

# ISDN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200416788Z)

**NOTICE IS HEREBY GIVEN** THAT an Extraordinary General Meeting of ISDN Holdings Limited (the "**Company**") will be held at 105 Tampines Road #06-06 Wing Tai Industrial Centre Singapore 535127 on the 7 January 2008 at 10 am, to consider and if thought fit, passing with or without any modification the following resolution: -

## **ORDINARY RESOLUTION:**

**THE PROPOSED ACQUISITION BY THE COMPANY OF 49% OF THE EQUITY INTEREST IN THE ISSUED AND PAID-UP SHARE CAPITAL OF DIRAK ASIA PTE LTD FROM TEO CHER KOON, THE MANAGING DIRECTOR AND CONTROLLING SHAREHOLDER OF THE COMPANY, FOR AN AGGREGATE CONSIDERATION OF S\$11,760,000 TO BE SATISFIED BY THE ISSUE OF 13,375,800 NEW SHARES IN THE CAPITAL OF THE COMPANY AND THE PAYMENT OF S\$5,880,000 IN CASH WHICH IS AN INTERESTED PERSON TRANSACTION.**

THAT:

Approval be and is hereby given for the Company's acquisition of 49% of the equity interest in the issued and paid-up share capital of Dirak Asia Pte Ltd for an aggregate consideration of S\$11,760,000 from Mr. Teo Cher Koon under the terms and conditions of a sale and purchase agreement dated 29 October 2007 between the Company and the Vendor (the "**Proposed Acquisition**"), and for this purpose:-

- (a) in consideration for the Proposed Acquisition, approval be and is hereby given for the allotment and issue of 13,375,800 ordinary shares in the capital of the Company, all of which shall rank *pari passu* with the current issued and paid-up ordinary shares of the Company; and
- (b) that the Directors be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to this Resolution.

BY ORDER OF THE BOARD

Gwendolyn Gn Jong Yuh  
Company Secretary  
ISDN Holdings Limited  
Singapore

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## **NOTES:**

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two proxies to attend and vote in his stead and a proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. An instrument of 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 later than 48 hours before the time appointed for the EGM.