 12 November 2015, T10 was dissolved pursuant to a compulsory winding up application.</p>
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No



**APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL**

<p>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	<p>No</p>
<p>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	<p>No</p>
<p>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	<p>No</p>
<p>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</p>	<p>No</p>
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p>	<p style="background-color: #cccccc;"></p>
<p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p>	<p>No</p>
<p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p>	<p>No</p>

## APPENDIX II – INFORMATION REQUIRED UNDER THE SGX-ST LISTING MANUAL

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
<b>Disclosure applicable to the appointment of Director only.</b>	
Any prior experience as a director of an issuer listed on the Exchange?	Not applicable. This is in relation to a re-appointment of Director.
If yes, please provide details of prior experience.	Not applicable.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.  Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable.

## APPENDIX III – ALTERNATIVE ARRANGEMENTS

Shareholders may electronically access the Annual General Meeting proceedings and observe and/or listen to the live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers, submit comments, queries and/or questions to the Chairman of the Meeting in advance of the Annual General Meeting and submit Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote on his/her/its behalf at the Annual General Meeting.

To do so, Shareholders will need to complete the relevant steps below.

Steps	Details
<p>Pre-registration for the live audio-visual webcast or live audio-only stream</p>	<p><b>Shareholders must pre-register at the URL <a href="https://complete-corp.com/isdn-agm">https://complete-corp.com/isdn-agm</a> from Monday, 28 March 2022 until 9.30 a.m. (Singapore time) on Tuesday, 26 April 2022 to enable the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate &amp; Advisory Services Pte. Ltd. and the Company’s Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, to verify their status as Shareholders of the Company.</b></p> <p>Following the verification, authenticated Shareholders will receive an email by 3.00 p.m (Singapore time) on Thursday, 28 April 2022 which will contain a unique link and password to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the “Confirmation Email”).</p> <p>Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 3.00 p.m (Singapore time) on Thursday, 28 April 2022, should contact the Company at <a href="mailto:isdn-agm@complete-corp.com">isdn-agm@complete-corp.com</a>.</p>
<p>Submission of comments, queries and/or questions in advance of the Annual General Meeting</p>	<p><b>Shareholders will not be able to comment, raise queries and/or ask questions at the Annual General Meeting during the live audio-visual webcast or live audio-only stream. It is therefore important for Shareholders to submit comments, queries and/or questions to the Chairman of the Meeting in advance of the Annual General Meeting.</b></p> <p><b>Submission of comments, queries and/or questions.</b> Shareholders may submit comments, queries and/or questions related to the resolutions in the Notice of Annual General Meeting to the Chairman of the Meeting in advance of the Annual General Meeting in the following manner:</p> <p>(a) By post – Shareholders may submit their comments, queries and/or questions 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). Comments, queries and/or questions submitted by Shareholders by post must be accompanied by the Shareholders’ full name, address and the manner in which the Shareholder holds Shares in the Company.</p> <p>(b) By electronic means – Shareholders, who have pre-registered registered for the live audio-visual webcast or live audio-only stream, may submit their comments, queries and/or questions by electronic means at the URL <a href="https://complete-corp.com/isdn-agm">https://complete-corp.com/isdn-agm</a>.</p> <p><b>Deadline to submit comments, queries and/or questions.</b> Shareholders must submit all comments, queries and/or questions by 9.30 a.m. (Singapore time) on Monday, 18 April 2022.</p>

## APPENDIX III – ALTERNATIVE ARRANGEMENTS

Steps	Details
	<p><b>Addressing comments, queries and/or questions.</b> The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from Shareholders by Friday, 22 April 2022. The Company will publish its responses to comments, queries and/or questions on the Company’s website at the URL <a href="https://www.isdnholdings.com/sgx-singapore-exchange">https://www.isdnholdings.com/sgx-singapore-exchange</a> and on SGXNET at the URL <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a> and on SEHK at the URL <a href="https://www.hkexnews.hk/">https://www.hkexnews.hk/</a> by Friday, 22 April 2022.</p> <p><b>Minutes of Annual General Meeting.</b> The Company will publish the minutes of Annual General Meeting on the Company’s website at the URL <a href="https://www.isdnholdings.com/sgx-singapore-exchange">https://www.isdnholdings.com/sgx-singapore-exchange</a> and on SGXNET at the URL <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a> and on SEHK at the URL <a href="https://www.hkexnews.hk/">https://www.hkexnews.hk/</a> within one (1) month after the Annual General Meeting. The minutes of Annual General Meeting will include responses from the Board and the management to substantial and relevant comments, queries and/or questions received from Shareholders addressed at the Annual General Meeting during the live audio-visual webcast or live audio-only stream.</p>
Submission of Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting	<p><b>Appointment of Chairman of the Meeting as proxy.</b> A Shareholder (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 Annual General Meeting in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the Annual General Meeting.</p> <p><b>Specific instructions as to voting must be given.</b> Where a Shareholder (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.</p> <p><b>Submission of Proxy Forms.</b> The Proxy Form must be submitted to the Company in the following manner:</p> <p>(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</p> <p>(b) if submitted by way of electronic means, be submitted via email to the Company at <a href="mailto:isdn-agm@complete-corp.com">isdn-agm@complete-corp.com</a>,</p> <p>in either case, by 9.30 a.m. on Tuesday, 26 April 2022.</p> <p>A Shareholder 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.</p> <p><b>In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.</b></p>

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## NOTICE OF ANNUAL GENERAL MEETING

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ISDNHoldings  
LIMITED

### ISDN HOLDINGS LIMITED

億仕登控股有限公司

*(Incorporated in the Republic of Singapore with limited liability)*

(Singapore Stock Code: I07.SI)

(Hong Kong Stock Code: 1656)

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of ISDN Holdings Limited (the “**Company**”) shall be held by electronic means on Friday, 29 April 2022 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 2021, together with the external auditor’s report thereon.

**[Ordinary Resolution 1]**

2. To declare a first and final tax-exempt (one-tier) dividend of 1.45 Singapore cents (equivalent to 8.35 Hong Kong cents) per ordinary share for the financial year ended 31 December 2021.

**[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 2022 (2021: S\$196,350).

**[Ordinary Resolution 3]**

4. To re-elect Mr. Teo Cher Koon 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 (i)]*

**[Ordinary Resolution 4]**

5. To re-elect Mr. Tan Soon Liang 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 (ii)]*

**[Ordinary Resolution 5]**

6. To re-appoint Messrs Moore Stephens LLP as external auditor of the Company for the financial year ending 31 December 2022 and to authorise Directors of the Company to fix their remuneration.

**[Ordinary Resolution 6]**

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

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

#### 7. 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 (“**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 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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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 7]**

- 8. 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 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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### Explanatory Notes:

- (i) Mr. Teo Cher Koon, if re-elected as a Director of the Company, will remain as an Executive Director, the Managing Director and President. Further information relating to Mr. Teo Cher Koon as required under Rule 720(6) of the SGX-ST Listing Manual may be found under **Appendix II** of the Circular dated 28 March 2022.
- (ii) Mr. Tan Soon Liang, if re-elected and appointed as a Director of the Company, will remain as an Independent Non-Executive Director, the Chairman of the Remuneration Committee, a member of the Audit Committee and the Risk Management Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”).

Further information relating to Mr. Tan Soon Liang as required under Rule 720(6) of the SGX-ST Listing Manual may be found under **Appendix II** of the Circular dated 28 March 2022.

### Notes:

1. 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, the Annual General Meeting will be held by way of electronic means on 29 April 2022 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 2022.
2. Printed copies of this Notice of Annual General Meeting, the annual report of the Company for the financial year ended 31 December 2021 (“**Annual Report**”), the Circular and the Proxy Form will be sent to Hong Kong Shareholders. Printed copies of this Notice of Annual General Meeting, the Annual Report, the Circular and the Proxy Form will not be sent to Singapore Shareholders. This Notice of Annual General Meeting, the Annual Report, the Circular and the Proxy Form may also be accessed at the Company’s website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange>. This Notice of Annual General Meeting, the Annual Report, the Circular and the Proxy Form are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and SEHK 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 Annual General Meeting proceedings may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant comments, queries and/or questions before the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in **Appendix III** of the Circular and the Company’s accompanying announcement to this Notice of Annual General Meeting dated 28 March 2022 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/company-announcements> and SEHK at the URL <https://www.hkexnews.hk/>.
4. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the Annual General Meeting will be held by way of electronic means and Shareholders will not be able to attend the Annual General Meeting in person. A Shareholder (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 Annual General Meeting in accordance with the instructions on the Proxy Form 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 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.
5. The Chairman of the Meeting, acting as proxy, need not be a Shareholder of the Company.
6. The Proxy Form must be submitted to the Company 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 [isdn-agm@complete-corp.com](mailto:isdn-agm@complete-corp.com)

in either case, by 9.30 a.m. on Tuesday, 26 April 2022. A Shareholder 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 advisories issued by the relevant authorities and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

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 Tuesday, 19 April 2022, being at least seven (7) working days before the Annual General Meeting.



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## NOTICE OF ANNUAL GENERAL MEETING

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### 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) 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 and administration 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**"), 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.

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## NOTICE OF CLOSURE OF REGISTER OF MEMBERS

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### FOR DETERMINING THE ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that for the purpose of determining the entitlement of shareholders of the Company (“**Shareholders**”) to attend and vote at the Annual General Meeting:

#### For Singapore Shareholders

The share transfer books and the Singapore Principal Share Register will be closed at 5.00 p.m. on Tuesday, 26 April 2022 for the purpose of determining the entitlement of Singapore Shareholders to attend and vote at the Annual General Meeting. Duly completed registrable transfers received by the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 up to 5.00 p.m. on Monday, 25 April 2022 shall be registered to determine Shareholders’ entitlements to attend and vote at the Annual General Meeting.

#### For Hong Kong Shareholders

The Hong Kong Branch Share Register will be closed from Tuesday, 26 April 2022 to Friday, 29 April 2022 both days inclusive. During this period, no transfer of shares in the capital of the Company (“**Shares**”) will be registered. In order to be entitled to attend and vote at the Annual General Meeting, the non-registered Hong Kong Shareholders must lodge all completed transfer forms accompanied by the relevant share certificates with the Company’s Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4.30 p.m. on Monday, 25 April 2022.

Any transfer of the Shares between the Singapore Principal Share Register and the Hong Kong Branch Share Register by way of deregistration from one Share Register and registration on the other Share Register has to be made not later than 5.00 p.m. on Friday, 8 April 2022 for Singapore Shareholders and not later than 4.30 p.m. on Friday, 8 April 2022 for Hong Kong Shareholders.

### FOR DETERMINING THE ENTITLEMENT TO RECEIVE THE FIRST AND FINAL TAX-EXEMPT (ONE-TIER) DIVIDEND

**NOTICE IS HEREBY GIVEN** that Shareholders whose names appear in the Register of Members of the Company as at 5.00 p.m. on Thursday, 7 July 2022, being the record date, are entitled to receive a first and final tax-exempt (one-tier) dividend of 1.45 Singapore cents (equivalent to 8.35 Hong Kong cents) per ordinary share (“**Final Dividend**”), which shall be paid on or about Friday, 26 August 2022, subject to Shareholders’ approval at the Annual General Meeting.

The Directors propose that the Shareholders be given the option to receive the Final Dividend in new Shares in lieu of cash. The scrip dividend proposal is subject to (a) the approval of the Final Dividend at the Annual General Meeting; and (b) the SGX-ST and SEHK granting the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the scrip dividend proposal.

A circular to Shareholders containing, among others, details of the scrip dividend proposal will be despatched to the Shareholders, together with the form of election for scrip dividend, on or about Monday, 18 July 2022.

#### For Singapore Shareholders

For the avoidance of doubt, where the registered holder is The Central Depository (Pte) Limited (“**CDP**”), the Final Dividend shall be paid to the CDP and credited to the depositors’ securities accounts with the CDP in proportion to the number of Shares standing to the credit of each depositor’s securities account with the CDP as at 5.00 p.m. on Thursday, 7 July 2022. Duly completed registrable transfers received by the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 up to 5.00 p.m. on Thursday, 7 July 2022 shall be registered to determine Shareholders’ entitlements to the Final Dividend.

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## NOTICE OF CLOSURE OF REGISTER OF MEMBERS

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### For Hong Kong Shareholders

The Hong Kong Branch Share Register will be closed from Friday, 8 July 2022 to Monday, 11 July 2022, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for the Final Dividend, Shareholders who wish to hold their Shares on the Hong Kong Register of Members of the Company must lodge all completed transfer forms accompanied by the relevant share certificates with the Company's Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4.30 p.m. on Thursday, 7 July 2022.

Any transfer of the Shares between the Singapore Principal Share Register and the Hong Kong Branch Share Register by way of deregistration from one Share Register and registration on the other Share Register has to be made not later than 5.00 p.m. on Thursday, 16 June 2022 for Singapore Shareholders and not later than 4.30 p.m. on Thursday, 16 June 2022 for Hong Kong Shareholders.

Shareholders who hold their Shares on the Hong Kong Register of Members of the Company shall receive the Final Dividend in Hong Kong dollars.

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

Singapore, 28 March 2022

