



ISDNHOLDINGS  
LIMITED

## ISDN HOLDINGS LIMITED

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

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ISDN HOLDINGS LIMITED (the "Company") will be held at 105 Tampines Road #06-06 Wing Tai Industrial Centre, Singapore 535127 on Monday, 28 April 2008 at 2.30 p.m. to transact the following business:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' and Auditors' Report and Audited Accounts of the Company for the year ended 31 December 2007. **(Resolution 1)**
2. To declare a final tax-exempt (one tier) dividend of 0.55 Singapore cents per ordinary share for the year ended 31 December 2007. **(Resolution 2)**
3. To re-appoint Mr. Teo Cher Koon as Director of the Company who is retiring in accordance with Article 107 of the Company's Articles of Association.  
  
Mr. Teo Cher Koon, upon re-appointment as an Executive Director of the Company, will continue to serve in the Nominating Committee of the Company. **(Resolution 3)**
4. To re-appoint Mr. Tay Gim Sin Leonard as Director of the Company who is retiring in accordance with Article 107 of the Company's Articles of Association.  
  
Mr. Tay Gim Sin Leonard, upon re-appointment as a Non-Executive Director of the Company, will continue to serve in the Remuneration and Audit Committee of the Company. **(Resolution 4)**
5. To approve the payment of Directors' fees of S\$100,000 for the year ended 31 December 2007 (Previous Year: S\$100,000). **(Resolution 5)**
6. To approve the payment of Directors' fees of S\$100,000 for the year ending 31 December 2008. **(Resolution 6)**
7. To re-appoint Messrs Moore Stephens as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8. THAT pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to allot and issue shares and convertible securities in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit provided that the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued share capital of the Company at the time of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued share capital of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. (See Explanatory Note 1) **(Resolution 8)**
9. THAT the Directors of the Company be and are hereby authorised to offer and grant options and share awards in accordance with the ISDN Holdings Share Option Scheme and ISDN Performance Share Scheme (the "Schemes") and to issue such shares as may be required to be issued pursuant to the exercise of the options under the Schemes provided always that the aggregate number of shares to be issued pursuant to the Schemes shall not exceed 15 per centum (15%) of the issued share capital of the Company from time to time. (See Explanatory Note 2) **(Resolution 9)**

#### AS OTHER BUSINESS

10. To transact any other business.

BY ORDER OF THE BOARD

GWENDOLYN GN JONG YUH  
Company Secretary

11 April 2008  
Singapore

#### Note:

1. A Member entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument of proxy must be executed under seal or by the hand of its duly authorized attorney.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 10 Kaki Bukit Road 1, #01-30 KB Industrial Building Singapore 416175 not less than forty-eight hours (48) before the time for holding the Meeting.

#### EXPLANATORY NOTES

1. The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution would not exceed fifty per centum (50%) of the issued share capital of the Company at the time of passing of this resolution. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the issued share capital of the Company.  
  
The percentage of issued share capital is based on the Company's issued capital at the time of passing of the resolution after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, and (c) any subsequent consolidation or subdivision of shares.
2. The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company, from the date of the above meeting until the next Annual General Meeting, to issue shares up to an amount in aggregate not exceeding 15 per centum (15%) of the issued share capital of the Company from time to time pursuant to the exercise of the options or vesting of share awards under the Schemes.