

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING ("EGM")** of ISDN Holdings Limited (the "**Company**") will be convened on 11 May 2007 at 105 Tampines Road, #06-06 Wing Tai Industrial Centre, Singapore 535127 at 10.00am, for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:-

ORDINARY RESOLUTION

1. PROPOSED ISDN PERFORMANCE SHARE SCHEME

That:

- (a) a new performance share scheme to be known as the "ISDN Performance Share Scheme" (the "**Scheme**"), the details and rules whereof are set out in the Circular to Shareholders dated 16 April 2007, under which awards ("**Awards**") of fully-paid ordinary shares in the capital of the Company (the "**Shares**") will be issued or delivered (as the case may be) free of charge, to selected employees of the Group, including Directors of the Company, and other selected participants, be and is hereby approved;
- (b) the Performance Share Scheme Committee of the Company be and are hereby authorised:
 - (i) to administer the Scheme;
 - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- (c) the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the Scheme and to allot and issue or deliver from time to time such number of fully-paid Shares as may be required to be issued or delivered pursuant to the vesting of the Awards under the Scheme, provided that the aggregate number of Shares to be issued pursuant to the ISDN ESOS and the Scheme and such other share-based incentive schemes of the Company (if any) shall not exceed fifteen per cent. (15%) of the total issued share capital of the Company from time to time.

2. PARTICIPATION BY TEO CHER KOON

THAT subject to the approval of Resolution 1:-

the participation of, **TEO CHER KOON** who is a Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**")) of the Company, in the Performance Share Scheme be and is hereby approved.

3. PARTICIPATION BY THANG YEE CHIN

THAT subject to the approval of Resolution 1:-

the participation of, **THANG YEE CHIN** who is an associate of the Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**")) of the Company, in the Performance Share Scheme be and is hereby approved.

4. THE PROPOSED SHARE PURCHASE MANDATE

THAT subject to the approval of Resolution 5:-

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) (the "Companies Act"), the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-
 - (i) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
 - (ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,
and otherwise in accordance with all other laws and 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 Purchase Mandate**");
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:-
 - (i) the date on which the next annual general meeting of the Company is held;
 - (ii) the date by which the next annual general meeting of the Company is required by law to be held;
 - (iii) the date on which the share purchases are carried out to the full extent mandated; or
 - (iv) the time when the authority conferred by the proposed share purchase mandate is revoked or varied by the shareholders of the Company in general meeting.
- (c) in this Resolution:-

"**Prescribed Limit**" means ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:-
 - (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 105% of the Average Closing Price of the Shares;

where:-

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as they think fit, which is allowable under the Companies Act.

(e) 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 such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

SPECIAL RESOLUTION

5. THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT Articles 5, 7, 12, 26, 29, 52, 53, 54, 57, 60, 76, 91, 92 and 148(1) of the Articles of Association of the Company, be and are hereby altered, in the manner and to the extent as set out in Appendix II to the Circular.

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn
Company Secretary

16 April 2007

Notes: -

- a. Every shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- b. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxies to vote on its behalf.
- c. 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, at least 48 hours before the time fixed for the Extraordinary General Meeting or any postponement or adjournment thereof.