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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 about its contents or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately forward this Circular together with the Notice of EGM and the attached Proxy Form to the purchaser or the transferee or to the bank, the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company for compliance with the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section A: Listing Manual. The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

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### ISDN Holdings Limited

(Incorporated in the Republic of Singapore)  
(Company Registration Number 200416788Z)  
(Singapore Stock Code: 107.SI)  
(Hong Kong Stock Code: 1656)

#### CIRCULAR TO SHAREHOLDERS

##### In relation to

- I. THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY; AND
- II. THE PROPOSED ADOPTION OF THE ISDN PERFORMANCE SHARE PLAN 2022

##### Important Dates and Times:

Last date and time for lodgement of Proxy Form	:	Saturday, 28 January 2023 at 9:30 a.m. (Singapore Time)
Date and time of Extraordinary General Meeting	:	Tuesday, 31 January 2023 at 9:30 a.m. (Singapore Time)
Place of Extraordinary General meeting	:	No. 101 Defu Lane 10, Singapore 539222

A notice convening the Extraordinary General Meeting to be held at No. 101 Defu Lane 10, Singapore 539222 on Tuesday, 31 January 2023 at 9:30 a.m. is set out on pages N-1 to N-3 of this Circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed with this Circular.

If you are not able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and submit it to the Company in the following manner: (a) via email to [info@isdnholdings.com](mailto:info@isdnholdings.com); or (b) via post to the registered office of the Company at No. 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), as soon as possible but in any event not less than 72 hours before the time appointed for the holding of the General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish.

22 December 2022

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless the context requires otherwise or unless otherwise stated:

“associate”	:	Has the meaning ascribed to it under the SGX-ST Listing Manual and the Hong Kong Listing Rules
“Auditors”	:	The auditors of the Company as may be appointed from time to time
“Amendments to Constitution Resolution”	:	The special resolution to be proposed at the EGM to approve the Proposed Amendments to the Constitution of the Company as set out in the Notice of EGM
“Adoption Date”	:	The date of adoption of the Plan by approval of the Shareholders
“Adoption of PSP Resolution”	:	The ordinary resolution to be proposed at the EGM to approve the Proposed Adoption of the ISDN PSP 2022 (including the Scheme Limit) as set out in the Notice of EGM
“Award(s)”	:	An award of Shares granted by the Board to a Participant under the ISDN PSP 2022
“Award Date”	:	In relation to an Award, the date on which the Award was granted
“Award Letter”	:	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee
“Award Shares”	:	The Shares granted to a Participant in an Award;
“Board”	:	The board of directors of the Company as at the Latest Practicable Date or from time to time, as the case may be
“CCASS”	:	The Central Clearing and Settlement System established and operated by the HKSCC
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular of the Company dated 22 December 2022
“Committee”	:	A committee comprising members of the Remuneration Committee duly authorised and appointed by the Board to administer the ISDN PSP 2022  As at the Latest Practicable Date, the members of the Remuneration Committee comprise of independent non-executive directors, Mr. Tan Soon Liang (Chairman), Mr. Lim Siang Kai, and Mr. Soh Beng Keng
“Company” or “ISDN”	:	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
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended or modified from time to time

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## DEFINITIONS

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“Companies Ordinance”	:	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or modified from time to time
“Connected Person”	:	Pursuant to the Hong Kong Listing Rules, “connected person” is defined as “(1) a director, chief executive or substantial shareholder of the listed issuer or any of its subsidiaries; (2) a person who was a director of the listed issuer or any of its subsidiaries in the last 12 months; (3) a supervisor of a PRC issuer or any of its subsidiaries; (4) an associate of any of the above persons; (5) a connected subsidiary; or (6) a person deemed to be connected by the Exchange.”
“Constitution”	:	The Constitution of the Company, as amended, modified or supplemented from time to time
“Core Shareholder Protection Standards”	:	The core shareholder protection standards as set out in Appendix 3 of the Hong Kong Listing Rules
“Directors”	:	The directors of the Company as at the Latest Practicable Date or from time to time, as the case may be
“EGM” or “Extraordinary General Meeting”	:	The Extraordinary General Meeting of the company to be held on Tuesday, 31 January 2023 at 9:30 a.m., notice of which is set out in page N-1 to N-3 of this Circular
“EPS”	:	Earnings per Share
“FY”	:	Financial year of the Company ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries collectively
“Group Employee”	:	An employee of the Group (including a Group Executive Director) selected by the Committee to participate in the Plan in accordance with the terms of the ISDN PSP 2022
“Group Executive Director”	:	A director of the Company and/or its subsidiaries, as the case may be, selected by the Committee to participate in the Plan in accordance with the terms of the ISDN PSP 2022, who performs an executive function
“Group Non-Executive Director”	:	A director of the Company and/or its subsidiaries, as the case may be, selected by the Committee to participate in the Plan in accordance with the terms of the ISDN PSP 2022, other than a Group Executive Director
“HKSCC”	:	HKSCC Nominees Limited
“Hong Kong Listing Rules”	:	The Rules Governing the Listing of Securities on the SEHK, as may be amended or modified from time to time
“Hong Kong”	:	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Directors”	:	An independent director of the Company and/or its subsidiaries

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## DEFINITIONS

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“ISDN ESOS”	:	The employee share option scheme of the Company, which was approved at an extraordinary general meeting of the Company held on 22 April 2016 and terminated on 2 November 2022
“ISDN PSP 2012”	:	The performance share plan of the Company, which was approved at an extraordinary general meeting of the Company held on 17 February 2012
“ISDN PSP 2022” or “Plan”	:	The new share performance share plan proposed to be adopted by the Company at the EGM, rules of which are set out in Appendix B to this Circular
“Latest Practicable Date”	:	9 December 2022, being the latest practicable date prior to the printing of this Circular
“New Shares”	:	The new Shares which may be allotted and issued from time to time pursuant to the vesting of an Award under the ISDN PSP 2022
“Notice of EGM”	:	The notice of EGM which is set out on page N-1 to N-3 of this Circular
“NTA”	:	Net tangible assets
“Participant”	:	A Group Employee or Group Non-Executive Director who has been granted an Award (including duly appointed personal representatives of such Group Employee or Group Non-Executive Director, where applicable)
“Performance-related Award”	:	An Award in relation to which a Performance Condition is specified
“Performance Condition”	:	In relation to a Performance-related Award, the condition specified on the Award Date in relation to that Award
“Performance Period”	:	In relation to a Performance-related Award, a period, the duration of which is to be determined by the Committee on the Award Date, during which the Performance Condition(s) is (are) to be satisfied
“Proposed Amendments to the Constitution of the Company”	:	The proposed amendments to the Constitution of the Company. For details on the Proposed Amendments to the Constitution of the Company, please refer to <b>Section 2</b> of this Circular
“Proposed Adoption of the ISDN PSP 2022”	:	The proposed adoption of the ISDN PSP 2022. For details on the Proposed Adoption of the ISDN PSP 2022 of the Company, please refer to <b>Section 3</b> of this Circular
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular
“Release”	:	In relation to an Award, the release of all or some of the Shares to which the Award relates in accordance with the Plan and, to the extent that any Shares which are the subject of the Award are not released pursuant to the Plan, the Award in relation to those Shares shall lapse accordingly, and “Released” shall be construed accordingly

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## DEFINITIONS

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“Release Schedule”	:	In relation to an Award, a schedule (if any) in such form as the Committee shall approve, in accordance with which Shares which are the subject of that Award shall be Released
“Released Award”	:	An Award which has been released in full or in part
“Remuneration Committee”	:	The remuneration committee of the Company, from time to time
“Scheme Limit”	:	Shall have the meaning as set out on page 15 of this Circular
“SEHK”	:	The Stock Exchange of Hong Kong Limited
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“SFO”	:	The Securities and Futures Ordinance, Cap. 571, of Hong Kong, as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGX-ST Listing Manual”	:	The listing manual of the SGX-ST and its relevant rule(s), as may be amended or modified from time to time
“Shareholders”	:	The registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited; 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
“Shares”	:	Ordinary shares in the capital of the Company
“Substantial Shareholder”	:	A person who has an interest or interest in one or more voting Shares and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares
“S\$” and “cents”	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
“Vesting”	:	In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award, and “Vest” and “Vested” shall be construed accordingly

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## DEFINITIONS

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“Vesting Date”	:	In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested
“Vesting Period”	:	In relation to an Award, each period, the duration of which is to be determined by the Committee on the Award Date, after the expiry of which the relevant number of Shares which are subject to the applicable period shall be Vested to the relevant Participant on the relevant Vesting Date
“%”	:	Per centum or percentage

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

**Subsidiary.** The term “subsidiary” shall have the meaning ascribed to it in Section 5 of the Companies Act and the Hong Kong Listing Rules.

**Treasury Shares.** The term “treasury shares” shall have the meanings ascribed to it in Section 76H of the Companies Act.

**Reference.** 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.

**Statutes or Ordinances.** Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term 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 requires otherwise.

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

**Rule or Chapter.** Any reference in this Circular to “Rule” or “Chapter” is a reference to the relevant rule or chapter in the SGX-ST Listing Manual or the Hong Kong Listing Rules (as may be applicable).

**Agreement or Document.** Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

**Rounding.** Any discrepancies in the figures in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

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

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## LETTER TO SHAREHOLDERS

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### ISDN Holdings Limited

(Incorporated in the Republic of Singapore)  
(Company Registration Number 200416788Z)  
(Singapore Stock Code: I07.SI)  
(Hong Kong Stock Code: 1656)

*Executive Directors:*

Mr. Teo Cher Koon  
Mr. Kong Deyang

**Registered Office:**

101 Defu Lane 10  
Singapore 539222

*Non-executive Director:*

Mr. Toh Hsiang-Wen Keith

**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

*Independent Non-executive Directors:*

Mr. Lim Siang Kai  
Mr. Soh Beng Keng  
Mr. Tan Soon Liang

**22 December 2022**

To: The Shareholders of ISDN Holdings Limited

Dear Sir/Madam,

### 1. INTRODUCTION

#### 1.1 Extraordinary General Meeting

The Board proposes to convene an EGM to seek Shareholders' approval for:

- (a) the Proposed Amendments to the Constitution of the Company to remain compliance with the new Hong Kong Listing Rules introduced in January 2022; and
- (b) the Proposed Adoption of the ISDN PSP 2022 which is a new performance share plan to replace the ISDN PSP 2012 which expired and lapsed on 16 February 2022.

#### 1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to, and to explain the rationale for, the Proposed Amendments to the Constitution of the Company and the Proposed Adoption of the ISDN PSP 2022 (including the Scheme Limit) and to seek Shareholders' approval for the Amendments to Constitution Resolution and the Adoption of PSP Resolution at the EGM. This Circular has been prepared solely for the purposes set out herein and may not be relied upon by any persons (other than Shareholders) or for any other purpose.



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## LETTER TO SHAREHOLDERS

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### 1.3 Legal Adviser

Shook Lin & Bok LLP is the legal adviser to the Company as to Singapore law in relation to the Proposed Amendments to the Constitution of the Company and the Proposed Adoption of the ISDN PSP 2022. D. S. Cheung & Co. is the legal adviser to the Company as to Hong Kong law in relation to the Proposed Amendments to the Constitution of the Company.

## 2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

### 2.1 Introduction

On 1 January 2022, the Hong Kong Listing Rules were amended to, among other things, provide for shareholder protection set out in the form of Core Shareholder Protection Standards, which cover:

1. notice and conduct of general meetings (core standards 3 and 4);
2. members' right to remove directors, vote, speak and requisition a meeting, and appoint proxies or corporate representatives (core standards 1, 5, 7, 11 and 12);
3. reserving (i) approval of appointment, removal and remuneration of auditors to a majority of the members or other body independent of the board; and (ii) other material matters to super-majority votes by shareholders (core standards 8, 9, 10 and 14);
4. restrictions on the term of a director appointed to fill a casual vacancy (core standard 2);
5. availability of the shareholders' register for inspection (core standard 13); and
6. restrictions on shareholder voting on certain matters required by the Listing Rules (core standard 6).

Issuers are required to comply with these 14 core standards regardless of their place of incorporation. Accordingly, companies listed on the SEHK are required to amend their constitutional documents, where necessary, to conform to Appendix 3 of the Hong Kong Listing Rules.

As such, the Board proposes to amend the Constitution, where relevant, to conform to Appendix 3 of the Hong Kong Listing Rules and the Core Shareholder Protection Standards.

### 2.2 Summary of Proposed Amendments

The following is a summary of the Proposed Amendments to the Constitution:

#### 2.2.1 Regulation 46

It is proposed that Regulation 46 of the Constitution be amended to reflect that an annual general meeting shall be held in each financial year instead of once in every year. Such an amendment has the purpose of bringing the Constitution in line with the requirement under Paragraph 14(1) of Appendix 3 to the Hong Kong Listing Rules.

#### 2.2.2 Regulation 48

It is proposed that Regulation 48 of the Constitution be amended to reflect that the notice period of general meetings such that an annual general meeting must be called by notice of not less than twenty-one (21) clear days and that all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days. For the avoidance of doubt, general meetings at which the passing of a special resolution is to be considered will still require notice of not less than twenty-one (21) clear days. Such an amendment has the purpose of bringing the Constitution in line with the requirement under Paragraph 14(2) of Appendix 3 to the Hong Kong Listing Rules.

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## LETTER TO SHAREHOLDERS

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### 2.2.3 Regulation 73C

It is proposed that Regulation 73C of the Constitution be amended to reflect that the Company may be permitted to close the register of members on terms equivalent to section 632 of the Companies Ordinance. Such an amendment has the purpose of bringing the Constitution in line with the requirement under Paragraph 20 of Appendix 3 to the Hong Kong Listing Rules.

### 2.2.4 New Regulation 139(C)

It is proposed that a new Regulation 139(C) be introduced in the Constitution to provide for the removal of auditors in accordance with the provisions of the Companies Act and shall be approved by a majority of the Shareholders or other body that is independent of the board of directors. Such an amendment has the purpose of bringing the Constitution in line with the requirement under Paragraph 17 of Appendix 3 to the Hong Kong Listing Rules.

The explanatory note in Paragraph 17 of Appendix 3 of Hong Kong Listing Rules, provides an example of “*an independent body of the board of directors*” as follows: “*An example of such an independent body is the supervisory board in systems that have a two-tier board structure*”.

The relevant provisions under the Companies Act 1967 in relation to the removal of auditors before the expiry of their period of office are as follows:

- (i) Section 205(4) of the Companies Act which provides that “*An auditor of a company may be removed from office by resolution of the company at a general meeting of which special notice has been given, but not otherwise.*”;
- (ii) Section 205(5) of the Companies Act provides that “*Where special notice of a resolution to remove an auditor is received by a company —*
  - (a) *it must immediately send a copy of the notice to the auditor concerned and to the Registrar; and*
  - (b) *the auditor may, within 7 days after the receipt by the auditor of the copy of the notice, make representations in writing to the company (not exceeding a reasonable length) and request that, prior to the meeting at which the resolution is to be considered, a copy of the representations be sent by the company to every member of the company to whom notice of the meeting is sent.*”;
- (iii) Section 205(6) of the Companies Act provides that “*Unless the Registrar on the application of the company otherwise orders, the company must send a copy of the representations as so requested and the auditor may, without affecting the auditor’s right to be heard orally, require that the representations be read out at the meeting.*”;
- (iv) Section 205(8) of the Companies Act provides that “*A company must, immediately after the removal of an auditor from office pursuant to subsection (4), give written notice of the removal to the Registrar and, if the company does not appoint another auditor under subsection (7), the Registrar may appoint an auditor.*”; and
- (v) Section 205AB and 205AF of the Companies Act sets out the provisions relating to resignation of auditor of public interest company or subsidiary company of public interest company.

The new Regulation 139C also subjects the removal of an auditor from office before the expiration of his period of office to the provisions of the Statutes.

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## LETTER TO SHAREHOLDERS

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For purposes of the new Regulation 139C, “Statutes” is defined as follows in the existing Constitution: “*The Act, SFA and every other written law or regulations for the time being in force concerning companies and affecting the Company (including but not limited to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong))*.” and the “Act” is defined as follows in the existing Constitution: “*The Companies Act, Chapter 50 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision as so modified, amended or reenacted or contained in any such subsequent Companies Act*.”.

Accordingly, in accordance with the abovementioned provisions, the Company is obliged to notify the Accounting and Corporate Regulatory Authority on the removal of auditors before the expiry of their period of office. However, the Companies Act does not require the Company to obtain the Accounting and Corporate Regulatory Authority’s approval to remove auditors before the expiry of their period of office.

2.2.5 The Company confirms that the Proposed Amendments to the Constitution are in compliance with laws and regulations of Singapore and the SGX-ST Listing Manual.

### 2.3 Appendix A

The text of the Constitution of the Company which are proposed to be altered are set out in **Appendix A** to this Circular. **Appendix A** highlights the amendments between the relevant amended regulation in the Constitution against the corresponding regulation in the existing Constitution. The Proposed Amendments to the Constitution of the Company are subject to Shareholders’ approval at the EGM.

## 3. THE PROPOSED ADOPTION OF THE ISDN PSP 2022

### 3.1 Introduction

ISDN considers an active performance share plan essential to its business growth strategy. The Company’s core business of providing industrial automation solutions is critically dependent on attracting and motivating strong business leaders, engineering talent and operational staff in a competitive global market. An active performance share plan is vital to structuring compensation for key leaders of ISDN to remain in the long-term service of the Company.

We note that the post COVID-19 pandemic labour economy in Asia has been marked by the “great resignation” where companies throughout the global economy are seeing higher levels of attrition and difficulties attracting talent. ISDN considers the ISDN PSP 2022 an important component of structuring competitive retention for key talent in its business.

The Company had in place the ISDN PSP 2012, which was adopted at an extraordinary general meeting of the Company held on 17 February 2012. The duration of the PSP was subject to a maximum period for 10 years commencing on the date of which the ISDN PSP 2012 was adopted by the Company. The ISDN PSP 2012 had accordingly expired and lapsed on 16 February 2022.

The Company is proposing to adopt a new share incentive scheme, namely, the ISDN PSP 2022 for a duration of 10 years to secure continued incentives and participation of key employees in building the future of ISDN.

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## LETTER TO SHAREHOLDERS

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The Company had a share option incentive scheme known as the ISDN ESOS adopted on 22 April 2016, details of which are set out in the section headed “D. ISDN ESOS 2016” in Appendix VI to the prospectus of the Company dated 30 December 2016. The Company did not grant any options under the ISDN ESOS since the implementation of the ISDN ESOS. Pursuant to the ISDN ESOS, ISDN ESOS may be terminated at any time by the Remuneration Committee of the Company (who administers the ISDN ESOS) or by resolution of the Shareholders at a general meeting. If the ISDN ESOS is so terminated, no further options shall be offered by our Company. The ISDN ESOS has been duly terminated on 2 November by the Remuneration Committee.

As at the Latest Practicable Date, the Company does not have in place any other share option scheme, performance share plan or share incentive scheme.

### 3.1.1 ISDN PSP 2022 as compared to ISDN ESOS

The purpose of the ISDN PSP 2022 is to replace the existing ISDN ESOS. The ISDN ESOS is to provide an opportunity for participants who have contributed significantly to the growth and performance of the Group and who has/have satisfied the eligibility criteria of the ISDN ESOS, to participate in the equity of the Company. Under the existing ISDN ESOS, options granted to eligible persons such as the employees of the Group may be exercised into Shares upon, among other things, certain performance targets achieved and upon payment of an exercise price. On the other hand, the ISDN PSP enables the Company to reward and remunerate eligible participants without the need for eligible participants upon vesting of the awards from paying for such awards in order to participate in the equity of the Company.

Accordingly, the Company is desirous of adopting the ISDN PSP 2022 for the reasons provided under **Section 3.3** of this Circular.

### 3.2 **Approval in-principle from the SGX-ST**

The SGX-ST has on 11 October 2022 granted in-principle approval for the listing and quotation of the New Shares to be allotted and issued pursuant to the ISDN PSP 2022 on the Main Board of the SGX-ST, subject to Shareholders’ approval of the ISDN PSP 2022 and the Company’s compliance with SGX-ST’s listing requirements and guidelines.

**Shareholders should note that the in-principle approval granted by the SGX-ST is not to be taken as an indication of the merits of the ISDN PSP 2022, the New Shares, the Company and/or its subsidiaries.**

### 3.3 **Rationale**

#### 3.3.1 General

The ISDN PSP 2022 is a share incentive scheme. The purpose of the ISDN PSP 2022 is to (a) foster a culture of ownership within the Group to align the interests of Group Employees and Group Non-Executive Directors with the interests of Shareholders; (b) motivate participants to strive towards excellence and to maintain high level of performance to contribute to the Group and to achieve key financial and operational goals of the Company and/or their respective business units; and (c) make total employee remuneration sufficiently competitive to recruit and retain staff whose contributions are important to the long-term growth and profitability of the Group. The ISDN PSP 2022 will also enable grants of fully paid Shares to be made to Group Non-Executive Directors as part of their remuneration in respect of their office as such in lieu of cash or, where the Committee, comprising of members of the Remuneration Committee, comprising of Mr. Tan Soon Liang (Chairman), Mr. Lim Siang Kai, and Mr. Soh Beng Keng, as at the Latest Practicable Date, deems appropriate, to give recognition to the contributions made or to be made by Group Non-Executive Directors to the success and development of the Group.

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## LETTER TO SHAREHOLDERS

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The ISDN PSP 2022 will give Group Employees and/or Group Non-Executive Directors an opportunity to have a personal equity interest in the Company and will help to achieve the following positive objectives:

- (a) the motivation of Group Employees to optimise their performance standards and efficiency and to maintain a high level of contribution to the Group;
- (b) the retention of key Group Employees whose contributions are essential to the long-term growth and profitability of the Group;
- (c) to instil loyalty to, and a stronger identification by Group Employees with the long-term growth and profitability of, the Company;
- (d) to attract potential employees with relevant skills to contribute to the Group and to create value for Shareholders; and
- (e) to align the interests of Group Employees and Group Non-Executive Directors with the interests of Shareholders.

### 3.3.2 Participation by Group Non-Executive Directors

The extension of the ISDN PSP 2022 to the Group Non-Executive Directors allows the Company to have a fair and equitable system that recognises and benefits not only persons who are in the direct employment of the Group but also persons who are not employed but nevertheless work closely with the Group and/or are in the position to contribute their experience, knowledge and expertise to the development and success of the Group. Although the Group Non-Executive Directors are not involved in the day-to-day running of the Group, they are nonetheless in a position to provide valuable support, input and business contacts and to contribute their experience, knowledge and expertise, and/or to provide the Company with strategic business alliances and opportunities.

By granting the Company the ability to supplement the current cash-based remuneration of a fixed amount per annum by way of Director's fees to the Group Non-Executive Directors for their services, the Company will be able to remain competitive in the total remuneration of the Group Non-Executive Directors when other listed companies also offer share options to their Group Non-Executive Directors. This will help enhance the growth and long-term profitability of the business. However, as the services and contributions from the Group Non-Executive Directors are incomparable to those of the employees of the Group, any Awards granted to the Group Non-Executive Directors would be intended as a token of the Company's appreciation. As such, the grant of such Awards will comprise of only a relatively small percentage of the total Awards that would be granted to Participants of the ISDN PSP 2022, being principally, the employees of the Group. In addition, by including Group Non-Executive Directors of the Group in the ISDN PSP 2022, the Company will be given the flexibility to consider, in the future, compensating Group Non-Executive Directors for their services in cash or share awards. Before granting any Awards to a Group Non-Executive Director, the Committee will take into consideration, *inter alia*, his performance and contributions to the success and development of the Group.

The Group Non-Executive Directors may be appointed as members of the Committee for the administration of the ISDN PSP 2022 from time to time. However, the ISDN PSP 2022 provides that no member of the Committee administering the ISDN PSP 2022 shall participate in any deliberation or decision in respect of Awards to be granted to him or held by him. The Board intends to grant Awards to Group Non-Executive Directors for a small number of Shares so as to minimise the potential conflict of interests and not to compromise the independence of the Group Non-Executive Directors.

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The issue price of the Awards to be granted to Group Non-Executive Directors shall be determined on the following basis of not less than the higher of:

- (i) 50% of the closing price of the Shares as quoted on the SEHK and the SGX-ST (whichever is higher) on the award date; and
- (ii) 50% of the average of the closing prices of the Shares as quoted on the SEHK and the SGX-ST (whichever is higher) for the five consecutive trading days immediately preceding the award date.

It is not the intention of the Board that Group Non-Executive Directors who are also Independent Directors to be over-compensated under the ISDN PSP 2022 to the extent that their independence will be compromised. Notwithstanding the eligibility of Independent Directors to participate in the ISDN PSP 2022, the Board (excluding the Independent Directors of the Company) is of the view that the participation of the Independent Directors will not compromise their independent status for the following reasons:

- (a) the Independent Directors will continue to be remunerated for their services by way of directors' fees payable in cash and the participation of the Independent Directors in the ISDN PSP 2022 and any grant of Awards under the ISDN PSP 2022 is in addition to the directors' fees payable in cash to the Independent Directors;
- (b) the total number of Shares which may be issued to each Independent Directors shall not, together with the existing shares he is holding, exceed 1% of the total number of Shares in issue at all time;
- (c) each Independent Director will abstain from voting as a member of the Committee, when the grant of Awards to him is being considered; and
- (d) it is not the intention of the Board that Independent Directors be granted Awards of significant sizes such that it could interfere, or be reasonably perceived to interfere, with the exercise of the Independent Director's independent business judgement in the best interests of the Company.

As the services and contributions of the Independent Directors cannot be measured in the same way as Group Employees or Group Non-Executive Directors, for the purpose of assessing the contributions of the Independent Directors, the Committee will propose a performance framework comprising solely of non-financial performance measurement criteria such as the extent of involvement and responsibilities shouldered by the Independent Directors. In addition, the Committee will also consider the nature and extent of their input, and the assistance and expertise rendered by them to the Board.

It is also not the intention of the Board that Independent Directors be over-compensated under the ISDN PSP 2022 to the extent that their independence will be compromised. It is the intention of the Board and the Committee that any award of Shares under the ISDN PSP 2022 to any Independent Director be measured and balanced against considerations if such award could interfere or be reasonably perceived to interfere with the exercise of the Independent Director's independent business judgment.

### Non-Executive Directors of the Company

Pursuant to Rule 14A.92 of the Hong Kong Listing Rules, the issuance of new shares to connected persons of the Company is fully exempt if the securities are issued to the connected person under a share scheme that complies with Chapter 17 of the Hong Kong Listing Rules.

Based on the above, the Non-Executive Directors are connected persons of the Company but the issuance of new shares to Non-Executive Directors is fully exempted.

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### Non-Executive Directors of the Company's subsidiaries

In relation to the Non-Executive Directors of the Company's subsidiaries, the Company will ensure that the issuance of share awards is made in accordance with the Rules of the ISDN PSP 2022, and the applicable laws and regulations governing the entity.

The issue price of the share awards will be determined based on Rule 5.4 of the ISDN PSP 2022.

Taking the foregoing into consideration, the Board is of the view that the PSP 2022 will not compromise the objectivity and independence of the Independent Directors. In addition, the Committee will also consider the scope of advice given, and any measurable advancement of the Group's business which the Group is able to make from or with the assistance, advice or recommendations of the Independent Directors (including Group Non-Executive Directors). The Committee may also decide that no Awards shall be made in any financial year or no grant and/or Award may be made at all.

Any grant of the Awards to the Independent Directors will be subject to and shall comply with the provisions of the Companies Act (where applicable) including the provisions of Section 76 of the Companies Act.

Accordingly, the Board is of the view that the ISDN PSP 2022 will not compromise the objectivity and independent status of the Independent Directors.

### **3.4 Information relating to the ISDN PSP 2012**

Details relating to the ISDN PSP 2012 are set out below.

- |     |   |   |           |
|-----|---|---|-----------|
| (a) | Total number of Shares reserved under the ISDN PSP 2012       | : | Nil       |
| (b) | Total number of Shares issued under the ISDN PSP 2012         | : | 1,560,000 |
| (c) | Number of participants granted awards under the ISDN PSP 2012 | : | 15        |

There were no awards granted to Directors, controlling shareholders of the Company and their associates under the ISDN PSP 2012.

### **3.5 Summary of Rules of the ISDN PSP 2022**

The rules of the ISDN PSP 2022 are set out in **Appendix B** to this Circular.

The following is a summary of the rules of the ISDN PSP 2022 and should be read by Shareholders in conjunction with, and in the full context of, the full text of the rules of the ISDN PSP 2022 set out in **Appendix B** to this Circular. All terms and expressions used in this **Section 3.5** shall have the same meanings ascribed to them respectively in the rules of the ISDN PSP 2022 set out in **Appendix B** to this Circular, unless otherwise stated.

#### **3.5.1 Eligibility**

The eligible persons who may be selected to become a Participant of the ISDN PSP 2022 are any individuals, being either a Group Employee (whether full-time or part-time employee) or a Group Non-Executive Director. Any Group Employee or Group Non-Executive Director who are controlling shareholders of the Company or an associate of a controlling shareholder of the Company or Connected Persons will not be excluded from being an eligible participant subject to the below.

A Group Employee shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that such person must:

- (a) be a full-time employee whose employment with the Group has been confirmed;

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- (b) have attained the age of 21 years on or before the Award Date;
- (c) not be an undischarged bankrupt; and
- (d) not have entered into a composition with his creditors.

A Group Non-Executive Director shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that such person satisfies the eligibility requirements in paragraphs (b), (c) and (d) above and the independence requirements under the Hong Kong Listing Rules.

A controlling shareholder of the Company or an associate of a controlling shareholder of the Company, who satisfies the eligibility requirements in paragraphs (b), (c) and (d) above shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that the participation in the Plan by such person, and the actual number of Shares which are the subject of the Awards and the terms of the Awards to be granted to such person, must be approved by independent shareholders of the Company in a separate resolution and comply with the relevant SGX-ST Listing Manual and the Hong Kong Listing Rules.

A Connected Persons of the Company who satisfies the eligibility requirements in paragraphs (b), (c) and (d) above shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that the participation in the Plan, must be approved by independent non-executive Directors at the relevant time and independent shareholders of the Company in a separate resolution and comply with the relevant SGX-ST Listing Manual and the Hong Kong Listing Rules. The relevant grantee, his/her associates and all core connected persons of the Company must abstain from voting at such general meeting.

The following persons shall not be eligible to participate in the Plan:

- (a) NTCP SPV VI<sup>1</sup> and its associates; and
- (b) Mr. Toh Hsiang-Wen Keith and his associates.

### 3.5.2 Grant of Awards

The Committee may grant Awards to Group Employees and/or Group Non-Executive Directors, in each case, as the Committee may select, in its absolute discretion, at any time during the period when the Plan is in force, subject to the compliance with the SGX-ST Listing Manual and the Hong Kong Listing Rules.

Pursuant to the Hong Kong Listing Rules, the Company may obtain a scheme mandate not exceeding 10% of the relevant class of Shares in issue as at the date of approval of the scheme.

The Company shall not make any further grant of Awards or options which will result in the aggregate number of Shares to be issued by the Company underlying all grants made pursuant to the Scheme (excluding Award Shares or options that have been forfeited in accordance with the ISDN PSP 2022) and any other share schemes of the Company to exceed 10.0% of the total issued and outstanding Shares as at the Adoption Date (i.e. the date of the meeting at which the Shareholders shall approve the amendment to this ISDN PSP 2022, being 438,638,533 Shares (assuming there is no change in the number of issued and outstanding Shares between the Latest Practicable Date and the Adoption Date)) (the “**Scheme Limit**”) unless Shareholders approve a further refreshment of the Scheme Limit or Shareholder approval is obtained in compliance with the Hong Kong Listing Rules.

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<sup>1</sup> NTCP SPV VI is a substantial shareholder of the Company. Please refer to **paragraph 5** below for further details.



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Assuming there is no change to the number of issued Shares between the Latest Practicable Date and the Adoption Date, the total number of Shares which may be issued in respect of all options and awards to be granted under the ISDN PSP 2022 and any other schemes is 43,863,853.

Where any grant of awards to a participant would result in the Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of shares of the Company in issue (the “1% individual limit”)<sup>2</sup>, such grant must be separately approved by shareholders of the Company in general meeting with such participant and his/her close associates (or associates if the participant is a connected person) abstaining from voting.

Where any grant of Awards to a Director (other than an Independent Director) or chief executive officer, or any of their associates would result in the Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed in accordance with the terms of the Plan) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the Shares in issue, such further grant of Awards must be approved by Shareholders in general meeting in the manner set out in Listing Rule 17.04(4). Where any grant of options or Awards to an Independent Director or a substantial Shareholder, or any of their respective associates, would result in the shares issued and to be issued in respect of all options and Awards granted (excluding any options and Awards lapsed in accordance with the terms of the Plan) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such further grant of options or Awards must be approved by Shareholders in general meeting.

A circular must be prepared by the Company explaining the proposed grant, disclosing (i) the number and terms of the Awards to be granted; (ii) containing the views of the independent non-executive Directors as to whether the terms of the grant are fair and reasonable, whether such grant is in the interests of the Company and Shareholders as a whole and recommendation on whether or not to vote in favour of the proposed grant; (iii) containing information relating to any Directors who are trustees of the scheme or have a direct or indirect interest in the trustees; and (iv) such other information as required under the Listing Rules. Any change in the terms of Awards granted to a Participant who is a substantial Shareholder or its associates must be approved by Shareholders in a general meeting.

The number of Shares which are the subject of each Award to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account such criteria as it considers fit, including but not limited to:

- (a) in the case of a Group Employee, his rank, job performance, year(s) of service, potential for future development, and his contribution to the success and development of the Group;
- (b) in the case of a Performance-related Award to be granted to a Group Employee, the difficulty with which the Performance Condition(s) may be achieved within the Performance Period; and
- (c) in the case of a Group Non-Executive Director, his board and board committee appointments and attendance, and his contribution to the success and development of the Group.

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<sup>2</sup> For the avoidance of doubt, as at the date of this Circular, the Company only has one class of shares in issue, being the ordinary shares of the Company. The 1% individual limit shall be based on the number of ordinary shares of the Company in issue.

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The Performance Condition(s) (if any) that must be achieved before the Award vest will be stated in the Award Letter, to be determined by the Committee in accordance with the purpose of the ISDN PSP 2022. The performance criteria may comprise a mixture of attaining satisfactory key performance indicator components (including, without limitation, the business performance and financial performance of the Group and/or department by reference to annual corporate targets and/or goals attained, market capitalisation milestones and individual performance based on the periodic performance assessment and annual review results) which may vary among the Participants. The Directors consider that it is not practicable to expressly set out a generic set of performance targets in the rules of the ISDN PSP 2022, as each Participant will play different roles and contribute in different ways to the Group. The Committee shall have regard to the purpose of the ISDN PSP 2022 in making such determinations, with any performance targets generally being in line with common key performance indicators in the industry of the Group, and shall also establish robust mechanisms to ensure impartial evaluation of such indicators.

For the avoidance of doubt, no Performance-related Awards may be granted to Group Non-Executive Directors under the Plan, and the grant shall not be linked in any way to the then prevailing share price of the Shares.

The Company shall comply with the relevant Hong Kong Listing Rules when issuing new Shares pursuant to the Awards and application will be made to the Hong Kong Stock Exchange for the granting of the listing of, and permission to deal in, the new Shares to be issued at the time of offer of the Awards.

### 3.5.3 Events prior to Vesting of Awards

An Award shall, to the extent not yet Released, immediately lapse without any claim whatsoever against the Company and/or the Group:

- (a) where the Participant is a Group Employee, upon the Participant ceasing to be in the employment of any company within the Group, for any reason whatsoever;
- (b) upon the bankruptcy of the Participant or the happening of any other event which results in him being deprived of the legal or beneficial ownership of an Award;
- (c) in the event of misconduct on the part of the Participant as determined by the Committee in its absolute discretion; or
- (d) in the event that an order is made or a resolution is passed for the winding-up of the Company on the basis, or by reason, of its insolvency.

In any of the following events, namely:

- (a) where the Participant, being a Group Employee, ceases to be in the employment of any company within the Group by reason of:
  - (i) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
  - (ii) redundancy;
  - (iii) retirement at or after the legal retirement age;
  - (iv) retirement before the legal retirement age with the consent of the Committee;
  - (v) the company by which he is employed ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group; or
  - (vi) any other event approved by the Committee;

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- (b) where the Participant, being a Group Non-Executive Director, ceases to be a director of the Company or the relevant subsidiary of the Company, for any reason whatsoever;
- (c) the death of the Participant; or
- (d) any other event approved by the Committee,

then the Committee may, in its absolute discretion but shall not be obliged to, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period (if any) and/or each Vesting Period (if any), subject to the provisions of the Plan. The Committee shall also be entitled at its discretion at any time and from time to time to cancel any Award, either in whole or in part, which has not been validly vested, by giving notice in writing to the grantee stating that such Award is thereby cancelled.

### 3.5.4 Review of Performance Condition(s) in relation to Performance-related Awards

In relation to each Performance-related Award, as soon as reasonably practicable after the end of the relevant Performance Period, the Committee shall review the Performance Condition(s) specified in respect of that Award and determine whether it (they) has (have) been satisfied and, if so, the extent to which it (they) has (have) been satisfied, and also determine the number of Shares (if any) comprised in that Award to be Released to the relevant Participant.

If the Committee determines, in its absolute discretion, that the Performance Condition(s) has (have) not been satisfied (whether fully or partially) or if the relevant Participant has not continued to be a Group Employee from the Award Date up to the end of the relevant Performance Period, that Award shall lapse and be of no value and the provisions relating to Vesting of Award, Release of Award, ranking of Shares and cash awards shall be of no effect.

In addition to Performance-related Awards, the Committee may, at their absolute discretion, decide to grant Awards to the Group Non-Executive Directors. In accordance with Rule 5.2 of the Rules of the ISDN PSP 2022, such Awards granted to Group Non-Executive Directors shall not constitute Performance-related Awards and the Awards granted to Group Non-Executive Directors shall not be linked to the then prevailing market value of the Shares. For further details on the participation of Group Non-Executive Directors in the ISDN PSP 2022, please refer to Section 3.3.2 of this Circular.

### 3.5.5 Vesting of Award

Subject, in relation to a Performance-related Award, to the Committee having determined that the Performance Condition(s) has (have) been satisfied and provided, in relation to all Awards, that the relevant Participant has continued to be a Group Employee or a Group Non-Executive Director, as the case may be, from the Award Date up to the end of the relevant Vesting Period (if any) and provided further that, in the opinion of the Committee, the job performance of the relevant Participant has been satisfactory, upon the expiry of each Vesting Period in relation to an Award (if any), the Company shall Release to the relevant Participant the relevant number of Shares to which his Award relates in accordance with the Release Schedule (if any) specified in respect of his Award on the relevant Vesting Date(s). In any event no Award may be vested more than 10 years from the date of grant. There is no clawback mechanism specified under the ISDN PSP 2022 to recover or withhold the remuneration (which may include any Awards granted) to any Participants in the event of serious misconduct, a material misstatement in the Company's financial statements or other circumstances.

### 3.5.6 Ranking of Shares

New Shares issued on the Release of an Award shall:

- (a) be subject to all the provisions of the constitution of the Company; and

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- (b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

### 3.5.7 Cash Awards

The Committee, in its absolute discretion, may determine to make a Release of an Award (other than an Award granted to a Group Non-Executive Director as part of his directors' remuneration in lieu of cash), wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the Vesting Date, in lieu of all or part of the Shares which would otherwise have been issued to him on Release of his Award, the aggregate Market Value of such Shares on such Vesting Date.

### 3.5.8 Limitation on Size of the Plan

The total number of Shares which may be issued pursuant to Awards granted under the Plan (including an issue of Shares pursuant to Awards granted to the controlling shareholders of the Company and their associates in accordance with the Plan) on any date (excluding those Awards that have been forfeited or lapsed in accordance with the Plan) shall not exceed 3% of the total number of Shares in the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date.

The total number of Shares which may be issued to each Independent Director shall not, together with the existing shares he is holding, exceed 1% of the total number of Shares available under the Plan.

### 3.5.9 Adjustment Events

If a variation in the issued share capital of the Company (whether by way of a bonus or rights issue, reduction, subdivision, consolidation, distribution or otherwise) shall take place or if the Company shall make a capital distribution or a declaration of a special dividend (whether in cash or *in specie*), then the Committee may, in its absolute discretion, determine whether:

- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet Vested; and/or
- (b) the class and/or number of Shares in respect of which future Awards may be granted under the Plan,

shall be adjusted and if so, the manner in which such adjustments should be made, provided that the rights of a Participant will be changed to the extent necessary to comply with the SGX-ST Listing Manual and the Hong Kong Listing Rules that apply at the time of the event, including the Listing Manual and the Hong Kong Listing Rules that apply to a reorganisation of capital at that time.

Unless the Committee considers an adjustment to be appropriate, the issue of securities as consideration for an acquisition or a private placement of securities, or the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST and SEHK during the period when a share purchase mandate granted by shareholders of the Company (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment.

Notwithstanding the provisions relating to adjustment events:

- (a) the adjustment must be made in such a way that a Participant will not receive a benefit that a shareholder of the Company does not receive; and

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- (b) any adjustment (except in relation to a bonus issue and/or a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be, in their opinion, fair and reasonable.

Upon any adjustment required to be made, the Company shall notify the Participant (or his duly appointed personal representatives, where applicable) in writing and deliver to him (or his duly appointed personal representatives, where applicable) a statement setting forth the class and/or number of Shares which are the subject of the adjusted Award, fractional entitlements shall be disregarded. Any adjustment shall take effect upon such written notification being given or on such date as may be specified in such written notification.

Subject to the Board first having considered the interests of the Shareholders as a whole, and the interests of the Participants as a whole, and making such determination as to whether the adjustment is fair and reasonable, by way of illustration, in the following circumstances, the number of outstanding Award and the relevant prices set out below may be adjusted in the following manner:

### ***(i) Capitalisation issue***

$$Q=Q_0 \times (1 + n)$$

Where:

$Q_0$  - represents the number of outstanding Award Shares prior to adjustment;

$n$  - represents the rate of increase per Share resulting from the capitalisation issue;

$Q$  - represents the number of outstanding Award Shares after adjustment.

$$P=P_0 \div (1 + n)$$

Where:

$P_0$  - represents the issue price of the Award before the adjustment;

$n$  - represents the rate of increase per Share resulting from the capitalisation issue;

$P$  - represents the issue price of the Award after the adjustment.

### ***(ii) Rights issue***

$$Q=Q_0 \times P_1 \times (1 + n) \div (P_1 + P_2 \times n)$$

Where:

$Q_0$  - represents the number of outstanding Award Shares prior to adjustment;

$P_1$  - represents the closing price of Shares on the record date;

$P_2$  - represents the subscription price of the rights issue of Shares;  $n$  represents the ratio of the rights issue allotment;

$Q$  - represents the number of outstanding Award Shares after adjustment.

$$P = P_0 \times (P_1 + P_2 \times n) \div (P_1 \times (1 + n))$$

Where:  $P_0$  represents the issue price of the Award before the adjustment;  $P_1$  represents the closing price as at the record date;  $P_2$  represents the subscription price of the rights issue of Shares;  $n$  represents the ratio of allotment;  $P$  represents the issue price of the Award after the adjustment.

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### *(iii) Share consolidation, share subdivision or reduction of share capital*

$$Q=Q_0 \times n$$

Where:

$Q_0$  - represents the number of outstanding Award Shares prior to adjustment;

$n$  - represents the ratio of share consolidation, share subdivision or reduction of share capital;

$Q$  - represents the number of outstanding Award Shares after adjustment.

$$P=P_0 \div n$$

Where:

$P_0$  - represents the issue price of the Award before the adjustment;

$n$  - represents the ratio of share consolidation, share subdivision or reduction of share capital;

$P$  - represents the issue price of the Award after the adjustment.

#### 3.5.10 Administration of the Plan

The Plan shall be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the board of directors of the Company, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards to be granted to him or held by him.

#### 3.5.11 Amendments and/or Modifications to the Plan

Any or all the provisions of the Plan may be amended and/or modified at any time and from time to time by resolution of the Committee, in its absolute discretion, except that:

- (a) no amendment or modification shall adversely alter the rights attached to any Award granted prior to such amendment or modification [except with the consent in writing of such number of Participants who, if their Awards were Released to them upon the expiry of all the Vesting Periods applicable to their Awards, would become entitled to not less than three-quarters in number of all the Shares which would fall to be Vested upon Release of all outstanding Awards upon the expiry of all the Vesting Periods applicable to all such outstanding Awards;
- (b) the provisions of the Plan shall not be amended or modified to the advantage of the Participants except with the prior approval of shareholders of the Company in general meeting; and
- (c) no amendment or modification shall be made without the prior approval of the SGX-ST and SEHK and such other regulatory authorities as may be necessary.

The opinion of the Committee as to whether any amendment or modification would adversely alter the rights attached to any Award shall be final, binding and conclusive. For the avoidance of doubt, nothing shall affect the right of the Committee under any other provision of the Plan to amend or adjust any Award.

#### 3.5.12 Duration of the Plan

The Plan shall continue in force at the absolute discretion of the Committee, subject to a maximum period of 10 years commencing on the Commencement Date, provided always that, subject to compliance with the SGX-ST Listing Manual, the Hong Kong Listing Rules, or any other applicable laws, the Plan may continue beyond the above stipulated period with the approval of shareholders of the Company by ordinary resolution in general meeting and of any relevant authorities which may then be required.

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The Plan may be terminated at any time by the Committee in its absolute discretion or, at the discretion of the Committee, by ordinary resolution approved by shareholders of the Company in general meeting, subject to all relevant approvals which may be required and if the Plan is so terminated, no further Awards shall be granted by the Committee hereunder.

The expiry or termination of the Plan shall not affect Awards which have been granted prior to such expiry or termination, whether such Awards have been Released (whether fully or partially) or not.

### 3.5.13 Disclosure in Annual Reports and Interim Report

The following disclosures or appropriate negative statements (as applicable) will be made by the Company in its annual report and interim report for so long as the Plan continues in operation and for so long as such disclosures are required to be made by the SGX-ST Listing Manual, the Hong Kong Listing Rules, or any other applicable laws:

- (a) the names of the members of the Committee administering the Plan;
- (b) in respect of the following Participants:
  - (i) Directors and chief executives of the Company;
  - (ii) controlling shareholders and substantial shareholders of the Company and their respective associates; and
  - (iii) Participants, other than those in paragraphs (i) and (ii) above, who have received Shares pursuant to the Release of Awards granted and to be granted under the Plan which, in aggregate, (1) represent 5% or more of the total number of Shares available under the Plan; (2) exceed the 1% individual limit; (3) each related entity participant or service provider with awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of shares in issue; and (4) other employee participants, related entity participants and service providers by category,<sup>3</sup>

the following information:

Name / Category of the Participant	The aggregate number of Shares comprised in Awards granted at the beginning of the financial year / period under review	The aggregate number of Shares comprised in Awards granted under the Plan during the financial year/ period under review (including terms, i.e. date of grant, vesting period, issue price, Performance Conditions (if any), closing price of the shares immediately before the date on which the awards were granted, the fair value of awards at the date of grant and the accounting standard and policy adopted)	The aggregate number of Shares comprised in Awards granted under the Plan since the commencement of the Plan to the end of the financial year/ period under review	The aggregate number of Shares comprised in Awards granted under the Plan which have been Released during the financial year/ period under review (including terms, i.e. issue price, weighted average closing price of the shares immediately before the dates on which the awards were vested) and since the commencement of the Plan to the end of the financial year/ period under review	The aggregate number of Shares comprised in Awards granted under the Plan which have been cancelled /lapsed during the financial year/ period under review (including the issue price)	The aggregate number of Shares comprised in Awards granted under the Plan which have not been Released as at the end of the financial year/ period under review

<sup>3</sup> To avoid doubt, the disclosure requirement set out under this Section 3.5.13(b)(iii)(2) is made pursuant to the Hong Kong Listing Rules. For further information, please refer to Section 3.5.2 of this Circular.

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## LETTER TO SHAREHOLDERS

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The Company shall comply with all applicable disclosure obligations required under the SGX-ST Listing Manual and Hong Kong Listing Rules from time to time. In particular, the Company shall also disclose (i) the number of awards available for grant under the scheme mandate at the beginning and the end of the financial year/period; and (ii) the number of Shares that may be issued in respect of options and awards granted under all schemes of the Company during the financial year/period divided by the weighted average number of Shares of the relevant class in issue for the year/period. A summary of material matters relating to share schemes that were reviewed and/or approved by the Committee during the financial year and matters relating to any grants of options or awards to the Company's directors and senior managers without vesting periods or performance targets will also be disclosed in the Company's remuneration report or corporate governance report.

### **3.6 Shareholders' Approval for the Proposed Adoption of the ISDN PSP 2022**

Pursuant to Rule 843(3)(a) of the Listing Manual and Rule 17.02(1)(a) of the Hong Kong Listing Rules, the approval of an issuer's shareholders must be obtained for any share option scheme or share scheme implemented by the issuer. Accordingly, the Board proposes to convene the EGM to seek Shareholders' approval for the Proposed Adoption of the ISDN PSP 2022 (including the Scheme Limit). An announcement on the poll results will be published by the Company after the general meeting in the manner prescribed under the Listing Manual and the Hong Kong Listing Rules.

As at the Latest Practicable Date, the Company has intentions or plans to grant Awards under ISDN PSP 2022 to the Group employees (who are not connected persons and their respective associates). Such grantees include around 60 to 70 Group employees who are senior management (excluding any Directors of the Company), middle-level management and front-line key employees of the Group who has served the Group for over 10 years. The grant of Award to the grantees will be for the purpose of recognizing and rewarding their contribution to the Group in 2021 under such difficult economic environment and fostering a culture of ownership within the Group so as to incentivize the grantees to remain in the Group for the Group's future development.

## **4. FINANCIAL EFFECTS**

### **4.1 Share capital**

The ISDN PSP 2022 will result in an increase in the number of Shares in the issued share capital of the Company if new Shares are issued upon the vesting of an award granted to a participant. The number of new Shares issued will depend on, *inter alia*, the number of Shares which are the subject of that award.

### **4.2 NTA**

The PSP 2022 will result in a charge to the Company's and Group's income statements which are equal to the fair value of the Awards over the period from the Award Date to the Vesting Date. Accordingly, the NTA of the Group would decrease by the charge to the income statements. Although the PSP 2022 will result in a charge to the income statements of the Company and the Group, it should be noted that Awards are granted only on a selective basis and will be granted to Participants whom the Company believes would have contributed or will contribute to its success including financial performance.

### **4.3 EPS**

The ISDN PSP 2022 will result in a charge to earnings equivalent to the fair value of the Awards at the Award Date over the period from the Award Date to the Vesting Date. Although the PSP 2022 will have a dilutive impact on the EPS of the Group if new Shares are issued upon the vesting of an award granted to a participant resulting in an increase in the number of Shares in the issued share capital of the Company.



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## LETTER TO SHAREHOLDERS

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### 4.4 Potential cost of Awards

The grant of awards under the ISDN PSP 2022 is considered a share-based payment that falls under the scope of the Singapore Financial Reporting Standards (International) 2 (“**SFRS(I) 2**”).

Under SFRS(I) 2, if the vesting of an award granted to a participant is settled by way of issuing of new Shares in lieu thereof, that award would be accounted for as an equity-settled share-based payment transaction as described below.

- (a) The grant of awards under the ISDN PSP 2022 would be recognised as a charge to the Group’s income statements equivalent to the fair value of such awards over the Vesting Period. The total amount of charge to the Group’s income statements over the Vesting Period is determined by reference to the fair value of each award as at the Award Date and the number of new Shares issued as at the Vesting Date, with a corresponding credit to the reserve account. Before the end of the Vesting Period, at each reporting date, the number of new Shares that are expected to be issued are estimated, and the impact on the revised estimate is recognised as a charge to the Group’s income statements, with a corresponding adjustment to the reserve account. No adjustment to the charge to the Group’s income statements is made after the vesting date.
- (b) The total amount of charge to the Group’s income statements also depends on whether or not the performance condition(s) specified in relation to an award granted under the ISDN PSP 2022 is measured by reference to the market price of the Shares. This is known as a market condition. If the performance condition is a market condition, the probability of that performance condition being met is taken into account in estimating the fair value of the award as at the award date and no adjustment to the total amount of charge to the Group’s income statements is made whether or not the market condition is met. However, if the performance condition is not a market condition, the total amount of charge to the Group’s income statements, at each reporting date, is determined by reference to the fair value of the award as at the award date and the estimated number of new Shares that are expected to be issued as at the vesting date, with a corresponding credit to the reserve account. Therefore, where the performance condition is not a market condition, there is no charge to the Group’s income statements if the award does not ultimately vest.

### 5. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

The interests of the Directors and substantial shareholders in the Shares as recorded in the Company’s Register of Directors’ Shareholdings and the Company’s Register of Substantial Shareholders respectively 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 Cher Koon <sup>(2)</sup>	-	-	141,189,015	32.19	141,189,015	32.19
Mr Kong Deyang	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 Soon Liang	-	-	-	-	-	-

## LETTER TO SHAREHOLDERS

	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>Substantial Shareholders (other than Directors)</b>						
Assetraise Holdings Limited <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 Holdings Limited, 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.

None of the Directors and the substantial shareholders have any interest, direct or indirect, in the Proposed Amendments to the Constitution of the Company and the Proposed Adoption of the ISDN PSP 2022 (including the Scheme Limit), other than through their respective shareholdings in the Company.

## 6. DIRECTORS' RECOMMENDATIONS

### 6.1 The Proposed Amendments to the Constitution of the Company

The Directors having considered, *inter alia*, the rationale and information relating to the Proposed Amendments to the Constitution of the Company, are of the opinion that the Proposed Amendments to the Constitution of the Company is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Amendments to Constitution Resolution as set out in the Notice of EGM to be proposed at the EGM.

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## LETTER TO SHAREHOLDERS

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### 6.2 The Proposed Adoption of the ISDN PSP 2022

Save for Mr Toh Hsiang-Wen Keith (“**Mr Toh**”), all Directors of the Company are eligible to participate in the ISDN PSP 2022 and are therefore interested in the Proposed Adoption of the ISDN PSP 2022. Accordingly, except for Mr Toh, the Directors have refrained from making any recommendation as to how the Shareholders should vote in respect of the Adoption of PSP Resolution relating to the Proposed Adoption of the ISDN PSP 2022.

Mr Toh, having considered, *inter alia*, the rationale and information relating to the Proposed Adoption of the ISDN PSP 2022, is of the opinion that the Proposed Adoption of the ISDN PSP 2022 is in the best interests of the Company. Accordingly, Mr Toh recommend that Shareholders vote in favour of the Adoption of PSP Resolution to be proposed at the EGM.

### 7. ABSTENTION FROM VOTING

#### 7.1 The Proposed Adoption of the ISDN PSP 2022

Pursuant to Rule 859 of the SGX-ST Listing Manual, shareholders who are eligible to participate in the scheme must abstain from voting on any resolution relating to the scheme (other than a resolution relating to the participation of, or grant of options to, directors and employees of the issuer’s parent company and its subsidiaries).

Save for Mr Toh, employees of the Group and non-executive directors of the Company and/or its subsidiaries, all other shareholders are eligible to participate in the ISDN PSP 2022. Accordingly, except for NTCP SPV VI, Mr Toh and their associates, employees of the Group and non-executive directors of the Company and/or its subsidiaries, who are Shareholders, shall abstain from voting on the Adoption of PSP Resolution and shall not accept appointments as proxies unless specific instructions as to voting are given.

Except for the votes cast on the Adoption of PSP Resolution by NTCP SPV VI, Mr Toh and their associates, the Company will disregard any votes cast on the Adoption of PSP Resolution by employees of the Group and non-executive directors of the Company and/or its subsidiaries in accordance with Rule 859 of the SGX-ST Listing Manual.

### 8. EGM

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, is being convened to be held at No. 101 Defu Lane 10, Singapore 539222 on 31 January 2023 at 9:30 a.m. for the purpose of considering, and if thought fit, passing, with or without amendment, the Amendments to Constitution Resolution and the Adoption of PSP Resolution set out in the Notice of EGM.

Pursuant to the SGX-ST Listing Manual, Hong Kong Listing Rules and the Constitution of the Company, all resolutions at general meetings shall be voted by poll.

On a poll, every Shareholder present in person or 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 EGM of the Company will be published in the manner prescribed under Rule 704(16) of the SGX-ST Listing Manual and Rule 13.39 of the Hong Kong Listing Rules.

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## LETTER TO SHAREHOLDERS

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### 9. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 9.1 Date, Time and Conduct of the EGM

Shareholders who are unable to attend the EGM of the Company and wish to appoint a proxy to attend and vote at the EGM of the Company on their behalf will find the form of proxy enclosed with this Circular which they are requested to complete and sign in accordance with the instructions printed thereon and submit it to the Company in the following manner:

- (a) via email to [info@isdnholdings.com](mailto:info@isdnholdings.com); or
- (b) via post to the registered office of the Company at No. 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),

in either case, as soon as possible but in any event not less than 72 hours before the time appointed for the holding of the EGM of the Company or any adjournment thereof.

The completion and return of the form of proxy by a shareholder shall not preclude him from attending and voting in person at the EGM of the Company if he so wishes. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM of the Company and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register at least 72 hours before the time fixed for holding the EGM of the Company, as certified by CDP to the Company.

#### 9.2 Notice of EGM, this Circular and Proxy Form

**Printed copies of the Notice of EGM, this Circular and the Proxy Form will be sent to Hong Kong Shareholders.** Printed copies of the Notice of EGM, this Circular and the Proxy Form will not be sent to Singapore Shareholders. The Notice of EGM, 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 <http://www.isdnholdings.com/investorrelations.html>. The Notice of EGM, this Circular and the Proxy Form are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

#### 9.3 Submission of Questions in advance of, or live at, the EGM

Shareholders may submit questions which are substantial and relevant to the resolutions in the Notice of EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM.

Substantial and relevant comments, queries and/or questions may be submitted to the Company via email to [info@isdnholdings.com](mailto:info@isdnholdings.com) by 9:30 a.m. (Singapore time) on Thursday, 12 January 2023.

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

For questions submitted in advance of the EGM, the Company will endeavour to address all substantial and relevant questions received from Shareholders before the EGM. The Company will publish its responses on the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and on SEHK at the URL <https://www.hkexnews.hk/> on Friday, 20 January 2023.

The Company will publish the minutes of the EGM on the Company's website at the URL <https://www.isdnholdings.com/sgx-singapore-exchange> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and on SEHK at the URL <https://www.hkexnews.hk/> within one (1) month after the EGM. The minutes of the EGM will include responses from the Board and the management to substantial and relevant comments, queries and/or questions received from Shareholders addressed at the EGM.

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## LETTER TO SHAREHOLDERS

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### 9.4 Important Reminder

For the latest updates on the arrangements for the EGM, 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 [www.hkexnews.hk/](http://www.hkexnews.hk/).

### 10. DIRECTORS' RESPONSIBILITY STATEMENT

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 the the Amendments to Constitution Resolution and the Adoption of PSP Resolution, 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 the 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 the Circular in its proper form and context.

### 11. DOCUMENTS AVAILABLE FOR INSPECTION AND ON DISPLAY

The following documents will be published on the websites of the Hong Kong Stock Exchange and the Company for display from the date of this Circular up to the date of the EGM and are available for inspection at the registered office of the Company, No. 101 Defu Lane 10, Singapore 539222, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution;
- (b) the annual report of the Company for the financial year ended 31 December 2021; and
- (c) the rules of the ISDN PSP 2022.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send a written request via email to the Company at [info@isdnholdings.com](mailto:info@isdnholdings.com) to make an appointment in advance. The Company will allocate the date and the time when each Shareholder may come to the registered office of the Company to inspect the documents to limit the number of people who are present at the registered office of the Company at any one point in time. Such arrangements are subject to the prevailing regulations, orders advisories and guidelines relating to safe distancing, vaccination status and testing requirements which may be implemented by the relevant authorities from time to time.

Yours faithfully,

For and on behalf of the Board of Directors of  
**ISDN HOLDINGS LIMITED**

Teo Cher Koon  
President and Managing Director

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## APPENDIX A – PROPOSED AMENDMENTS TO THE CONSTITUTION

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The Proposed Amendments to the Constitution of the Company are set out below. It is proposed that the following regulations in the Constitution be amended in the following manner where text in strikethrough indicates deletions from and underlined text indicates additions to the Constitution of the Company.

### 1. Regulation 46

“Save as otherwise permitted under the Act, an Annual General Meeting shall be held once in every **financial** year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors (subject to the listing rules of the Designated Stock Exchange). If required by the listing rules of the Designated Stock Exchange, all general meetings shall be held in Singapore, unless prohibited by relevant laws and regulations of the jurisdiction of the Company’s incorporation, or unless such requirement is waived by the Designated Stock Exchange. All other General Meetings shall be called Extraordinary General Meetings. The interval between the close of a financial year of the Company and the date of the Company’s Annual General Meeting shall not exceed four months or such other period as prescribed by the Act and the byelaws and listing rules of the Designated Stock Exchange or other legislation applicable to the Company from time to time.”

### 2. Regulation 48

“Subject to such other minimum period as may be specified in the Statute from time to time, an Annual General Meeting shall be called by notice of not less than twenty-one clear days ~~or~~ **twenty clear business days (whichever is longer)** and any Extraordinary General Meeting at which the passing of a special resolution is to be considered shall be called by notice of not less than twenty-one clear days ~~or twenty clear business days (whichever is longer)~~. All other Extraordinary General Meetings may be called by notice of not less than fourteen clear days and not less than ten clear business days (whichever is longer) The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the General Meeting is to be held and shall be given in manner hereinafter mentioned to all Members other than those who are not under the provisions of these Regulations entitled to receive such notices from the Company, Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:-

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. of the total voting rights of all the Members having a right to vote at thereat;

Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. At least fourteen clear days’ or ten clear business days’ (whichever is longer) notice (excluding the date of notice and the date of meeting) of any General Meeting shall be given to shareholders by advertisement in the daily press and in writing to the Designated Stock Exchange, Provided Always that in the case of any Extraordinary General Meeting at which it is proposed to pass a Special Resolution and in the case of any Annual General Meeting, at least twenty-one clear days’ or twenty clear business days’ (whichever is longer) notice in writing (excluding the date of notice and the date of meeting) of such Extraordinary General Meeting shall be given to shareholders by advertisement in the daily press and in writing to the Designated Stock Exchange.”

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## APPENDIX A – PROPOSED AMENDMENTS TO THE CONSTITUTION

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### 3. Regulation 73C

“The Register of Members and branch register of Members, as the case may be, shall be open ~~to-for~~ inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of S\$1 (or its Hong Kong dollar equivalent based on the prevailing exchange rate as determined by the Directors) or such lesser sum specified by the Directors, at the Office or such other place at which the Register is kept in accordance with the Statutes or, if appropriate, upon a maximum payment of S\$1 (or its Hong Kong dollar equivalent based on the prevailing exchange rate as determined by the Directors) or such lesser sum specified by the Directors at the Registration Office. The Register of Members including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Directors may determine and either generally or in respect of any class of shares. **The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.**”

### 4. Proposed new Regulation 139C

**“The Company may in accordance with and subject to the provisions of the Statutes, by Ordinary Resolution of which special notice has been given, remove an Auditor from office before the expiration of his period of office.”**

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## APPENDIX B – RULES OF THE ISDN PSP 2022

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### 1. NAME OF THE PLAN

The Plan shall be called the “ISDN PSP 2022”.

### 2. DEFINITIONS

2.1 In the Plan, the following definitions apply throughout unless the context otherwise requires, or unless otherwise stated:

“associate”	:	Has the meaning ascribed to it in the SGX-ST Listing Manual and the Hong Kong Listing Rules (as the case may be)
“Auditors”	:	The auditors of the Company from time to time
“Award”	:	An award of Shares granted under Rule 5
“Award Date”	:	In relation to an Award, the date on which the Award was granted pursuant to Rule 5
“Award Letter”	:	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee
“CDP”	:	The Central Depository (Pte) Limited
“Commencement Date”	:	The date on which the Plan is adopted by the Company in general meeting
“Committee”	:	A committee comprising members of the Remuneration Committee of the Company duly authorised and appointed by the board of directors of the Company to administer the Plan
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended or modified from time to time
“Company”	:	ISDN Holdings Limited
“Connected Person”	:	Pursuant to the Hong Kong Listing Rules, “connected person” is defined as “(1) a director, chief executive or substantial shareholder of the listed issuer or any of its subsidiaries; (2) a person who was a director of the listed issuer or any of its subsidiaries in the last 12 months; (3) a supervisor of a PRC issuer or any of its subsidiaries; (4) an associate of any of the above persons; (5) a connected subsidiary; or (6) a person deemed to be connected by the Exchange.”
“controlling shareholder”	:	Has the meaning ascribed to it in the SGX-ST Listing Manual and the Hong Kong Listing Rules (as the case may be)
“CPF”	:	Central Provident Fund
“Depository Agent”	:	Has the meaning ascribed to it in the SFA
“Group”	:	The Company and its subsidiaries



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## APPENDIX B – RULES OF THE ISDN PSP 2022

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“Group Employee”	:	An employee of the Group (including a Group Executive Director) selected by the Committee to participate in the Plan in accordance with Rule 4
“Group Executive Director”	:	A director of the Company and/or its subsidiaries, as the case may be, selected by the Committee to participate in the Plan in accordance with Rule 4, who performs an executive function
“Group Non-Executive Director”	:	A director of the Company and/or its subsidiaries, as the case may be, selected by the Committee to participate in the Plan in accordance with Rule 4, other than a Group Executive Director
“Hong Kong Listing Rules”	:	The Rules governing the Listing of Securities on the SEHK
“Hong Kong”	:	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Director”	:	An independent director of the Company and/or its subsidiaries
“Market Value”	:	In relation to a Share, on any day:  (a) the higher of the average closing price of a Share on the SGX-ST and the SEHK over the five Trading Days immediately preceding the Award Date;  (b) if the Committee is of the opinion that the Market Value as determined in accordance with paragraph (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be, in their opinion, fair and reasonable
“Participant”	:	A Group Employee or Group Non-Executive Director who has been granted an Award (including duly appointed personal representatives of such Group Employee or Group Non-Executive Director, where applicable)
“Performance-related Award”	:	An Award in relation to which a Performance Condition is specified
“Performance Condition”	:	In relation to a Performance-related Award, the condition specified on the Award Date in relation to that Award
“Performance Period”	:	In relation to a Performance-related Award, a period, the duration of which is to be determined by the Committee on the Award Date, during which the Performance Condition(s) is (are) to be satisfied
“Plan”	:	The ISDN PSP 2022, as amended or modified from time to time

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## APPENDIX B – RULES OF THE ISDN PSP 2022

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“Record Date”	:	The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to, or rights of, shareholders of the Company
“Release”	:	In relation to an Award, the release of all or some of the Shares to which the Award relates in accordance with the Plan and, to the extent that any Shares which are the subject of the Award are not released pursuant to the Plan, the Award in relation to those Shares shall lapse accordingly, and “Released” shall be construed accordingly
“Release Schedule”	:	In relation to an Award, a schedule (if any) in such form as the Committee shall approve, in accordance with which Shares which are the subject of that Award shall be Released
“Released Award”	:	An Award which has been released in full or in part in accordance with Rule 7
“Remuneration Committee”	:	The remuneration committee of the Company, from time to time
“SEHK”	:	The Stock Exchange of Hong Kong Limited
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“SFO”	:	The Securities and Futures Ordinance, Cap. 571, of Hong Kong, as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGX-ST Listing Manual”	:	The listing manual of the SGX-ST and its relevant rule(s), as may be amended or modified from time to time
“Shares”	:	Ordinary shares of the Company
“subsidiary”	:	Has the meaning ascribed to it in the Companies Act
“subsidiary holdings”	:	Has the meaning ascribed to it in the SGX-ST Listing Manual
“Trading Day”	:	A day on which Shares are traded on the SGX-ST and the SEHK (as the case may be)
“treasury shares”	:	Has the meaning ascribed to it in the Companies Act
“Vesting”	:	In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award, and “Vest” and “Vested” shall be construed accordingly
“Vesting Date”	:	In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 7

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## APPENDIX B – RULES OF THE ISDN PSP 2022

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“Vesting Period” : In relation to an Award, each period, the duration of which is to be determined by the Committee on the Award Date, after the expiry of which the relevant number of Shares which are subject to the applicable period shall be Vested to the relevant Participant on the relevant Vesting Date, subject to Rule 7

“%” : Per centum or percentage

- 2.2 Words importing the singular shall, where applicable, include the plural and *vice versa*. 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.
- 2.3 Any reference in the Plan to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the SGX-ST Listing Manual, the Hong Kong Listing Rules, or any statutory modification thereof and not otherwise defined in the Plan shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, SFO, the SGX-ST Listing Manual, the Hong Kong Listing Rules, or any statutory modification thereof, as the case may be, unless otherwise stated.
- 2.4 Any reference to a time of day and to dates in the Plan shall be a reference to Singapore time and dates, unless otherwise stated.

### 3. OBJECTIVES OF THE PLAN

- 3.1 The Plan is a share incentive scheme. The Plan is proposed to (a) foster a culture of ownership within the Group to align the interests of Group Employees and Group Non-Executive Directors with the interests of Shareholders; (b) motivate Participants to strive towards excellence and to maintain high level of performance to contribute to the Group to achieve key financial and operational goals of the Company and/or their respective business units; and (c) make total employee remuneration sufficiently competitive to recruit and retain staff whose contributions are important to the long-term growth and profitability of the Group. The ISDN PSP 2022 will also enable grants of fully paid Shares to be made to Group Non-Executive Directors as part of their remuneration in respect of their office as such in lieu of cash or, where the Committee deems appropriate, to give recognition to the contributions made or to be made by Group Non-Executive Directors to the success and development of the Group.
- 3.2 The Plan will give Participants an opportunity to have a personal equity interest in the Company and will help to achieve the following positive objectives:
- (a) the motivation of Group Employees to optimise their performance standards and efficiency and to maintain a high level of contribution to the Group;
  - (b) the retention of key Group Employees whose contributions are essential to the long-term growth and profitability of the Group;
  - (c) to instil loyalty to, and a stronger identification by Group Employees with the long-term growth and profitability of, the Company;
  - (d) to attract potential employees with relevant skills to contribute to the Group and to create value for the shareholders of the Company; and
  - (e) to align the interests of Group Employees and Group Non-Executive Directors with the interests of the shareholders of the Company.

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### 4. ELIGIBILITY OF PARTICIPANTS

- 4.1 The eligible persons who may be selected to become a Participant of the ISDN PSP 2022 are any individuals, being either a Group Employee (whether full-time or part-time employee) or a Group Non-Executive Director. Any Group Employee or Group Non-Executive Director who are controlling shareholders of the Company or an associate of a controlling shareholder of the Company or Connected Persons will not be excluded from being an eligible participant subject to the below.
- 4.2 A Group Employee shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that such person must:
- (a) be a full-time employee whose employment with the Group has been confirmed;
  - (b) have attained the age of 21 years on or before the Award Date;
  - (c) not be an undischarged bankrupt; and
  - (d) not have entered into a composition with his creditors.
- 4.3 A Group Non-Executive Director shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that such person satisfies the eligibility requirements in Rules 4.2(b), (c) and (d) and the independence requirements under the Hong Kong Listing Rules.
- 4.4 A controlling shareholder of the Company or an associate of a controlling shareholder of the Company, who satisfies the eligibility requirements in Rules 4.2(b), (c) and (d) shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that the participation in the Plan by such person, and the actual number of Shares which are the subject of the Awards and the terms of the Awards to be granted to such person, must be approved by independent shareholders of the Company in a separate resolution and comply with the relevant SGX-ST Listing Manual and the Hong Kong Listing Rules.
- 4.5 A Connected Persons of the Company, who satisfies the eligibility requirements in Rules 4.2(b), (c) and (d) shall be eligible to participate in the Plan, at the absolute discretion of the Committee, provided that the participation in the Plan, must be approved by independent non-executive Directors at the relevant time and independent shareholders of the Company in a separate resolution and comply with the relevant SGX-ST Listing Manual and the Hong Kong Listing Rules.
- 4.6 The following persons shall not be eligible to participate in the Plan:
- (a) NTCP SPV VI and its associates; and
  - (b) Mr. Toh Hsiang-Wen Keith and his associates
- 4.7 Subject to the SGX-ST Listing Manual, the Hong Kong Listing Rules, or any other applicable laws, the eligibility requirements to participate in the Plan may be amended or modified by from time to time at the absolute discretion of the Committee.

### 5. GRANT OF AWARDS

- 5.1 Subject as provided in Rule 8, the Committee may grant Awards to Group Employees and/or Group Non-Executive Directors, in each case, as the Committee may select, in its absolute discretion, at any time during the period when the Plan is in force.

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- 5.2 The number of Shares which are the subject of each Award to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account such criteria as it considers fit, including but not limited to:
- (a) in the case of a Group Employee, his rank, job performance, year(s) of service, potential for future development, and his contribution to the success and development of the Group;
  - (b) in the case of a Performance-related Award to be granted to a Group Employee, the difficulty with which the Performance Condition(s) may be achieved within the Performance Period; and
  - (c) in the case of a Group Non-Executive Director, his board and board committee appointments and attendance, and his contribution to the success and development of the Group.

The Performance Condition(s) (if any) that must be achieved before the Award vest will be stated in the Award Letter, to be determined by the Committee in accordance with the purpose of the ISDN PSP 2022. The performance criteria may comprise a mixture of attaining satisfactory key performance indicator components (including, without limitation, the business performance and financial performance of the Group and/or department by reference to annual corporate targets and/or goals attained, market capitalisation milestones and individual performance based on the periodic performance assessment and annual review results) which may vary among the Participants. The Directors consider that it is not practicable to expressly set out a generic set of performance targets in the rules of the ISDN PSP 2022, as each Participant will play different roles and contribute in different ways to the Group. The Committee shall have regard to the purpose of the ISDN PSP 2022 in making such determinations, with any performance targets generally being in line with common key performance indicators in the industry of the Group, and shall also establish robust mechanisms to ensure impartial evaluation of such indicators.

For the avoidance of doubt, no Performance-related Awards may be granted to Group Non-Executive Directors under the Plan, and the Awards granted to Group Non-Executive Directors shall not be linked to the then prevailing Market Value of the Shares.

The Company shall comply with the relevant Hong Kong Listing Rules when issuing new Shares pursuant to the Awards and application will be made to the Hong Kong Stock Exchange for the granting of the listing of, and permission to deal in, the new Shares to be issued at the time of offer of the Awards.

- 5.3 The Committee, in its absolute discretion, shall decide in relation to an Award:
- (a) the Participant;
  - (b) the Award Date;
  - (c) the number of Shares which are the subject of the Award;
  - (d) in the case of a Performance-related Award:
    - (i) the Performance Period;
    - (ii) the Performance Condition(s); and
    - (iii) the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period;
  - (e) the Vesting Period(s), which shall not be less than 12 months save for the circumstances prescribed in paragraph below;

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- (f) the Release Schedule, if any; and
- (g) any other condition which the Committee may determine in relation to that Award.

A shorter vesting period may be granted to a Participant at the discretion of the Committee as deemed appropriate at the sole discretion of the Committee if:

- (i) the Awards granted to the Participant are grants of “make-whole” Awards to the Participants upon joining the Group to replace the share awards they forfeited when leaving the previous employer, such that the vesting period of such Awards granted under the ISDN PSP 2022 shall apportion rateably based on the vesting period applicable to such Participant’s unvested outstanding share awards granted by his or her previous employer;
- (ii) the unvested Awards granted to the Participant may vest with the Participant or the legal personal representatives of the Participant (in the case of death) within a period of 12 months from the date of termination of the employment of the Participant if such termination is due to disability or death of the Participant, provided that the Participant had been continuously an employee of any member of the Group from the date of grant until the date of termination of employment of such Participant;
- (iii) in the event that it is not practicable for the Participant to be granted the Award in a planned grant period due to legal or regulatory restrictions, such that the Awards which should have been granted earlier (the “**Delayed Grant**”) are granted together with a subsequent batch of Awards to the remaining Participants during a calendar year, the vesting period for the Awards underlying the Delayed Grant can be shorter than 12 months from the date of grant to reflect the time from which such Awards would have been granted;
- (iv) Grants with a mixed or accelerated vesting schedule such as where the Restricted New Shares may vest evenly over a period of 12 months;
- (v) Grants with performance-based vesting conditions in lieu of time-based vesting criteria; or
- (vi) other circumstances where the Committee shall provide an explanation as to why the arrangements are appropriate.

5.4 The issue price of the Awards to be granted to Group Non-Executive Directors shall be determined on the following basis of not less than the higher of:

- (a) 50% of the closing price of the Shares as quoted on the SEHK and the SGX-ST (whichever is higher) on the award date; and
- (b) 50% of the average of the closing prices of the Shares as quoted on the SEHK and the SGX-ST (whichever is higher) for the five consecutive trading days immediately preceding the award date.

5.5 The Committee may amend or waive the Vesting Period(s), the Release Schedule and/or any condition applicable to an Award and, in the case of a Performance-related Award, the Performance Period and/or the Performance Condition(s) and/or the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period in respect of that Award:

- (a) in the event of a take-over offer being made for the Shares or if, under the Companies Act, a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies is approved by shareholders of the Company and/or sanctioned by the court or in the event of an order being made or a resolution passed for the winding-up of the Company (other than as provided in Rule 6.1(d) or for reconstruction or amalgamation) or in the event of a proposal to sell all or substantially all of the assets of the Company;

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- (b) in the case of a Performance-related Award, if anything happens which causes the Committee to conclude that:
  - (i) a changed Performance Condition would be a fairer measure of performance, and would be no less difficult to satisfy; or
  - (ii) a Performance Condition should be waived,

and shall notify the Participants of such amendment or waiver.

- 5.6 As soon as reasonably practicable after making an Award, the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:

- (a) the Award Date;
- (b) the number of Shares which are the subject of the Award;
- (c) in the case of a Performance-related Award:
  - (i) the Performance Period;
  - (ii) the Performance Condition(s); and
  - (iii) the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period;
- (d) the Vesting Period(s);
- (e) the Release Schedule, if any; and
- (f) any other condition which the Committee may determine in relation to that Award.

- 5.7 Participants are not required to pay for the grant of Awards.

- 5.8 An Award or Released Award shall be personal to the Participant to whom it is granted and, prior to the issue of the Shares to which the Released Award relates, shall not be sold, transferred (other than to a Participant's personal representative on the death of that Participant), charged, assigned, pledged, encumbered, or otherwise disposed of, in whole or in part, except with the prior approval of the Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Award or Released Award without the prior approval of the Committee, that Award or Released Award shall immediately lapse.

### 6. EVENTS PRIOR TO THE VESTING DATE

- 6.1 An Award shall, to the extent not yet Released, immediately lapse without any claim whatsoever against the Company and/or the Group:
- (a) subject to Rule 6.2(a), where the Participant is a Group Employee, upon the Participant ceasing to be in the employment of any company within the Group, for any reason whatsoever;
  - (b) upon the bankruptcy of the Participant or the happening of any other event which results in him being deprived of the legal or beneficial ownership of an Award;
  - (c) in the event of misconduct on the part of the Participant as determined by the Committee in its absolute discretion; or

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- (d) in the event that an order is made or a resolution is passed for the winding-up of the Company on the basis, or by reason, of its insolvency.

For the purpose of Rule 6.1(a), the Participant shall be deemed to have ceased to be so employed on the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date.

6.2 In any of the following events, namely:

- (a) where the Participant, being a Group Employee, ceases to be in the employment of any company within the Group by reason of:
- (i) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
  - (ii) redundancy;
  - (iii) retirement at or after the legal retirement age;
  - (iv) retirement before the legal retirement age with the consent of the Committee;
  - (v) the company by which he is employed ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group; or
  - (vi) any other event approved by the Committee;
- (b) where the Participant, being a Group Non-Executive Director, ceases to be a director of the Company or the relevant subsidiary of the Company, for any reason whatsoever;
- (c) the death of the Participant; or
- (d) any other event approved by the Committee,

then the Committee may, in its absolute discretion but shall not be obliged to, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period (if any) and/or each Vesting Period (if any), subject to the provisions of the Plan. The Committee shall also be entitled at its discretion at any time and from time to time to cancel any Award, either in whole or in part, which has not been validly vested, by giving notice in writing to the grantee stating that such Award is thereby cancelled.

6.3 Without prejudice to the provisions of Rule 5.5, if before the Vesting Date, any of the following occurs:

- (a) a take-over offer for the Shares becomes or is declared unconditional;
- (b) a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies is approved by shareholders of the Company and/or sanctioned by the court under the Companies Act; or
- (c) an order is made or a resolution passed for the winding-up of the Company (other than as provided in Rule 6.1(d) or for amalgamation or reconstruction),



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the Committee will consider, at its discretion, whether or not to Release any Award. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will (if applicable) have regard to the proportion of the Vesting Period(s) which has (have) lapsed and, in the case of a Performance-related Award, the extent to which the Performance Condition(s) has (have) been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the issue to each Participant of the number of Shares so determined, such issue to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

### 7. RELEASE OF AWARDS

#### 7.1 Review of Performance Condition(s) in relation to Performance-related Awards

7.1.1 In relation to each Performance-related Award, as soon as reasonably practicable after the end of the relevant Performance Period, the Committee shall review the Performance Condition(s) specified in respect of that Award and determine whether it (they) has (have) been satisfied and, if so, the extent to which it (they) has (have) been satisfied, and also determine the number of Shares (if any) comprised in that Award to be Released to the relevant Participant.

7.1.2 If the Committee determines, in its absolute discretion, that the Performance Condition(s) has (have) not been satisfied (whether fully or partially) or (subject to Rule 6) if the relevant Participant has not continued to be a Group Employee from the Award Date up to the end of the relevant Performance Period, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.5 shall be of no effect.

7.1.3 The Committee shall have the discretion to determine whether the Performance Condition(s) has (have) been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of the Company or the Group, as the case may be, to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events.

#### 7.2 Vesting of Award

7.2.1 Subject, in relation to a Performance-related Award, to the Committee having determined that the Performance Condition(s) has (have) been satisfied and provided, in relation to all Awards, that the relevant Participant has continued to be a Group Employee or a Group Non-Executive Director, as the case may be, from the Award Date up to the end of the relevant Vesting Period (if any) and provided further that, in the opinion of the Committee, the job performance of the relevant Participant has been satisfactory, upon the expiry of each Vesting Period in relation to an Award (if any), the Company shall Release to the relevant Participant the relevant number of Shares to which his Award relates in accordance with the Release Schedule (if any) specified in respect of his Award on the relevant Vesting Date(s). In any event no Award may be vested more than 10 years from the date of grant.

7.2.2 Shares which are the subject of a Released Award shall be Vested to a Participant on the relevant Vesting Date(s), which shall be:

- (a) in the case of an Award which is subject to a Vesting Period or Vesting Periods, a Trading Day falling as soon as practicable after the last day of the relevant Vesting Period;
- (b) in the case of a Performance-related Award which is not subject to any Vesting Period, a Trading Day falling as soon as practicable after the last day of the relevant Performance Period; and

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- (c) in the case of an Award (other than a Performance-related Award) which is not subject to any Vesting Period, a Trading Day falling as soon as practicable after the relevant Award Date,

and, on the relevant Vesting Date(s), the Committee will procure the issue to each Participant of the number of Shares so determined.

7.2.3 Where new Shares are issued upon the Vesting of any Award, the Company shall, as soon as practicable after such issuance, apply to the SGX-ST and SEHK for permission to list such Shares. The Company shall comply with the relevant Hong Kong Listing Rules when issuing new Shares pursuant to the Awards and application will be made to the Hong Kong Stock Exchange for the granting of the listing of, and permission to deal in, the new Shares to be issued at the time of offer of the Awards.

### 7.3 Release of Award

Shares which are to be issued on the Release of an Award to a Participant shall be issued in the name of CDP to the credit of either:

- (a) the securities account of that Participant maintained with CDP;
- (b) the securities sub-account of that Participant maintained with a Depository Agent; or
- (c) the CPF investment account of that Participant maintained with a CPF agent bank,

in each case, as designated by that Participant. Until such issue of Shares has been effected, that Participant shall have no voting rights nor any entitlements to dividends or other distributions declared or recommended in respect of any Shares which are the subject of the Award granted to him.

### 7.4 Ranking of Shares

New Shares issued on the Release of an Award shall:

- (a) be subject to all the provisions of the constitution of the Company; and
- (b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

### 7.5 Cash Awards

The Committee, in its absolute discretion, may determine to make a Release of an Award (other than an Award granted to a Group Non-Executive Director as part of his directors' remuneration in lieu of cash), wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the Vesting Date, in lieu of all or part of the Shares which would otherwise have been issued to him on Release of his Award, the aggregate Market Value of such Shares on such Vesting Date.

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### 8. LIMITATION ON THE SIZE OF THE PLAN

- 8.1 The total number of Shares which may be issued pursuant to Awards granted under the Plan (including an issue of Shares pursuant to Awards granted to the controlling shareholders of the Company and their associates in accordance with the Plan) on any date (excluding those Awards that have been forfeited or lapsed in accordance with the Plan) shall not exceed 3% of the total number of Shares in the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date.
- 8.2 Shares which are the subject of Awards which have lapsed for any reason whatsoever may be the subject of further Awards granted by the Committee under the Plan.
- 8.3 The total number of Shares which may be issued to each Independent Director shall not, together with the existing shares he is holding, exceed 1% of the total number of Shares in issue.

### 9. ADJUSTMENT EVENTS

- 9.1 If a variation in the issued share capital of the Company (whether by way of a bonus or rights issue, reduction, subdivision, consolidation, distribution or otherwise) shall take place or if the Company shall make a capital distribution or a declaration of a special dividend (whether in cash or *in specie*), then the Committee may, in its absolute discretion, determine whether:

- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet Vested; and/or
- (b) the class and/or number of Shares in respect of which future Awards may be granted under the Plan,

shall be adjusted and if so, the manner in which such adjustments should be made, provided that the rights of a Participant will be changed to the extent necessary to comply with the SGX-ST Listing Manual and Hong Kong Listing Rules that apply at the time of the event, including the SGX-ST Listing Manual and Hong Kong Listing Rules that apply to a reorganisation of capital at that time.

- 9.2 Unless the Committee considers an adjustment to be appropriate, the issue of securities as consideration for an acquisition or a private placement of securities, or the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST and the SEHK during the period when a share purchase mandate granted by shareholders of the Company (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment.
- 9.3 Notwithstanding the provisions of Rule 9:
- (a) the adjustment must be made in such a way that a Participant will not receive a benefit that a shareholder of the Company does not receive; and
  - (b) any adjustment (except in relation to a bonus issue and/or a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be, in their opinion, fair and reasonable.
- 9.4 Upon any adjustment required to be made pursuant to this Rule 9, the Company shall notify the Participant (or his duly appointed personal representatives, where applicable) in writing and deliver to him (or his duly appointed personal representatives, where applicable) a statement setting forth the class and/or number of Shares which are the subject of the adjusted Award, fractional entitlements shall be disregarded. Any adjustment shall take effect upon such written notification being given or on such date as may be specified in such written notification.

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- 9.5 Subject to the Board first having considered the interests of the Shareholders as a whole, and the interests of the Participants as a whole, and making such determination as to whether the adjustment is fair and reasonable, by way of illustration, in the following circumstances, the number of outstanding Award and the relevant prices set out below may be adjusted in the following manner:

**(i) Capitalisation issue**

$$Q=Q_0 \times (1 + n)$$

Where:

$Q_0$  - represents the number of outstanding Award Shares prior to adjustment;

$n$  - represents the rate of increase per Share resulting from the capitalisation issue;

$Q$  - represents the number of outstanding Award Shares after adjustment.

$$P=P_0 \div (1 + n)$$

Where:

$P_0$  - represents the issue price of the Award before the adjustment;

$n$  - represents the rate of increase per Share resulting from the capitalisation issue;

$P$  - represents the issue price of the Award after the adjustment.

**(ii) Rights issue**

$$Q=Q_0 \times P_1 \times (1 + n) \div (P_1 + P_2 \times n)$$

Where:

$Q_0$  - represents the number of outstanding Award Shares prior to adjustment;

$P_1$  - represents the closing price of Shares on the record date;

$P_2$  - represents the subscription price of the rights issue of Shares;

$n$  - represents the ratio of the rights issue allotment;

$Q$  - represents the number of outstanding Award Shares after adjustment.

$$P = P_0 \times (P_1 + P_2 \times n) \div (P_1 \times (1 + n))$$

Where:

$P_0$  - represents the issue price of the Award before the adjustment;

$P_1$  - represents the closing price as at the record date;

$P_2$  - represents the subscription price of the rights issue of Shares;

$n$  - represents the ratio of allotment;

$P$  - represents the issue price of the Award after the adjustment.

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### *(iii) Share consolidation, share subdivision or reduction of share capital*

$$Q=Q_0 \times n$$

Where:

$Q_0$  - represents the number of outstanding Award Shares prior to adjustment;

$n$  - represents the ratio of share consolidation, share subdivision or reduction of share capital;

$Q$  - represents the number of outstanding Award Shares after adjustment.

$$P=P_0 \div n$$

Where:

$P_0$  - represents the issue price of the Award before the adjustment;

$n$  - represents the ratio of share consolidation, share subdivision or reduction of share capital;

$P$  - represents the issue price of the Award after the adjustment.

## 10. ADMINISTRATION OF THE PLAN

- 10.1 The Plan shall be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the board of directors of the Company, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards to be granted to him or held by him.
- 10.2 The Committee, in its absolute discretion, shall have the power, from time to time, to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan, to give effect to the provisions of the Plan and/or to enhance the benefit of the Awards and the Released Awards to the Participants, as it may, in its absolute discretion, think fit. Any matter pertaining or pursuant to the Plan and any dispute and uncertainty as to the interpretation of the Plan, any rule, regulation or procedure hereunder or any rights under the Plan shall be determined by the Committee.
- 10.3 Neither the Plan nor the grant of Awards under the Plan shall impose on the Company or the Committee or any of its members any liability whatsoever in connection with:
- (a) the lapsing of any Awards pursuant to any provision of the Plan;
  - (b) the failure or refusal by the Committee to exercise, or the exercise by the Committee of, any discretion under the Plan; and/or
  - (c) any decision or determination of the Committee made pursuant to any provision of the Plan.
- 10.4 Any decision or determination of the Committee made pursuant to any provision of the Plan (other than a matter to be certified by the Auditors) shall be final, binding and conclusive (including, for the avoidance of doubt, any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation or procedure hereunder or as to any rights under the Plan). The Committee shall not be required to furnish any reasons for any decision or determination made by it.

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## APPENDIX B – RULES OF THE ISDN PSP 2022

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### 11. NOTICES AND COMMUNICATIONS

- 11.1 Any notice required to be given by a Participant to the Company shall be sent or made to the registered office of the Company or such other addresses (including electronic mail addresses) or facsimile number, as may be notified by the Company to him in writing, and marked for the attention of the Committee.
- 11.2 Any notices or documents required to be given to a Participant or any correspondence to be made between the Company and the Participant shall be given or made by the Committee (or such person(s) as it may from time to time direct) on behalf of the Company and shall be delivered to him by hand or sent to him at his home address, electronic mail address or facsimile number according to the records of the Company or the last known address, electronic mail address or facsimile number of the Participant. Any notices or documents served shall be deemed to have been served: (i) if delivered personally, at the time of delivery; (ii) if sent by post, 24 hours after it was put in the post; and (iii) if sent electronically, at the time of transmission if no delivery failure notification is received by the sender 24 hours after transmitting the message.
- 11.3 Any notice or other communication from a Participant to the Company shall be irrevocable, and shall not be effective until received by the Company. Any notice or other communication from the Company to a Participant shall be deemed to be received by that Participant, when left at the address specified in Rule 11.2 or, if sent by post, on the day following the date of posting or, if sent by electronic mail or facsimile transmission, on the day of despatch.

### 12. AMENDMENTS AND/OR MODIFICATIONS TO THE PLAN

- 12.1 Any or all the provisions of the Plan may be amended and/or modified at any time and from time to time by resolution of the Committee, in its absolute discretion, except that:
- (a) no amendment or modification shall adversely alter the rights attached to any Award granted prior to such amendment or modification [except with the consent in writing of such number of Participants who, if their Awards were Released to them upon the expiry of all the Vesting Periods applicable to their Awards, would become entitled to not less than three-quarters in number of all the Shares which would fall to be Vested upon Release of all outstanding Awards upon the expiry of all the Vesting Periods applicable to all such outstanding Awards;
  - (b) the provisions of the Plan shall not be amended or modified to the advantage of the Participants except with the prior approval of shareholders of the Company in general meeting; and
  - (c) no amendment or modification shall be made without the prior approval of the SGX-ST and SEHK and such other regulatory authorities as may be necessary.

For the purposes of Rule 12.1(a), the opinion of the Committee as to whether any amendment or modification would adversely alter the rights attached to any Award shall be final, binding and conclusive. For the avoidance of doubt, nothing in this Rule 12.1 shall affect the right of the Committee under any other provision of the Plan to amend or adjust any Award.

- 12.2 Notwithstanding anything to the contrary contained in Rule 12.1, the Committee, in its absolute discretion, may at any time by resolution (and without other formality, save for the prior approval of the SGX-ST and SEHK) amend or modify the Plan in any way to the extent necessary to cause the Plan to comply with, or take into account, any statutory provision (or any amendment or modification thereto, including any amendment or modification to the Companies Act), or the provisions or the regulations of any regulatory or other relevant authority or body (including the SGX-ST and SEHK).
- 12.3 Written notice of any amendment or modification made in accordance with this Rule 12 shall be given to all Participants.

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## APPENDIX B – RULES OF THE ISDN PSP 2022

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### 13. TERMS OF EMPLOYMENT UNAFFECTED

The terms of employment of a Participant (being a Group Employee) shall not be affected by his participation in the Plan, which shall neither form part of such terms nor entitle him to take into account such participation in calculating any compensation or damages on the termination of his employment for any reason.

### 14. DURATION OF THE PLAN

- 14.1 The Plan shall continue to be in force at the discretion of the Committee, subject to a maximum period of 10 years commencing on the Commencement Date, provided always that, subject to compliance with the SGX-ST Listing Manual and the Hong Kong Listing Rules or any other applicable laws, the Plan may continue beyond the above stipulated period with the approval of shareholders of the Company by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- 14.2 The Plan may be terminated at any time by the Committee in its absolute discretion or, at the discretion of the Committee, by ordinary resolution approved by shareholders of the Company in general meeting, subject to all relevant approvals which may be required and if the Plan is so terminated, no further Awards shall be granted by the Committee hereunder.
- 14.3 The expiry or termination of the Plan shall not affect Awards which have been granted prior to such expiry or termination, whether such Awards have been Released (whether fully or partially) or not.

### 15. TAXES

- 15.1 All taxes (including income tax) arising from the grant of any Award, or the Release of any Award granted, to any Participant under the Plan shall be borne by that Participant.

### 16. COSTS AND EXPENSES OF THE PLAN

- 16.1 Each Participant shall be responsible for all their respective fees of CDP relating to or in connection with the issue of any Shares pursuant to the Release of any Award in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP, or the Participant's securities sub-account with a Depository Agent or CPF investment account with a CPF agent bank.
- 16.2 Save for the taxes referred to in Rule 15 and such other costs and expenses expressly provided in the Plan to be payable by the Participants, all fees, costs and expenses incurred by the Company in relation to the Plan, including but not limited to the fees, costs and expenses relating to the issue of Shares pursuant to the Release of any Award, shall be borne by the Company.

### 17. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained, the Committee, the Company and its directors and employees shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to the Company's delay in issuing the Shares or applying for, or procuring the listing of, new Shares on the SGX-ST and SEHK in accordance with Rule 7.2.3.

## APPENDIX B – RULES OF THE ISDN PSP 2022

### 18. DISCLOSURE IN ANNUAL REPORTS AND INTERIM REPORT

The following disclosures or appropriate negative statements (as applicable) will be made by the Company in its annual report and interim report for so long as the Plan continues in operation and for so long as such disclosures are required to be made by the SGX-ST Listing Manual, Hong Kong Listing Rules, or any other applicable laws:

- (a) the names of the members of the Committee administering the Plan;
- (b) in respect of the following Participants:
  - (i) Directors and chief executives of the Company;
  - (ii) controlling shareholders and substantial shareholders of the Company and their respective associates; and
  - (iii) Participants, other than those in paragraphs (i) and (ii) above, who have received Shares pursuant to the Release of Awards granted and to be granted under the Plan which, in aggregate, (1) represent 5% or more of the total number of Shares available under the Plan; (2) exceed the 1% individual limit; (3) each related entity participant or service provider with awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of shares in issue; and (4) other employee participants, related entity participants and service providers by category,

the following information:

Name/ Category of the Participant	The aggregate number of Shares comprised in Awards granted at the beginning of the financial year / period under review	The aggregate number of Shares comprised in Awards granted under the Plan during the financial year/ period under review (including terms, i.e. date of grant, vesting period, issue price, Performance Conditions (if any), closing price of the shares immediately before the date on which the awards were granted, the fair value of awards at the date of grant and the accounting standard and policy adopted)	The aggregate number of Shares comprised in Awards granted under the Plan since the commencement of the Plan to the end of the financial year/ period under review	The aggregate number of Shares comprised in Awards granted under the Plan which have been Released during the financial year/ period under review (including terms, i.e. issue price, weighted average closing price of the shares immediately before the dates on which the awards were vested) and since the commencement of the Plan to the end of the financial year/ period under review	The aggregate number of Shares comprised in Awards granted under the Plan which have been cancelled /lapsed during the financial year/ period under review (including the issue price)	The aggregate number of Shares comprised in Awards granted under the Plan which have not been Released as at the end of the financial year/ period under review



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## APPENDIX B – RULES OF THE ISDN PSP 2022

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The Company shall comply with all applicable disclosure obligations required under the SGX-ST Listing Manual and Hong Kong Listing Rules from time to time. In particular, the Company shall also disclose (i) the number of awards available for grant under the scheme mandate at the beginning and the end of the financial year/period; and (ii) the number of Shares that may be issued in respect of options and awards granted under all schemes of the Company during the financial year/period divided by the weighted average number of Shares of the relevant class in issue for the year/period. A summary of material matters relating to share schemes that were reviewed and/or approved by the Committee during the financial year and matters relating to any grants of options or awards to the Company's directors and senior managers without vesting periods or performance targets will also be disclosed in the Company's remuneration report or corporate governance report.

### 19. DISPUTES

Any disputes or differences of any nature arising hereunder shall be referred to the Committee and its decision shall be final and binding in all respects.

### 20. GOVERNING LAW

The Plan shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Participants, by accepting grants of Awards in accordance with the Plan, and the Company submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

### 21. EXCLUSION OF THE CONTRACTS (RIGHTS OF THIRD PARTIES) ACT

No person other than the Company or a Participant shall have any right to enforce any provision of the Plan or any Award by virtue of the Contracts (Rights of Third Parties) Act 2001 of Singapore.

### 22. COLLECTION, USE AND DISCLOSURE OF PERSONAL DATA

For the purposes of implementing and administering the Plan, and in order to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines, the Company will collect, use and disclose the personal data of the Participants, as contained in each Award Letter and/or any other notice or communication given or received pursuant to the Plan, and/or which is otherwise collected from the Participants (or their authorised representatives). By participating in the Plan, each Participant consents to the collection, use and disclosure of his personal data for all such purposes, including disclosure of data to related corporations of the Company and/or third parties who provide services to the Company (whether within or outside Singapore), and to the collection, use and further disclosure by such parties for such purposes. Each Participant also warrants that where he discloses the personal data of third parties to the Company in connection with the Plan, he has obtained the prior consent of such third parties for the Company to collect, use and disclose their personal data for the abovementioned purposes, in accordance with any applicable laws, regulations and/or guidelines. Each Participant shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Participant's breach of this warrant.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**ISDN HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number 200416788Z)  
(Singapore Stock Code: I07.SI)  
(Hong Kong Stock Code: 1656)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall have the same meanings ascribed to them in the circular issued by the Company to shareholders of the Company dated 22 December 2022.*

**Notice is hereby given** that an Extraordinary General Meeting (the “**EGM**”) or ISDN Holdings Limited (the “**Company**”) will be held at No. 101 Defu Lane 10, Singapore 539222 on Tuesday, 31 January 2023 at 9:30 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

#### **Special Resolution: The Proposed Amendments to the Constitution of the Company**

RESOLVED THAT:

- (a) the Constitution of the Company be and is hereby amended in the manner described in the **Appendix A** to the Company’s circular; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this

#### **Ordinary Resolution: The Proposed Adoption of the ISDN PSP 2022**

RESOLVED THAT:

- (a) a new share incentive scheme, namely, the ISDN PSP 2022, be and is hereby approved and adopted;
- (b) the rules of the ISDN PSP 2022 set out in **Appendix B** to the Company’s circular to Shareholders dated 22 December 2022 be and are hereby approved and adopted;
- (c) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the ISDN PSP 2022;
  - (ii) to modify and/or alter the ISDN PSP 2022 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the ISDN PSP 2022;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (iii) to grant awards in accordance with the rules of the ISDN PSP 2022 with the Scheme Limit of 10.0% of the total issued and outstanding Shares as at the date of the Shareholders' approval of ISDN PSP 2022 and, subject to the provisions of the Companies Act and the constitution of the Company, to issue from time to time such number of new Shares from time to time such number of treasury shares as may be required to be delivered pursuant to the vesting of such awards, provided that the total number of new Shares which may be issued pursuant to awards granted under the ISDN PSP 2022 on any date, when aggregated with the total number of new Shares issued and to be issued in respect of all awards granted under the ISDN PSP 2022, and all options and awards granted under any other share option scheme, performance share plan or share incentive scheme implemented by the Company and for the time being in force, shall not exceed 3% of the total number of Shares in the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
- (iv) to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution.

By Order of the Board of Directors of  
**ISDN Holdings Limited**

Teo Cher Koon  
President and Managing Director

22 December 2022  
Singapore

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

- (1)
  - (a) A member of the Company who is not a Relevant Intermediary or a clearing house and entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
  - (b) A member of the Company who is a Relevant Intermediary or a clearing house and entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
  - (c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
- (2) A proxy need not be a member of the Company.
- (3) The form of proxy must be completed and signed in accordance with the instructions printed thereon and submitted to the Company in the following manner:
  - (a) if submitted by way of electronic means, be submitted via email to the Company at info@isdnholdings.com; or
  - (b) if submitted by post, be lodged with the registered office of the Company at No. 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),  
  
as soon as possible but in any event not less than 72 hours before the time appointed for the holding of the EGM or any adjournment thereof. Members who hold shares under CPF or SRS, who wish to appoint the Chairman of the EGM as their proxy, should approach their Central Provident Fund and SRS Operators Agent Banks (as the case may be) to submit their votes by, 9.30 a.m. on Monday, 16 January 2023, being at least seven (7) working days before the EGM.
- (4) Where the form of proxy is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the form of proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) Where the form of proxy is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the form of proxy, failing which the form of proxy may be treated as invalid.

### Personal Data Privacy:

By attending the EGM 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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 EXTRAORDINARY 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 Extraordinary General Meeting:

#### For Singapore Shareholders

The share transfer books and the Singapore Principal Share Register will be closed at 5.00 p.m. on Friday, 27 January 2023 for the purpose of determining the entitlement of Singapore Shareholders to attend and vote at the Extraordinary 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 Thursday, 26 January 2023 shall be registered to determine Shareholders' entitlements to attend and vote at the Extraordinary General Meeting.

#### For Hong Kong Shareholders

The Hong Kong Branch Share Register will be closed from Friday, 27 January 2023 to Tuesday, 31 January 2023 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 Extraordinary 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 Thursday, 26 January 2023.

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 Monday, 9 January 2023 for Singapore Shareholders and not later than 4.30 p.m. on Monday, 9 January 2023 for Hong Kong Shareholders.

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# PROXY FORM

## ISDN Holdings Limited

(Incorporated in the Republic of Singapore)  
(Company Registration Number 200416788Z)  
(Singapore Stock Code: I07.SI)  
(Hong Kong Stock Code: 1656)

## PROXY FORM

### IMPORTANT:

1. A member of the Company who is a Relevant Intermediary or a clearing house and entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
2. "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
3. CPF or SRS investors, including persons who hold Shares through Relevant Intermediaries, who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent banks or SRS operators to submit their votes by 9.30 a.m. on Monday, 16 January 2023, being at least seven (7) working days before the date of the EGM.
4. By submitting an instrument appointing a proxy(ies) and/or representative(s), a member accepts and agrees to the personal data privacy terms set out in the form of proxy.

## EXTRAORDINARY GENERAL MEETING

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC / Passport / Company Registration Number\*)

of \_\_\_\_\_ (Address)

being a member of **ISDN Holdings Limited** (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No of Shares	%
Address			

and/or\*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No of Shares	%
Address			

or failing him/her\*, the Chairman of the EGM, as my/our\* proxy/proxies\* to attend and vote for me/us\* on my/our\* behalf at the EGM of the Company to be held at No. 101 Defu Lane 10, Singapore 539222 on 31 January 2023 at 9:30 a.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote for or against, or abstain from voting on, the resolutions to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies\* may vote or abstain from voting at his/her\* discretion. The Resolutions will be put to vote at the EGM by way of poll.**

All resolutions put to vote at the EGM shall be decided by way of poll.

Resolutions relating to:	Number of Votes For <sup>#</sup>	Number of Votes Against <sup>#</sup>	Number of Votes Abstain <sup>#</sup>
1. The Amendments to Constitution Resolution (as a Special Resolution)			
2. The Adoption of PSP Resolution			

\* Delete as appropriate.

<sup>#</sup> If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate so with a (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022/2023.

Total number of Shares Held

\_\_\_\_\_  
Signature of Shareholder(s) or,  
Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



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# PROXY FORM

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## Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the form of proxy shall be deemed to relate to all the shares held by you.
2.
  - (a) A member of the Company who is not a Relevant Intermediary or a clearing house and entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
  - (b) A member of the Company who is a Relevant Intermediary or a clearing house and entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the number and class of shares in relation to which each proxy has been appointed in the form of proxy.
  - (c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
3. A proxy need not be a member of the Company.
4. The Proxy Form must be completed and signed in accordance with the instructions printed thereon and submitted to the Company in the following manner:
  - (a) if submitted by way of electronic means, be submitted via email to the Company at info@isdnholdings.com; or
  - (b) if submitted by post, be lodged with the registered office of the Company at No. 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),

as soon as possible but in any event not less than 72 hours before the time appointed for the holding of the EGM or any adjournment thereof. Where a Proxy Form is executed by an individual, it must be executed under the hand of the individual or his/her attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or officer duly authorised in writing. Members who hold shares under CPF or SRS, who wish to appoint the Chairman of the EGM as their proxy, should approach their Central Provident Fund and SRS Operators Agent Banks (as the case may be) to submit their votes by, 9.30 a.m. on Monday, 16 January 2023, being at least seven (7) working days before the EGM.

5. Where a Proxy Form is signed on behalf of an individual or a corporation, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be submitted to the Company together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
7. Any amendments or modifications made in a Proxy Form must be initialled by the person who signs the Proxy Form.

## General:

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

## Personal Data Privacy:

By attending the EGM 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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.