

CIRCULAR DATED 10 APRIL 2014

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Circular is issued by ISDN Holdings Limited (the “**Company**”). If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold all your shares in the capital of ISDN Holdings Limited, you should hand this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



*ISDN*Holdings
LIMITED

ISDN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200416788Z)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

IMPORTANT DATE AND TIME:

- | | | |
|--|---|--|
| Last date and time for lodgement of Proxy Form | : | 23 April 2014 at 10 a.m. |
| Date and time of Extraordinary General Meeting | : | 25 April 2014 at 10 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 9 a.m. on the same day and at the same place) |
| Place of Extraordinary General Meeting | : | 12 Kallang Way
#02-01 Nova Building
Singapore 349216 |

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CONTENTS

	Page
1. BACKGROUND	4
2. THE SHARE BUY-BACK MANDATE.....	4
3. DISCLOSURE OF DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	16
4. DIRECTORS' RECOMMENDATIONS	17
5. ABSTENTION FROM VOTING	17
6. DIRECTORS' RESPONSIBILITY STATEMENT	17
7. DOCUMENTS AVAILABLE FOR INSPECTION.....	18
NOTICE OF EXTRAORDINARY GENERAL MEETING	19
PROXY FORM	

DEFINITIONS

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

“Act”	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
“AGM”	:	The annual general meeting of the Company
“Articles”	:	The Articles of Association of the Company, as may be amended from time to time
“Assetraise”	:	Assetraise Holdings Limited
“Board” or “Board of Directors”	:	The board of directors of the Company, as at the date of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 10 April 2014
“Code” or Take-over Code	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time
“Company”	:	ISDN Holdings Limited
“Controlling Shareholder”	:	A person who: (i) holds directly or indirectly 15.0% or more of the Company’s issued share capital; or (ii) in fact exercises control over the Company
“Director”	:	A director of the Company, as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be held on 25 April 2014, notice of which is set out on pages 19 and 20 of this Circular
“EPS”	:	Earnings per Share
“FY” or “Financial Year”	:	Financial year ended 31 December
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	1 April 2014, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
“Listing Rules”	:	Rules of the Listing Manual, as may be amended or modified from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading of securities

“Memorandum”	:	The Memorandum of Association of the Company, as may be amended from time to time
“NTA”	:	Net tangible assets
“Securities Accounts”	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Buy-Back Mandate”	:	The general mandate given by Shareholders to authorise the Directors to purchase Shares in accordance with the rules and regulations set forth in the Act and the Listing Manual
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“S\$”, “SGD” or “\$” and “cents”	:	Singapore dollars and cents respectively
“%”	:	Percentage and per centum

The terms **“Depositor”**, **“Depository”**, **“Depository Register”** and **“Depository Agent”** shall have the meanings ascribed to them respectively in Section 130A of the Act. The term **“treasury shares”** shall have the meaning ascribed to it in Section 4 of the Act.

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 defined under the Act or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the said Act.

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.

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

Any reference to a time of a day in this Circular is a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof and/or the respective percentages are due to rounding.

ISDN HOLDINGS LIMITED

(Incorporated in the Singapore on 28 December 2004)
(Company registration no. 200416788Z)

Board of Directors:

Lim Siang Kai, *Chairman and Independent Director*
Teo Cher Koon, *President and Managing Director*
Kong Deyang, *Executive Director and Senior Vice President of PRC operations*
Tay Gim Sin Leonard, *Independent Director*
Soh Beng Keng, *Independent Director*

Registered Office:

No. 10 Kaki Bukit Road 1
#01-30 KB Industrial Building
Singapore 416175

10 April 2014

To: The Shareholders of ISDN Holdings Limited

Dear Sir/Madam,

PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

1. BACKGROUND

- 1.1. Introduction.** At an Extraordinary General Meeting of the Company held on 24 June 2011, Shareholders had approved the adoption of a share buy-back mandate to enable the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company. The rationale for, the authority and limitations on, and the financial effects of, the Share Buy-Back Mandate were set out in the Company's Circular to Shareholders dated 9 June 2011 (the "**2011 Circular**").

At an Extraordinary General Meeting of the Company held on 26 April 2013 (the "**2013 EGM**"), Shareholders approved of the renewal of the Share Buy-back Mandate (the "**2013 Mandate**"). The 2013 Mandate was expressed to take effect on the date of the passing of ordinary resolution approving the share buy-back mandate at the 2013 EGM and will expire on the date of the forthcoming AGM which has been convened to be held on 25 April 2014.

- 1.2.** Proposed Renewal of the Share Buy-Back Mandate. The Directors propose that the 2013 Mandate be renewed at the EGM to authorise the Company to purchase or acquire Shares in the capital of the Company. The Share Buy-Back Mandate is set out in Ordinary Resolution in the Notice of the EGM accompanying this circular.

2. THE SHARE BUY-BACK MANDATE

2.1. Rationale

The rationale for the Company to undertake the purchase or acquisition of its issued Shares, as previously stated on page 4 of the 2013 Circular is as follows:

- (a) The Share Buy-Back Mandate gives the Directors the flexibility to purchase or acquire the Shares when circumstances permit, with the objective of increasing Shareholders' value and to improve, *inter alia*, the return of equity of the Group. A share buy-back at an appropriate price level is one of the ways through which the return on equity of the Group may be enhanced. Share purchases or acquisitions provide the Company with an easy mechanism to facilitate the return of surplus cash

over and above the ordinary capital requirements, in an expedient and cost efficient manner. Share purchases or acquisitions also allow the Directors to exercise control over the Company's share structure and may, depending on market conditions, lead to an enhancement of the EPS and/or NTA per share of the Company.

- (b) The Share Buy-Back Mandate will provide the Company with an efficient mechanism to enhance return to Shareholders when circumstances permit. The Share Buy-Back Mandate will also give the Company the opportunity to purchase or acquire Shares when such Shares are undervalued, to help mitigate short-term market volatility and to offset the effects of short-term speculation.

2.2. Authority and Limits on the Share Buy-Back Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the proposed Share Buy-Back Mandate, if renewed at the EGM, are summarised below:–

2.2.1 Maximum number of Shares

The total number of Shares which can be purchased pursuant to the Share Buy-Back Mandate is such number of Shares which represents up to a maximum of 10% of the issued ordinary share capital of the Company as at the date of the EGM on which the resolution authorising the same is passed.

Purely for illustrative purposes, on the basis of 359,944,950 Shares in issue as at the Latest Practicable Date, not more than 35,994,495 Shares (representing 10% of the Shares in issue as at that date) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

2.2.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the EGM, at which the renewal Share Buy-Back Mandate is approved, up to the earlier of:–

- (i) the date of the next AGM of the Company;
- (ii) the date by which the next AGM of the Company is required by law to be held;
- (iii) the time when such mandate is revoked or varied by Shareholders in general meeting; or
- (iv) the date on which the share buy-back is carried out to the full extent mandated.

2.2.3 Manner of purchases or acquisitions of Shares

Purchases of Shares can be effected by the Company in either one of the following two ways or both:

- (i) an on-market purchase through the SGX-ST's ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchase**"); and/or

- (ii) an off-market acquisition on an equal access scheme as defined in section 76C of the Act (“**Off-Market Purchase**”). The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Listing Rules and the Act, as they consider fit in the interests of the Company in connection with or in relation to Off-Market Purchase schemes. The Off-Market Purchase scheme must, however, satisfy the following conditions:–
 - (a) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
 - (b) all of those persons shall be given a reasonable opportunity to accept the offers made;
 - (c) the terms of all the offers are the same, except that there shall be disregarded:–
 - (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (2) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
 - (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders containing at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed share buy-back;
- (iv) the consequences, if any of share purchases by the Company that will arise under the Take-over Code or other applicable takeover rules;
- (v) whether the share buy-back, if made, could affect the listing of the Company’s equity securities on the SGX-ST;
- (vi) details of any share buy-back made by the Company in the previous 12 months (whether market acquisitions or off-market acquisitions in accordance with an equal access scheme), giving the total number of shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.2.4 Price Restrictions

The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors must not exceed:–

- (i) in the case of a Market Purchase, 105% of the average closing market price. For this purpose, the average closing market price is:–
 - (a) the average of the closing market prices of the Shares over the last five Market Days (on which transactions in the Shares were recorded) immediately before the date of the Market Purchase by the Company; and
 - (b) deemed to be adjusted for any corporate action that occurs after the relevant five Market Days period; and
- (ii) in the case of an Off-Market Purchase, 105% of the highest price at which a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase Offer stating the purchase price and the relevant terms of the equal access scheme.

(the “**Maximum Price**”) in either case.

2.3. **Status of Purchased Shares**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

2.4. **Treasury Shares**

Under the Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Act are summarised below:–

2.4.1 Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

2.4.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company’s assets may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.4.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:–

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes or pursuant to an employees' share scheme;
- (iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares; or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister of Finance.

2.5. **Source of Funds**

Under the Act, any purchase of Shares pursuant to the Share Buy-Back Mandate may be made out of the Company's capital and/or distributable profits that are available for payment as dividends. In addition, the Act permits the Company to purchase its own Shares out of capital, as well as from its distributable profits as long as the Company is solvent. In addition, in the event that the Company elects to hold the Shares purchased pursuant to the Share Buy-Back Mandate as treasury shares, such treasury shares shall not be regarded for the purpose of computing the maximum number of Shares which the Company is able to buy-back under the Share Buy-Back Mandate.

The Company intends to use internal resources and/or external borrowings to finance the Company's purchase or acquisition of Shares. The purchase or acquisition of Shares will only be undertaken if it can benefit the Company and Shareholders. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity (for example, share trading volume) and working capital of the Company and the Group.

2.6. **Financial Impact**

If the purchased or acquired Shares are cancelled, the issued share capital of the Company will be reduced by the corresponding total purchase price of the Shares purchased or acquired by the Company. The consideration to be paid by the Company for the purchase or acquisition of Shares (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. If, on the other hand, the purchased or acquired Shares are not cancelled but held in treasury, then there is no change in the Company's issued capital. In both cases, Shareholders' funds are reduced by the corresponding total purchase price of the Shares purchased or acquired by the Company. The financial effects are illustrated in paragraphs 2.6.1.

The financial impact on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the proposed Share Buy-Back Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the price at which such Shares are purchased or acquired, the amount (if any) borrowed by the Company to fund the purchase or acquisition and whether the Shares are cancelled or held in treasury.

For illustrative purposes only, assuming that the Company had purchased 35,994,495 Shares representing 10% of the Shares in issue as at the Latest Practicable Date, the financial effects on the audited financial statements of the Company and the Group ended 31 December 2012 would have been as follows:–

2.6.1 Market Purchase and Off-Market Purchase

For illustrative purposes only:

Where the Shares purchased or acquired are cancelled or held in treasury, in a Market Purchase, assuming that the Maximum Price is S\$0.52, which is 5% above the average closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 35,994,495 Shares (representing 10% of the total issued share capital of the Company as at the Latest Practicable Date net of the treasury shares), which is the maximum number of Shares the Company is able to purchase or acquire under and during the duration of the Share Buy-Back Mandate is as follows:–

Assuming using internal resources to purchase the Shares

	Group		Company	
	Before Share Buy-Back S\$'000	After Share Buy-Back S\$'000	Before Share Buy-Back S\$'000	After Share Buy-Back S\$'000
31 December 2012				
Current assets (A)	99,741	81,033	14,274	(4,434)
Current liabilities (B)	50,728	50,728	3,858	3,858
Working capital	49,013	30,305	10,416	(8,292)
Shareholders' funds net of goodwill and intangible assets (C)	68,608	49,900	46,329	27,621
Total borrowings (D)	21,496	21,496	0	0
Profit attributable to equity holders of the Company (E)	5,409	5,409	1,305	1,305
Number of Shares (net of treasury shares) (F)	300,214,950	264,220,455	300,214,950	264,220,455
Weighted Average Number of Shares (net of treasury shares) (G)	298,736,155	262,741,660	298,736,155	262,741,660
Financial Ratios				
NTA per Share (S\$ cents) (C)/(F)	22.85	18.89	15.43	10.45
EPS (S\$ cents) (E)/(G)	1.81	2.06	0.44	0.50
Gearing ratio (times) (D)/(C)	31%	43%	N/A	N/A
Current ratio (times) (A)/(B)	1.97	1.60	3.70	(1.15)

As at 31 December 2013, the Group and the Company had cash and bank balances of approximately S\$40.70 million and S\$3.70 million, respectively. In order to effect a purchase of up to 35,994,495 Shares at the Maximum Price computed as at the Latest Practicable Date, cash reserves from the Group of S\$18.71 million will be required.

Assuming using external borrowings to purchase the Shares

	Group		Company	
	Before Share Buy-Back S\$'000	After Share Buy-Back S\$'000	Before Share Buy-Back S\$'000	After Share Buy-Back S\$'000
31 December 2012				
Current assets (A)	99,741	99,741	14,274	14,274
Current liabilities (B)	50,728	69,436	3,858	22,566
Working capital	49,013	30,305	10,416	(8,292)
Shareholders' funds net of goodwill and intangible assets (C)	68,608	68,065	46,329	45,786
Total borrowings (D)	21,496	40,204	0	18,708
Profit attributable to equity holders of the Company (E)	5,409	4,866	1,305	762
Number of Shares (net of treasury shares) (F)	300,214,950	264,220,455	300,214,950	264,220,455
Weighted Average Number of Shares Shares (net of treasury shares) (G)	298,736,155	262,741,660	298,736,155	262,741,660
Financial Ratios				
NTA per Share (S\$ cents) (C)/(F)	22.85	25.76	15.43	17.33
EPS (S\$ cents) (E)/(G)	1.81	1.85	0.44	0.29
Gearing ratio (times) (D)/(C)	31%	59%	N/A	41%
Current ratio (times) (A)/(B)	1.97	1.44	3.70	0.63

As illustrated above, Assuming that the Market Purchase had taken place on 31 December 2012 and using internal resources, the share buy-back will have the effect of reducing the working capital and the Shareholders' funds (net of goodwill and intangible assets) of the Group and Company, by the purchase price of the Shares purchased. The NTA per Share of the Group as at 31 December 2012 will decrease from 22.85 cents to 18.89 cents for the Group and decrease from 15.43 cents to 10.45 cents for the Company respectively.

Assuming that the Market Purchase had taken place on 31 December 2012 and using external borrowings, the share buy-back will have the effect of reducing the working capital and the Shareholders' funds (net of goodwill and intangible assets) of the Group and Company, by the purchase price of the Shares purchased. The NTA per Share of the Group as at 31 December 2012 will increase from 22.85 cents to 25.76 cents for the Group and increase from 15.43 cents to 17.33 cents for the Company respectively.

Assuming that the Market Purchase had taken place on 31 December 2012 and using internal resources, the basic EPS of the Group for financial year ended 31 December 2012 will increase from 1.81 cents to 2.06 cents for the Group and increase from 0.44 cents to 0.50 cents for the Company respectively as a result of the reduction in the number of issued Shares.

Assuming that the Market Purchase had taken place on 31 December 2012 and using external borrowings, the basic EPS of the Group for financial year ended 31 December 2012 will increase from 1.81 cents to 1.85 cents for the Group and decrease from 0.44 cents to 0.29 cents for the Company respectively as a result of the decrease in profit attributable to equity holders of the Company due to increased interest expense on external bank borrowings.

Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for the financial year ended 31 December 2012, and is not necessarily representative of future financial performance.

The Company will take into account both financial factors (for example, cash surplus, debt position and working capital requirement) and non-financial factors (for example, market conditions and the performance of the Shares) in assessing the relative impact of a share buy-back before execution.

Shareholders who are in doubt as to their respective tax positions or the tax implications of a share buy-back by the Company or who may be subject to tax, whether in or outside Singapore, should consult their own professional advisers.

2.7. Listing Rules

The Listing Rules specify that a listed company shall report all purchases or acquisitions of its Shares to the SGX-ST not later than 9.00 a.m.:– (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its Shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement must include details of the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Shares, as applicable.

While the Listing Rules do not expressly prohibit any purchase of Shares by a listed company during any particular time or times, because the Company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Buy-Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, to comply with Rule 1207(19) of the Listing Manual, the Company will not purchase or acquire any Shares during the period commencing two weeks before the announcement of the Company's financial statements for each of the

first three quarters of its financial year, or one month before the announcement of the Company's full year results, as the case may be, and ending on the date of the relevant results.

2.8. Tax Implications

Members who are in doubt as to their respective tax positions or the tax implications of share purchases or acquisitions by the Company or, who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

2.9. Take-over Code implications

Appendix 2 of the Take-over Code contains the Share Buy-back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out as follows:–

2.9.1 Obligation to make a take-over offer

Pursuant to Appendix 2 of the Take-over Code, when a company buys back its shares, any resulting increase in the percentage of voting rights held by a shareholder and persons acting in concert with him will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in the change of effective control, or as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert:

- (a) a company with its parent, subsidiaries, its fellow subsidiaries, any associated companies of the aforesaid companies, any company whose associated companies include any of the aforesaid companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid companies for the purchase of shares carrying voting rights;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act in accordance with his instructions, companies controlled by any of the aforesaid persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid persons or companies for the purchase of voting rights.

For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

2.9.2 Effect of Rule 14 and Appendix 2 of the Take-over Code

The effect of Rule 14 of the Take-over Code is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months.

A Shareholder, who is not acting in concert with the Directors, will not be required to make a take-over offer under Rule 14 of the Code if, as a result of the Company purchasing its Shares, the voting rights of the Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting on resolution authorising the Share Buy-Back Mandate at the EGM.

2.9.3 Application of the Take-over Code

Based on substantial Shareholders' notifications received by the Company as at the Latest Practicable Date (which is set out in section 3 of this Circular), Assetraise is a controlling Shareholder of the Company. As the beneficial owner of Assetraise, Mr. Teo Cher Koon, the Managing Director of the Company, is deemed to have an interest in the 127,890,250 Shares held by Assetraise, which is equivalent to approximately 35.53% of the Company's issued Shares.

In the event that the Company undertakes any purchase or acquisition of Shares of up to the maximum limit of 10% of its issued Shares as permitted by the Share Buy-Back Mandate, the aggregate shareholdings and voting rights of the Mr. Teo Cher Koon and persons presumed to be acting in concert with him under the Code (the "**Relevant Parties**") in the Company will increase from approximately 35.53% to approximately

39.48%. Accordingly, if such increase in shareholding were to occur over any 6-month period, the shareholding of the Relevant Parties would have increased by more than 1% and they would be required to make a general offer for the Shares held by the other Shareholders pursuant to Rule 14.1(b) of the Take-over Code.

The Relevant Parties and persons acting in concert with them will be exempted from the requirement to make an offer under Rule 14 of the Take-over Code, subject to the following conditions set out in Appendix 2 of the Take-over Code:–

- (a) the circular to Shareholders on the resolution to approve the Share Buy-Back Mandate contains advice to the effect that by voting for the resolution, Shareholders are waiving their rights to a general offer at the required price from the Relevant Parties and persons acting in concert with them, who, as a result of the Company buying back its Shares, would increase their voting rights to 30% or more, or, if they together hold between 30% and 50% of the Company's voting rights, would increase their voting rights by more than 1% in any 6-month period; and the names of the Relevant Parties and persons acting in concert with them, and their voting rights at the time of the resolution and after the proposed buy-back under the Share Buy-Back Mandate are disclosed in the same circular;
- (b) the resolution to authorise the Share Buy-Back Mandate is approved by a majority of the Shareholders present and voting at the EGM on a poll who could not become obliged to make an offer as a result of the share buy-back under the Share Buy-Back Mandate;
- (c) the Relevant Parties abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Share Buy-Back Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the Share Buy-Back Mandate, each of the Directors is to submit to the SIC a duly signed Form 2 as set out in the Appendix to the SIC's Practice Statement on Share Buy-Back Guidance Note;
- (e) the Relevant Parties not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buy-Back Mandate is imminent and the earlier of:–
 - (i) the date on which the authority of the Share Buy-Back Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the EGM in respect of the proposed Share Buy-Back Mandate or it has decided to cease buying back its Shares, as the case may be,if such acquisitions, taken together with the Share Buy-Back, would cause their aggregate voting rights to increase to 30% or more; and
- (f) the Relevant Parties holding between 30% and 50% of the Company's voting rights, not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buy-Back Mandate is imminent and the earlier of:–
 - (i) the date on which the authority of the Share Buy-Back Mandate expires; and

- (ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the EGM in respect of the proposed Share Buy-Back Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share Buy-Back, would cause their aggregate voting rights to increase by more than one per cent. (1%) in the preceding six (6) months.

It follows that where the aggregate voting rights held by the Relevant Parties increase by more than 1% solely as a result of the Share Buy-Back and none of them has acquired any Shares during the relevant period defined above, then the Relevant Parties would be eligible for the SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption has been granted, would continue to enjoy the exemption.

Shareholders should note that by voting in favour of the Share Buy-Back Mandate, they are waiving their rights to a take-over offer at the required price from the Relevant Parties.

Save as disclosed above, the Directors have confirmed that they are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholders are, or may be regarded as parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a share buy-back pursuant to the Share Buy-Back Mandate.

The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their professional advisers and/or the Securities Industry Council and/or other relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any share purchases or acquisitions by the Company.

The Relevant Parties and persons acting in concert with them (including Assetraise) will abstain from voting at the EGM in respect of the proposed Share Buy-Back Mandate and will not accept nominations as proxy or otherwise for voting at the EGM in respect thereof.

2.10. Details of Share Buy-Back pursuant to a Share Buy-Back Mandate

The Company has not made any share buy-backs in the 12 months preceding the Latest Practicable Date.

2.11. Reporting Requirements

Within thirty days of the passing of the approval of the proposed Share Buy-Back Mandate, the Directors shall lodge a copy of the relevant Shareholders' resolution with the Registrar of Companies (the "**Registrar**").

The Directors shall lodge with the Registrar a notice of share purchase within thirty days of a share buy-back. Such notification shall include the date of the purchases, the number of Shares purchased by the Company, the number of Shares cancelled, the number of treasury shares held, the Company's issued share capital before and after the purchases, the amount of consideration paid by the Company for the purchases and such other particulars as may be required in the prescribed form.

Within thirty days of the cancellation or disposal of treasury shares in accordance with the provisions of the Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form.

2.12. Listing Status on the SGX-ST

The Listing Manual requires an issuer to ensure that at least 10.0% of any class of its listed securities must be held by the public. The Company will ensure that any Share purchased by the Company will not result in a fall in the percentage of Shares held by the public to below 10.0% of the total number of issued Shares. The number of Shares held in the hands of the public was 176,784,700 Shares or approximately 49.11% of the Company's issued share capital as at the Latest Practicable Date.

Assuming that (a) the Company purchases a maximum of 10.0% of the issued Shares from the public and (b) the Shares held by the substantial Shareholders of the Company and the Directors remain unchanged, the percentage of Shares in the hands of the public after such a buy-back will be approximately 43.46%.

The Directors will use their best efforts to ensure that the Company does not effect a purchase of Shares which would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the orderly trade of the Shares or the listing status of the Company.

As at the Latest Practicable Date, the Company has 179,972,475 outstanding warrants apart from its Shares listed on the SGX-ST.

3. DISCLOSURE OF DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders, based on information recorded in the Register of Directors' and Substantial Shareholders' Shareholdings, respectively, maintained by the Company pursuant to Section 164 and Section 88 of the Act, respectively, as at the Latest Practicable Date, are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors						
Lim Siang Kai	0	0	0	0	0	0
Teo Cher Koon ⁽¹⁾	0	0	127,890,250	35.53	127,890,250	35.53
Kong Deyang	2,050,000	0.57	0	0	2,050,000	0.57
Soh Beng Keng	0	0	0	0	0	0
Tay Gim Sin, Leonard	396,000	0.11	0	0	396,000	0.11
Substantial Shareholder (other than Directors)						
Assetraise Holdings Limited ⁽¹⁾	127,890,250	35.53	0	0	127,890,250	35.53
Karl Walter Braun	20,000,000	5.56	0	0	20,000,000	5.56
Tan Thiam Chye	32,794,000	9.11	30,000	0.01	32,824,000	9.12
Cheng Siew Heah	15,930,000	4.42	16,894,000	4.7	32,824,000	9.12

- ⁽¹⁾ Assetraise Holdings Limited, a company incorporated in the British Virgin Islands, is beneficially owned entirely by Mr. Teo Cher Koon. As such, Mr. Teo Cher Koon is deemed to have an interest in the 127,890,250 shares held by Assetraise Holdings Limited.

The Company does not have any limits on the shareholding of any Shareholder.

4. DIRECTORS' RECOMMENDATIONS

Save for Mr. Teo Cher Koon, who are required to abstain from recommending Shareholders vote in favour of the proposed Share Buy-Back Mandate, the Directors, having carefully considered the terms and rationale of the Share Buy-Back Mandate, are of the opinion that the renewal of the Share Buy-Back Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the resolution relating to the Share Buy-Back Mandate to be proposed at the EGM.

5. ABSTENTION FROM VOTING

Mr. Teo Cher Koon has informed the Company that save for Assetraise, which is presumed to be acting in concert with Mr. Teo Cher Koon for the purposes of the Take-over Code by virtue of his beneficial ownership in Assetraise, there are no parties acting in concert (as defined under the Take-over Code) with him for the purpose of the Ordinary Resolution relating to the proposed Share Buy-Back Mandate.

Mr. Teo Cher Koon will abstain, and will procure that Assetraise abstains, from voting, whether by representative or proxy, on the Ordinary Resolution relating to the proposed renewal of the Share Buy-Back Mandate.

Mr. Teo Cher Koon will not accept, and will procure that Assetraise does not accept, nominations as proxy or otherwise vote at the EGM in respect of the Share Buy-Back Mandate unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes be cast for the Ordinary Resolution.

6. 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 proposed renewal of the Share Buy-Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at No. 10 Kaki Bukit Road 1, #01-30 KB Industrial Building, Singapore 416175 during normal business hours from the date of this Circular up to and including the time and date of the EGM:

- (a) the Memorandum and Articles of the Company; and
- (b) the audited financial statements of the Group and the Company for the financial year ended 31 December 2012.

Yours faithfully
For and on behalf of the Board of Directors of
ISDN Holdings Limited

Teo Cher Koon
Managing Director and President

ISDN HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company registration no. 200416788Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of **ISDN Holdings Limited** (the “**Company**”) will be held at 12 Kallang Way #02-01 Nova Building, Singapore 349216 on 25 April 2014 at 10 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 9 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolution:

ORDINARY RESOLUTION

THE RENEWAL OF THE SHARE BUY-BACK MANDATE THAT:

- (1) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore, (the “**Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire issued ordinary shares fully paid in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

- (a) on-market purchases on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Market Purchase**”); and/or
- (b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act (“**Off-Market Purchase**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”).

- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (a) the date on which the next annual general meeting of the Company is held;
- (b) the date by which the next annual general meeting of the Company is required by law to be held;
- (c) the time when such mandate is revoked or varied by the shareholders of the Company in general meeting; or
- (d) the date on which the share buy-back is carried out to the full extent mandated, whichever is earlier.

(3) in this Resolution:

“Maximum Percentage” means that number of issued Shares representing 10.0% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the average closing market price. For this purpose, the average closing market price is:
 - (a) the average of the closing market prices of the Shares over the last five (5) Market Days (on which transactions in the Shares were recorded) immediately before the date of the Market Purchase by the Company; and
 - (b) deemed to be adjusted for any corporate action that occurs after the relevant five (5)-Market Day period; and
 - (ii) in the case of an Off-Market Purchase, 105% of the highest price at which a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme.
- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

Gwendolyn Gn Jong Yuh
Company Secretary

10 April 2014
Singapore

Notes:

- (a) Every Shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy must be deposited at the registered office of the Company at No. 10 Kaki Bukit Road 1, #01-30 KB Industrial Building, Singapore 416175, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any postponement or adjournment thereof. Completion and return of the proxy form by a member will not prevent him from attending and voting at the Extraordinary General Meeting if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.
- (c) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.

ISDN HOLDINGS LIMITED

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

IMPORTANT

1. For investors who have used their CPF moneys to buy shares in the capital of ISDN Holdings Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR THEIR INFORMATION ONLY.
2. This Proxy Form is not valid for use by such CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

I/We*, _____ (name)

of _____ (address)

being a member/members* of ISDN HOLDINGS LIMITED (the “**Company**”), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholding	
		No. of Shares	%
Address			

and/or*

Name	NRIC/Passport No.	Proportion of Shareholding	
		No. of Shares	%
Address			

or failing him/her*, the Chairman of the Meeting (defined below), as my/our* proxy/proxies* to vote for me/us* on my/our* behalf and, if necessary, to demand a poll at the Extraordinary General Meeting (the “**Meeting**”) of the Company to be held at 12 Kallang Way #02-01 Nova Building, Singapore 349216 on 25 April 2014 at 10 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 9 a.m. on the same day and at the same place) and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for or against the Resolution proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies* will vote or abstain from voting at his/her* discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote “For” or “Against” with a tick [✓] within the box provided.)

Ordinary Resolution	For	Against
To approve the renewal of Share Buy-back Mandate		

Dated this _____ day of _____ 2014

Total Number of Shares Held

Signature(s) of Member(s) or Common Seal

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES BELOW CAREFULLY BEFORE COMPLETING THIS FORM

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote in his stead.
2. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
3. A proxy need not be a member of the Company.
4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The instrument appointing a proxy or proxies must be deposited at registered office of the Company at No. 10 Kaki Bukit Road 1, #01-30 KB Industrial Building, Singapore 416175, not less than 48 hours before the time set for the Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. 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 Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository as at 48 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.