

CIRCULAR DATED 24 JANUARY 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your ordinary shares of **ISOTEAM LTD.** (the “**Company**”) represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of Extraordinary General Meeting and the enclosed Proxy Form to the purchaser or the transferee or to the stockbroker, bank or 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 and its contents have been reviewed by the Company’s sponsor, Hong Leong Finance Limited (the “**Sponsor**”). It has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Tang Yeng Yuen, Vice President, Head of Corporate Finance, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, Telephone (65) 6415 9886.



ISOTEAM

ISOTEAM LTD.

(Company Registration Number: 201230294M)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ISSUE OF 12,500,000 CONSIDERATION SHARES (AS DEFINED IN THIS CIRCULAR) TO TAISEI ONCHO CO., LTD AT AN ISSUE PRICE OF S\$0.24 FOR EACH CONSIDERATION SHARE AND AN AGGREGATE OF 40,000,000 UNLISTED NON-TRANSFERABLE WARRANTS, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY TO TAISEI ONCHO CO., LTD (THE “PROPOSED TOC ISSUE”)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form :	9 February 2020 at 10:00 a.m.
Date and time of Extraordinary General Meeting :	11 February 2020 at 10:00 a.m.
Place of Extraordinary General Meeting :	8 Changi North Street 1, ISOTeam Building, Singapore 498829

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DEFINITIONS

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

- "Associate"* : (a) in relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means:-
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and its immediate family together (directly or indirectly) have an interest of 30% or more
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- "Board" or "Directors"* : The board of directors of the Company as at the Latest Practicable Date
- "Business Day"* : A day (other than Saturday, Sunday or public holiday) on which banks are open for business in Singapore
- "Catalist"* : The sponsor-supervised listing platform of the SGX-ST
- "Catalist Rules"* : Section B: Rules of the Catalist of the listing manual of the SGX-ST, as may be amended, modified or supplemented from time to time
- "CDP"* : The Central Depository (Pte) Limited
- "CEO"* : Chief Executive Officer
- "Circular"* : This circular to Shareholders dated 24 January 2020 in respect of the Proposed TOC Issue
- "Code"* : The Singapore Code on Take-overs and Mergers
- "Constitution"* : The constitution of the Company
- "Companies Act"* : The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
- "Company"* : ISOTeam Ltd.

DEFINITIONS

<i>“Consideration Shares”</i>	:	An aggregate of 12,500,000 Shares to be issued to TOC at the Issue Price upon the exercise of the Put Option
<i>“Controlling Shareholder”</i>	:	A person who: (a) holds directly or indirectly 15% or more of the issued Shares; or (b) in fact exercises control over the Company
<i>“First Tranche Warrants”</i>	:	27,500,000 unlisted non-transferable warrants to be issued to TOC, each carrying the right to subscribe for one Warrant Share at S\$0.24, on the terms and conditions of the Warrants Deed
<i>“EGM”</i>	:	The extraordinary general meeting of the Company to be held on 11 February 2020, notice of which is given on pages 20 to 22 of this Circular
<i>“EPS”</i>	:	Earnings per Share
<i>“FY”</i>	:	Financial year of the Company ended or ending 30 June (as the case may be)
<i>“Group”</i>	:	The Company and its subsidiaries
<i>“IME”</i>	:	ISO-Integrated M&E Pte. Ltd.
<i>“Issue Price”</i>	:	S\$0.24
<i>“Latest Practicable Date”</i>	:	16 January 2020, being the latest practicable date prior to the printing of this Circular
<i>“LQN”</i>	:	Listing and quotation notice
<i>“Market Day”</i>	:	A day on which SGX-ST is open for securities trading
<i>“Maximum Exercise Scenario”</i>	:	The exercise of all the Warrants issued pursuant to the Proposed TOC Issue
<i>“NTA”</i>	:	Net tangible assets
<i>“Option Shares”</i>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<i>“Second Tranche Warrants”</i>	:	12,500,000 unlisted non-transferable warrants to be issued to TOC, each carrying the right to subscribe for one Warrant Share at the 10 Business Days’ VWAP of the Company’s shares as traded on the Catalist prior to the day of exercise, on the terms and conditions of the Warrants Deed

DEFINITIONS

<i>“Ordinary Resolution”</i>	:	A resolution passed by a simple majority of the Shareholders present and voting in person or by proxy at a general meeting of the Company
<i>“Proposed TOC Issue”</i>	:	The proposed issue of the Consideration Shares and the TOC Warrants to TOC on the terms and subject to the conditions of the SHA and the Warrants Deed respectively
<i>“Put Option”</i>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<i>“Securities Account”</i>	:	The securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
<i>“SFA”</i>	:	The Securities and Futures Act, Chapter 289 of Singapore, as may be amended, modified or supplemented from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“SHA”</i>	:	The shareholders’ agreement among the Company, IME and TOC dated 21 March 2018 as amended by the Supplemental Agreement, regulating the parties’ relationship inter se as shareholders of IME
<i>“Share(s)”</i>	:	Ordinary share(s) in the share capital of the Company
<i>“Shareholders”</i>	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
<i>“Sponsor”</i>	:	Hong Leong Finance Limited
<i>“Substantial Shareholders”</i>	:	A person (including a corporation) who holds directly or indirectly 5% or more of the total Shares
<i>“Supplemental Agreement”</i>	:	The supplemental agreement among the Company, IME and TOC dated 7 January 2020 amending the terms of the Put Option
<i>“TOC”</i>	:	Taisei Oncho Co., Ltd
<i>“TOC Warrants”</i>	:	The First Tranche Warrants and Second Tranche Warrants
<i>“VWAP”</i>	:	Volume-weighted average price
<i>“Warrants Deed”</i>	:	The warrants deed between the Company and TOC dated 7 January 2020 pursuant to which the Company shall allot and issue the TOC Warrants to TOC

DEFINITIONS

“Warrant Share(s)” : The new Shares to be allotted and issued to TOC following the exercise of the TOC Warrants from time to time

Currencies, Units and Others

“S\$” and “cent” : Singapore dollar and cent, respectively

“%” or “per cent” : Per centum or percentage

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

The term **“subsidiary”** shall have the same meaning ascribed to it in Section 5 of the Companies 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 and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular 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 Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference in this Circular to Shares being allotted to a person includes allotment to CDP for the account of that person.

Any discrepancies in figures included in this Circular between the listed amounts and their totals are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

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

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

LETTER TO SHAREHOLDERS

ISOTEAM LTD.

(Company Registration Number: 201230294M)
(Incorporated in the Republic of Singapore)

Board of Directors

David Ng Cheng Lian (Executive Chairman)
Anthony Koh Thong Huat (Executive Director and CEO)
Danny Foo Joon Lye (Executive Director)
Tan Eng Ann (Independent Director)
Soh Chun Bin (Independent Director)
Ng Kheng Choo (Independent Director)

Registered Office

No. 8 Changi North Street 1
ISOTeam Building
Singapore 498829

24 January 2020

To: The Shareholders of ISOTeam Ltd.

Dear Sir/Madam

THE PROPOSED ISSUE OF 12,500,000 CONSIDERATION SHARES (AS DEFINED IN THIS CIRCULAR) TO TASEI ONCHO CO., LTD AT AN ISSUE PRICE OF S\$0.24 FOR EACH CONSIDERATION SHARE AND AN AGGREGATE OF 40,000,000 UNLISTED NON-TRANSFERABLE WARRANTS, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY TO TASEI ONCHO CO., LTD (THE “PROPOSED TOC ISSUE”)

1. INTRODUCTION

The Directors are convening the EGM to be held on 11 February 2020 to seek Shareholders' approval in relation to Ordinary Resolutions 1 and 2 in relation to the Proposed TOC Issue as follows:

- (a) The allotment and issue of the Consideration Shares upon the exercise of the Put Option (as defined in Section 2.1 of this Circular) by TOC; and
- (b) The allotment and issue of 27,500,000 First Tranche Warrants and 12,500,000 Second Tranche Warrants to TOC.

Ordinary Resolutions 1 and 2 in relation to the Proposed TOC Issue are not inter-conditional upon each other.

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the Proposed TOC Issue be tabled at the EGM.

The SGX-ST assumes no responsibility for the accuracy of any of the statements and opinions made and reports contained in this Circular.

2. THE PROPOSED TOC ISSUE

2.1 Background of the Proposed TOC Issue

On 21 March 2018, the Company announced that it had entered into a joint venture with TOC through the sale of 34.1% of the shares in IME, a subsidiary of the Company principally engaged in the provision of building construction, renovation and electrical related services, including

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electrical installation work, installation and maintenance of fire alarm systems and all wire related works in Singapore to TOC for a purchase consideration of S\$3.0 million.

Pursuant to the terms of the SHA signed in connection with the aforesaid joint venture, the Company granted TOC a put option (“**Put Option**”) to require the Company to purchase all of the shares held by TOC in IME (“**Option Shares**”), exercisable at any time commencing from three years after completion of the sale of the IME shares, and satisfied by such number of Shares at the price per Share of a premium of 5% of the 30-day VWAP of the Shares last traded on the Catalist immediately prior to the exercise of the Put Option.

On 17 December 2019, the Company announced that it had entered into a binding term sheet with TOC in relation to the Proposed TOC Issue to, *inter alia*:

- (a) amend the terms of the Put Option such that TOC is entitled to exercise the Put Option at any time in its discretion after the receipt of the approval of Shareholders at the EGM. The aggregate consideration for the Option Shares shall be S\$3.0 million and shall be satisfied by the issue of the Consideration Shares at the Issue Price, subject to the receipt of the LQN in respect of the Consideration Shares; and
- (b) allot and issue the TOC Warrants to TOC.

On 8 January 2019, the Company announced that pursuant to the aforesaid binding term sheet, it had entered into the Warrants Deed and the Supplemental Agreement setting out the terms and conditions of the issue of the TOC Warrants and the Consideration Shares respectively, further details of which are set out in Section 2 of this Circular.

Following completion of the placement of 50,000,000 Shares on 16 January 2020 pursuant to the placement agreement between the Company and OCBC Securities Private Limited dated 17 December 2019, TOC became a substantial shareholder holding 14.92% of the total Shares of the Company.

2.2 Information of TOC

TOC is headquartered in Tokyo, Japan and listed on the JASDAQ Securities Exchange. It is an established mechanical and electrical engineering firm that is primarily involved in design and contract work for air conditioning, plumbing, electrical installation work, maintenance and renovation services. TOC’s clients comprise both the general and industrial sectors. It has 25 sales offices in Japan and across six other markets including the United States of America, China, Hong Kong, Vietnam, India and Australia. Over the years, TOC has expanded its capabilities to include helping its clients with electricity and energy saving, and renewable power generation measures.

To the best of the Company’s knowledge, save as set out in Section 2.1 of this Circular, none of the Company’s Directors or Substantial Shareholders has any connection (including business relationship) with TOC, its directors or substantial shareholders.

2.3 Terms of the Put Option and the TOC Warrants

2.3.1 The Consideration Shares

Pursuant to the Supplemental Agreement amending the terms of the SHA, the parties have agreed that the Put Option shall be exercisable at any time in TOC’s discretion after the receipt of the approval of Shareholders at the EGM. The aggregate consideration for the Option Shares shall be S\$3.0 million and shall be satisfied by the issue of the Consideration Shares at the Issue Price, subject to the receipt of the LQN in respect of the Consideration Shares.

LETTER TO SHAREHOLDERS

The Consideration Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the record date for which falls on or after the date of allotment and issue of the Consideration Shares.

The Consideration Shares represent 3.73% of the total 335,068,122 Shares of the Company as at the Latest Practicable Date. Please refer to Section 4 of the Circular for the changes in shareholding in the Company following the issue of the Consideration Shares.

2.3.2 Terms of the First Tranche Warrants

Pursuant to the Warrants Deed, the Company shall issue the First Tranche Warrants to TOC within three Business Days from the receipt of the LQN for the First Tranche Warrant Shares on, *inter alia*, the following terms and conditions:

Number of First Tranche Warrants	27,500,000 unlisted non-transferable warrants.
Exercise Price	S\$0.24, subject to adjustment(s) in accordance with the terms and conditions of the First Tranche Warrants as set out in the Warrants Deed.
Exercise Period	<p>The First Tranche Warrants may be exercised at any time from the date of issue of the First Tranche Warrants until 30 June 2020, unless such date is a date on which the Register of Warranholders of the Company is closed or is not a Market Day, in which event the exercise period shall end on the Market Day prior to the closure of the Register of Warranholders or the immediately preceding Market Day, as the case may be, but excluding such period(s) during which the Register of Warranholders may be closed pursuant to the terms and conditions of the First Tranche Warrants.</p> <p>The Company will announce the date of expiry of the First Tranche Warrants and send a notice of such expiry to TOC at least one month prior to the date of expiry.</p>
Subscription Rights	Each First Tranche Warrant shall entitle TOC, at any time during the exercise period, to subscribe for one Warrant Share at S\$0.24.
Status of Warrant Shares	The Warrant Shares will, upon allotment and issue, rank <i>pari passu</i> in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the record date for which falls on or after the date of allotment and issue of the Warrant Shares.
Adjustment Events	The number of Warrant Shares issued pursuant to the exercise of the First Tranche Warrants are subject to adjustment in the event of, <i>inter alia</i> , consolidation, subdivision, capitalisation issues, rights issues, bonus issues and certain capital distributions as set out in the Warrants Deed. Any such adjustments shall (unless otherwise provided under the Catalist Rules from time to time) be announced by the Company.
Liquidation	In the event of a voluntary liquidation:

LETTER TO SHAREHOLDERS

- (a) if such winding-up is for the purpose of reconstruction or amalgamation pursuant to a scheme of arrangement to which the Warranholders have approved by way of a special resolution, the terms of such scheme of arrangement shall be binding on all the Warranholders; and
- (b) in any other case, the Company shall give notice thereof to all Warranholders in accordance with the terms and conditions of the TOC Warrants and thereupon every Warranholder shall be entitled, upon and subject to the terms and conditions of the TOC Warrants, not later than two Market Days prior to the proposed general meeting, elect to exercise the Warrants and the Company shall as soon as possible and, in any event, no later than the Market Day immediately prior to the date of the proposed general meeting, allot the relevant Warrant Shares to the Warranholder credited as fully paid.

If the Company is wound-up for any other reason, all TOC Warrants which have not been exercised at the date of the passing of such resolution shall lapse and cease to be valid for any purpose.

The aggregate number of 27,500,000 Warrant Shares to be issued pursuant to the exercise of all the First Tranche Warrants represent 8.21% of the total 335,068,122 Shares of the Company as at the Latest Practicable Date. Please refer to Section 4 of the Circular for the changes in shareholding in the Company following the issue of the Warrant Shares.

2.3.3 Terms of the Second Tranche Warrants

Pursuant to the Warrants Deed, the Company shall issue the Second Tranche Warrants to TOC within three Business Days from the receipt of the LQN for the Second Tranche Warrant Shares on, *inter alia*, the following terms and conditions:

Number of Second Tranche Warrants	12,500,000 unlisted non-transferable warrants.
Exercise Price	10 Business Days' VWAP of the Company's shares as traded on the Catalist prior to the day of exercise, subject to adjustment(s) in accordance with the terms and conditions of the Second Tranche Warrants as set out in the Warrants Deed.
Exercise Period	The Second Tranche Warrants may be exercised at any time from the date of issue of the Second Tranche Warrants until the date falling twenty-four months from such issue date, unless such date is a date on which the Register of Warranholders of the Company is closed or is not a Market Day, in which event the exercise period shall end on the Market Day prior to the closure of the Register of Warranholders or the immediately preceding Market Day, as the case may be, but excluding such period(s)

LETTER TO SHAREHOLDERS

during which the Register of Warrantheolders may be closed pursuant to the terms and conditions of the Second Tranche Warrants.

The Company will announce the date of expiry of the Second Tranche Warrants and send a notice of such expiry to TOC at least one month prior to the date of expiry.

Subscription Rights

Each Second Tranche Warrant shall entitle TOC, at any time during the exercise period, to subscribe for one Warrant Share at the abovementioned exercise price.

Status of Warrant Shares

The Warrant Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the record date for which falls on or after the date of allotment and issue of the Warrant Shares.

Adjustment Events

The number of Warrant Shares issued pursuant to the exercise of the Second Tranche Warrants are subject to adjustment in the event of, *inter alia*, consolidation, subdivision, capitalisation issues, rights issues, bonus issues and certain capital distributions as set out in the Warrants Deed. Any such adjustments shall (unless otherwise provided under the Catalist Rules from time to time) be announced by the Company.

Liquidation

In the event of a voluntary liquidation:

- (c) if such winding-up is for the purpose of reconstruction or amalgamation pursuant to a scheme of arrangement to which the Warrantheolders have approved by way of a special resolution, the terms of such scheme of arrangement shall be binding on all the Warrantheolders; and
- (d) in any other case, the Company shall give notice thereof to all Warrantheolders in accordance with the terms and conditions of the TOC Warrants and thereupon every Warrantheolder shall be entitled, upon and subject to the terms and conditions of the TOC Warrants, not later than two Market Days prior to the proposed general meeting, elect to exercise the Warrants and the Company shall as soon as possible and, in any event, no later than the Market Day immediately prior to the date of the proposed general meeting, allot the relevant Warrant Shares to the Warrantheolder credited as fully paid.

If the Company is wound-up for any other reason, all TOC Warrants which have not been exercised at the date of the passing of such resolution shall lapse and cease to be valid for any purpose.

LETTER TO SHAREHOLDERS

The aggregate number of 12,500,000 Warrant Shares to be issued pursuant to the exercise of all the Second Tranche Warrants represent 3.73% of the total 335,068,122 Shares of the Company as at the Latest Practicable Date. Please refer to Section 4 of the Circular for the changes in shareholding in the Company following the issue of the Warrant Shares.

2.4 Use of Proceeds

Assuming that the Proposed TOC Issue is fully subscribed, the net proceeds to be raised by the Company from the Proposed TOC Issue (after deducting estimated expenses of S\$0.12 million) are approximately S\$9.5 million which is based on the assumption that the Second Tranche Warrants are subscribed at an exercise price of S\$0.24. The Company intends to use S\$4.8 million or 50.5% of the proceeds for business expansion (such as mergers and acquisitions, joint ventures and/or strategic alliances as and when the opportunities arise) and the balance of S\$4.7 million or 49.5% of the net proceeds for general working capital purposes.

Pending deployment, the net proceeds from the Proposed TOC Issue may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may, in their absolute discretion, deem appropriate in the interests of the Group.

The Company will make periodic announcements on the utilisation of the net proceeds from the Proposed TOC Issue as and when the funds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report on the use of the net proceeds from the Proposed TOC Issue in the Company's interim and full year financial statements and the Company's annual report. Where the net proceeds from the Proposed TOC Issue are used for working capital purposes, the Company will provide a breakdown with specific details on how the net proceeds from the Proposed TOC Issue have been applied in the announcements and the status report. Where there is any material deviation from the stated use of the net proceeds from the Proposed TOC Issue, the Company will announce the reasons for such deviation.

2.5 Rationale for the Proposed TOC Issue

The Proposed TOC Issue will provide the Company with funds for growth and expansion with the aim of generating shareholder value.

The Directors are of the opinion that after taking into consideration the Group's present bank facilities and the net proceeds from the Proposed TOC Issue, the working capital available to the Group will be sufficient to meet its present requirements.

2.6 The Issue Price and Exercise Price

The exercise price for the First Tranche Warrants and Issue Price for the Consideration Shares were arrived at pursuant to discussions with TOC, taking into account, among others, the prevailing market price of the Shares, and represents a discount of approximately 1.72% to the volume weighted average price of S\$0.2442 for trades done on the Shares on Catalist on 17 December 2019 being the full market day on which the binding term sheet was signed.

The exercise price of the 10 Business Days' VWAP of the Shares as traded on the Catalist prior to the day of exercise for the Second Tranche Warrants was arrived at pursuant to discussions with TOC, taking into account, among others, potential fluctuations in the prices of trades done on the Shares prior to exercise of the Second Tranche Warrants.

LETTER TO SHAREHOLDERS

2.7 Shareholders' Approval for the Proposed TOC Issue

The issue of the Consideration Shares and the TOC Warrants are subject to the approval of Shareholders under Section 161 of the Companies Act, and Rules 803, 805(1) and 812(2) of the Catalist Rules.

Rule 803 of the Catalist Rules prohibits the issuance of securities to transfer a controlling interest without prior Shareholders' approval. Pursuant to the Proposed TOC Issue, if all the 12,500,000 Consideration Shares are issued and TOC exercises all the TOC Warrants immediately after the allotment and issue of the same, the maximum number of Shares to be issued to TOC is 52,500,000, representing approximately 13.55% of the enlarged share capital of 387,568,122 Shares (assuming the full issue of the Consideration Shares, and the issue and exercise of all the TOC Warrants) ("**Maximum Exercise Scenario**"). This will result in a transfer of controlling interest to TOC as TOC will hold more than 15.0% of the enlarged Shares pursuant to the Maximum Exercise Scenario.

In addition, the Proposed TOC Issue requires the approval of Shareholders under Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules, as the Consideration Shares and TOC Warrants will not be issued pursuant to the general mandate granted by Shareholders during the AGM held on 30 October 2019.

Shareholders' approval is also required under Rule 812(2) of the Catalist Rules as TOC is a restricted person (being a substantial shareholder of the Company) under Rule 812(1) of the Catalist Rules, which states as follows:

"An issue must not be placed to any of the following persons:

- (a) The issuer's directors and substantial shareholders;
- (b) Immediate family members of the directors and substantial shareholders;
- (c) Substantial shareholders, related companies (as defined in Section 6 of the Companies Act), associated companies and sister companies of the issuer's substantial shareholders;
- (d) Corporations in whose shares the issuer's directors and substantial shareholders have an aggregate interest of at least 10%; or
- (e) Any person who, in the opinion of the SGX-ST, falls within category (a) to (d)."

Accordingly, the Company will be seeking Shareholders' approval for the Proposed TOC Issue at the EGM. Please refer to Section 4 of this Circular entitled "Changes in Shareholding Structure" for further information regarding the change in shareholding interests of the Company.

2.8 Listing and Quotation Notice for the Proposed TOC Issue

The Sponsor will be submitting a listing and quotation notice for the Proposed TOC Issue upon receipt of Shareholders' approval for Ordinary Resolutions 1 and 2.

LETTER TO SHAREHOLDERS

3. CHANGES IN SHAREHOLDING STRUCTURE

Based on the shareholdings of the Company as at the Latest Practicable Date, the effects of the Proposed TOC Issue and the exercise of the TOC Warrants on the shareholdings of the Directors and Substantial Shareholders are as follows:-

	As at the Latest Practicable Date		Upon issue of the Consideration Shares		Upon exercise of the First Tranche Warrants only		Upon exercise of the Second Tranche Warrants only		Under the Maximum Exercise Scenario	
	Number of Shares		Number of Shares		Number of Shares		Number of Shares		Number of Shares	
	Total Interest	% ⁽¹⁾	Total Interest	% ⁽²⁾	Total Interest	% ⁽³⁾	Total Interest	% ⁽⁴⁾	Total Interest	% ⁽⁵⁾
Directors										
David Ng Cheng Lian	127,636,406	38.09	127,636,406	36.72	127,636,406	34.03	127,636,406	35.45	127,636,406	32.93
Anthony Koh Thong Huat	127,636,406	38.09	127,636,406	36.72	127,636,406	34.03	127,636,406	35.45	127,636,406	32.93
Danny Foo Joon Lye	127,636,406	38.09	127,636,406	36.72	127,636,406	34.03	127,636,406	35.45	127,636,406	32.93
Tan Eng Ann	-	-	-	-	-	-	-	-	-	-
Soh Chun Bin	-	-	-	-	-	-	-	-	-	-
Ng Kheng Choo	-	-	-	-	-	-	-	-	-	-
Substantial Shareholders (other than Directors)										
ADD Investment Holding Pte. Ltd.	119,954,406	35.80	119,954,406	34.51	119,954,406	31.98	119,954,406	33.31	119,954,406	30.95
Taisei Oncho Co., Ltd	50,000,000	14.92	62,500,000	17.98	90,000,000	24.00	75,000,000	20.83	102,500,000	26.45
Public Shareholders	157,431,716	46.98	157,431,716	45.30	157,431,716	41.97	157,431,716	43.72	157,431,716	40.62

LETTER TO SHAREHOLDERS

Notes:

- (1) Based on 335,068,122 Shares as at the Latest Practicable Date.
- (2) Based on 347,568,122 Shares in the capital of the Company assuming that the Consideration Shares are issued.
- (3) Based on 375,068,122 Shares in the capital of the Company, assuming that the Consideration Shares are issued, all the First Tranche Warrants are exercised, and none of the Second Tranche Warrants are exercised.
- (4) Based on 360,068,122 Shares in the capital of the Company, assuming that the Consideration Shares are issued, all the Second Tranche Warrants are exercised, and none of the First Tranche Warrants are exercised.
- (5) Based on 387,568,122 Shares in the capital of the Company under the Maximum Exercise Scenario.

Save for 50,000,000 Shares held as at the Latest Practicable Date, TOC is not interested in any Shares or instruments convertible into, rights to subscribe for and/or options in respect of Shares issued by the Company.

Under Rule 14 of the Code, (a) any person who acquires, whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights in the Company; or (b) any person who, together with persons acting in concert with him, holds not less than 30.0% but not more than 50.0% of the voting rights in the Company and such person, or any person acting in concert with him, acquires in any period of six (6) months additional Shares carrying more than 1.0% of the voting rights, he is required to make a mandatory general offer for all the Shares in the Company which he does not already own or control.

Following the issue of the Consideration Shares and the TOC Warrants, TOC will hold approximately 17.98% of the enlarged 347,568,122 Shares (assuming none of the TOC Warrants are exercised) and approximately 26.45% of the enlarged 387,568,122 Shares under the Maximum Exercise Scenario. No persons are deemed to be TOC's concert parties as at the Latest Practicable Date.

In the event that TOC at any time acquires 30.0% or more of the voting rights in the Company, TOC will be required to make a mandatory general offer for all the remaining Shares in issue not already owned, controlled or agreed to be acquired by it.

LETTER TO SHAREHOLDERS

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS AS AT THE LATEST PRACTICABLE DATE

The shareholding interests of the Directors and Substantial Shareholders as at the Latest Practicable Date are as follows:

	As at the Latest Practicable Date			%(¹)
	Direct interest	Deemed interest	Total Interest	
Directors				
David Ng Cheng Lian	7,682,000	119,954,406	127,636,406	38.09
Anthony Koh Thong Huat	7,682,000	119,954,406	127,636,406	38.09
Danny Foo Joon Lye	-	127,636,406	127,636,406	38.09
Tan Eng Ann	-	-	-	-
Soh Chun Bin	-	-	-	-
Ng Kheng Choo	-	-	-	-
Substantial Shareholders (other than Directors)				
ADD Investment Holding Pte. Ltd.	79,954,406	40,000,000	119,954,406	35.80
Taisei Oncho Co., Ltd	50,000,000	-	50,000,000	14.92

Notes:

(1) Based on 335,068,122 Shares as at the Latest Practicable Date.

Save as disclosed in this Circular, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed TOC Issue, other than through their respective shareholdings in the Company (if any).

5. FINANCIAL EFFECTS OF THE PROPOSED TOC ISSUE

The financial effects of the issuance of the Proposed TOC Issue are **for illustrative purposes only** and do not reflect the actual financial performance or position of the Group after the Proposed TOC Issue and/or exercise of the TOC Warrants. The financial effects set out below have been prepared based on the latest audited financial statements of the Group for FY2019 and on the following key assumptions:

- (a) The effects on EPS have been computed assuming the Proposed TOC Issue was completed on 1 July 2018.
- (b) The effects on NTA per share have been computed assuming the Proposed TOC Issue was completed on 30 June 2019.

LETTER TO SHAREHOLDERS

5.1 **EPS**

(Singapore cents)	Before the Proposed issue ⁽²⁾	TOC	After allotment of 50 million shares ⁽³⁾	After allotment of 50 million shares and issue of the Consideration Shares Only ⁽⁴⁾	After allotment of 50 million shares, issue of the Consideration Shares and the Warrant Shares ⁽⁵⁾
Net profits attributable to ordinary shareholders of the Company (S\$'000) ⁽¹⁾	6,779		6,419	6,419	6,419
Effect of the Proposed TOC Issue on the EPS	2.37		2.24	2.24	2.24

Notes:

- (1) Based on the profits of the Group as at 30 June 2019.
- (2) Based on 285,068,122 Shares as at the date of the Warrants Deed and Supplemental Agreement.
- (3) Based on 335,068,122 Shares after the allotment of 50,000,000 shares to TOC pursuant to the placement announced on 17 December 2019 and completed on 15 Jan 2020.
- (4) Based on 347,568,122 Shares after the allotment of 50,000,000 shares to TOC pursuant to the placement announced on 17 December 2019 and completed on 15 Jan 2020 and assuming the exercise of the Put Option by TOC.
- (5) Based on 387,568,122 Shares after the allotment of 50,000,000 shares to TOC pursuant to the placement announced on 17 December 2019 and completed on 15 Jan 2020, assuming the exercise of the Put Option by TOC and full exercise of 40,000,000 TOC Warrants.

LETTER TO SHAREHOLDERS

5.2 **NTA per Share**

(Singapore cents)	Before the Proposed issue ⁽²⁾	TOC	After allotment of 50 million shares ⁽³⁾	After allotment of 50 million shares and issue of the Consideration Shares Only ⁽⁴⁾	After allotment of 50 million shares, issue of the Consideration Shares and the Warrant Shares ⁽⁵⁾
NTA (S\$'000) ⁽¹⁾	59,554		71,194	71,194	80,794
Effect of the Proposed TOC Issue on the NTA per Share	2.37		2.24	2.24	2.24

Notes:

- (1) Based on net tangible assets of the Group as at 30 June 2019.
- (2) Based on 285,068,122 Shares as at the date of the Warrants Deed and Supplemental Agreement.
- (3) Based on 335,068,122 Shares after the allotment of 50,000,000 Shares to TOC pursuant to the placement announced on 17 December 2019 and completed on 15 Jan 2020.
- (4) Based on 347,568,122 Shares after the allotment of 50,000,000 Shares to TOC pursuant to the placement announced on 17 December 2019 and completed on 15 Jan 2020 and assuming the exercise of the Put Option by TOC.
- (5) Based on 387,568,122 Shares after the allotment of 50,000,000 Shares to TOC pursuant to the placement announced on 17 December 2019 and completed on 15 Jan 2020, assuming the exercise of the Put Option by TOC and full exercise of 40,000,000 TOC Warrants.

6. **DIRECTORS' RECOMMENDATIONS**

- 6.1 The Directors have considered and reviewed, *inter alia*, the terms of the Proposed TOC Issue, the rationale for, and the financial effects of the Proposed TOC Issue, and all other relevant facts set out in this Circular. The Directors are collectively of the view that the Proposed TOC Issue is in the best interests of the Company and its Shareholders and therefore recommend that Shareholders vote in favour of Ordinary Resolutions 1 and 2 regarding the Proposed TOC Issue at the EGM.
- 6.2 In giving the above recommendations regarding the Proposed TOC Issue, the Directors have not had regard to the general or specific investment objectives, financial situation, tax position or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, it is recommended that any individual Shareholder who may require specific advice in relation to his investment portfolio should consult his

LETTER TO SHAREHOLDERS

stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 20 to 22 of this Circular, will be held at 8 Changi North Street 1, ISOTeam Building, Singapore 498829, for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions set out in the notice of EGM.

8. ABSTENTION FROM VOTING

TOC and/or its Associates will abstain from voting in respect of the Proposed TOC Issue. They will also not accept nominations as proxies or otherwise for voting in respect of Ordinary Resolutions 1 and 2 at the EGM unless specific instruction has been given in the proxy form as to the manner in which votes are to be cast in respect of such Ordinary Resolutions.

9. UNDERTAKING TO VOTE IN FAVOUR OF THE PROPOSED TOC ISSUE

The Company has been informed that ADD Investment Holding Pte Ltd, Anthony Koh Thong Huat, David Ng Cheng Lian, Danny Foo Joon Lye, and three minority shareholders, who are directly or indirectly interested in an aggregate of 164,512,110 Shares representing approximately 49.1% of the Company's Shares as at the Latest Practicable Date, have given undertakings to TOC to:

- (a) Vote in favour of the Proposed TOC Issue at the EGM; and
- (b) Ensure that they shall not sell, transfer or otherwise deal with any of the abovementioned Shares with any other third party until the date of the EGM.

10. ACTION TO BE TAKEN BY SHAREHOLDERS

- 10.1 Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf will find a Proxy Form attached to this Circular which they should complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at No. 8 Changi North Street 1, ISOTeam Building, Singapore 498829, not less than 48 hours before the time fixed for the EGM. The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy if he finds that he is able to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.
- 10.2 A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears in the Depository Register, as certified by CDP as at 72 hours before the EGM.

11. 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 TOC Issue, the Company and its subsidiaries, and the Directors are

LETTER TO SHAREHOLDERS

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 this Circular in its proper form and context.

11. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection by Shareholders at the registered office of the Company at No. 8 Changi North Street 1, ISOTeam Building, Singapore 498829, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2019;
- (c) the SHA; and
- (d) the Warrants Deed.

Yours faithfully
For and on behalf of the Board of Directors

ANTHONY KOH THONG HUAT
Executive Director and CEO

NOTICE OF EXTRAORDINARY GENERAL MEETING

ISOTEAM LTD.

(Company Registration Number: 201230294M)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **ISOTEAM LTD.** (the “**Company**”) will be held at 8 Changi North Street 1, ISOTeam Building, Singapore 498829 on 11 February 2020 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions as set out below:

*All capitalised terms use in this Notice of Extraordinary General Meeting which are not defined herein shall have the same meaning ascribed to them in the circular to shareholders of the Company dated 24 January 2020 (the “**Circular**”).*

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

THE PROPOSED ISSUE OF 12,500,000 CONSIDERATION SHARES (AS DEFINED IN THIS CIRCULAR) TO TAISEI ONCHO CO., LTD AT AN ISSUE PRICE OF S\$0.24 FOR EACH CONSIDERATION SHARE AND AN AGGREGATE OF 40,000,000 UNLISTED NON-TRANSFERABLE WARRANTS, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY TO TAISEI ONCHO CO., LTD (THE “PROPOSED TOC ISSUE”)

AS ORDINARY RESOLUTIONS

RESOLUTION 1: THE PROPOSED ISSUE OF 12,500,000 CONSIDERATION SHARES TO TOC AT AN ISSUE PRICE OF S\$0.24 PER CONSIDERATION SHARE

That:

- (a) pursuant to Section 161 of the Companies Act (Cap. 50) and Chapter 8 of the Catalist Rules of the SGX-ST, approval be and is hereby given to the directors of the Company (the “**Directors**”) or any of them to allot and issue 12,500,000 Consideration Shares to TOC, each at the issue price of S\$0.24 on the terms and conditions of the shareholders’ agreement among the Company, TOC and ISO-Integrated M&E Pte. Ltd. dated 21 March 2018 as supplemented by the supplemental agreement dated 7 January 2020 (the “**SHA**”);
- (b) approval be and is given under Rule 803 of the Catalist Rules to the transfer of controlling interest which may take place upon the allotment and issue of the Consideration Shares;
- (c) the Directors or any of them be and are hereby authorised to take such steps, make such amendments to the SHA (provided that the amendments are not material) and exercise such discretion as they may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (d) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the allotment and issue of the Consideration Shares and any of all matters set out in this Ordinary Resolution as they may think fit, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

NOTICE OF EXTRAORDINARY GENERAL MEETING

RESOLUTION 2: THE PROPOSED ISSUE OF 27,500,000 FIRST TRANCHE WARRANTS AND 12,500,000 SECOND TRANCHE WARRANTS TO TOC AND THE NEW SHARES TO BE ALLOTTED AND ISSUED TO TOC FOLLOWING THE EXERCISE OF THE TOC WARRANTS

That:

- (a) pursuant to Section 161 of the Companies Act (Cap. 50) and Chapter 8 of the Catalist Rules of the SGX-ST, approval be and is hereby given for the creation, allotment and issue of 27,500,000 non-listed, non-transferable warrants to TOC, each carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the “**Warrant Shares**”) at an exercise price of S\$0.24 per Warrant Share (the “**First Tranche Warrants**”), and a further 12,500,000 non-listed, non-transferable warrants to TOC, each carrying the right to subscribe for one (1) Warrant Share at an exercise price of the 10 Business Days’ VWAP of the Company’s shares as traded on the Catalist prior to the day of exercise per Warrant Share (the “**Second Tranche Warrants**”, and together with the First Tranche Warrants, the “**TOC Warrants**”) pursuant the Warrants Deed dated 7 January 2020 (which shall be subject to adjustment under such circumstances as may be provided in the terms and conditions of the TOC Warrants), such TOC Warrants to be exercised during the Exercise Period;
- (b) approval be and is hereby given for the creation, allotment and issue of such additional warrants as may be required or permitted to be issued in accordance with the terms and conditions of the TOC Warrants (any such further warrants to rank *pari passu* with the TOC Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the TOC Warrants);
- (c) approval be and is hereby given for the allotment and issue (notwithstanding that the issue thereof may take place after the next or ensuing annual or other general meeting of the Company):
 - (i) upon exercise of the TOC Warrants, such number of Warrant Shares as may be required or permitted to be allotted and issued on the exercise of the TOC Warrants, subject to and in accordance with the terms and conditions of the TOC Warrants; and
 - (ii) on the same basis as sub-paragraph (i) above, such further Warrant Shares as may be required to be allotted and issued on the exercise of any additional warrants referred to in paragraph (b) above,

in each case, such Warrant Shares to be credited as fully paid when issued and to rank *pari passu* in all respects with the then existing Shares, including all dividends, rights, allotments or other distributions the record date for which falls on or after the date of issue of the Warrant Shares;

- (d) approval be and is given under Rule 803 of the Catalist Rules to the transfer of controlling interest which may take place upon the allotment and issue of the Warrant Shares pursuant to the exercise of the TOC Warrants;
- (e) the Directors or any of them be and are hereby authorised to take such steps, make such amendments to the Warrants Deed (provided that the amendments are not material) and exercise such discretion as they may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (f) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the allotment and issue of the TOC Warrants, the Warrant Shares and any of all matters set out in this Ordinary Resolution as they may think fit, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

By Order of the Board

Wee Woon Hong
Lwin Lwin Aung
Company Secretaries
24 January 2020

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM of the Company may appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- (2) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
- (3) The instrument appointing a proxy must be duly deposited at the registered office of the Company at No. 8 Changi North Street 1, ISOteam Building, Singapore 498829 not later than 48 hours before the time appointed for the holding of the EGM.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a 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) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

PERSONAL DATA PRIVACY:

Where a member of the Company submits an instrument 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 (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.

PROXY FORM

ISOTEAM LTD.

(Company Registration Number: 201230294M)
(Incorporated in the Republic of Singapore)

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 24 January 2020. "Personal data" in this proxy form has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your and your proxy's and/or representative's name, address and NRIC/Passport No.

PROXY FORM

EXTRAORDINARY GENERAL MEETING

I/We, _____ (Name) *NRIC /
Passport

number / Company Registration No. of

_____ (Address)

being a *member/members of ISOTeam Ltd. (the "**Company**") hereby appoint:-

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

*and/or

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

or failing *him/her, the Chairman of the Extraordinary General Meeting ("**EGM**") of the Company as *my/our *proxy/proxies to attend and to vote for *me/us on *my/our behalf at the EGM of the Company to be held at 8 Changi North Street 1, ISOTeam Building, Singapore 498829 on 11 February 2020 at 10:00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against 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 will vote or abstain from voting at his/their discretion.

	Please tick here if more than two proxies will be appointed (Please refer to note 3). This is only applicable for intermediaries such as banks and capital markets services licence holders which provide custodial services.
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All resolutions put to the vote at the EGM shall be decided by way of poll.

No.	Ordinary Resolutions Relating to:	Number of Votes For **	Number of Votes Against**
1.	The Proposed Issue of Consideration Shares to TOC		
2.	The Proposed Issue of TOC Warrants to TOC		

* Delete accordingly

** If you wish to exercise all your votes "For" or "Against", please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

PROXY FORM

Dated this day of 2020

Signature(s) of Shareholder(s)/or Common Seal

Total Number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

IMPORTANT: PLEASE READ NOTES OVERLEAF.

PROXY FORM

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 Securities and Futures Act (Chapter 289) of Singapore or any statutory modification thereof, as the case may be), 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 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 instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member of the Company who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend and vote at an EGM of the Company. Where such member appoints more than one proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at an EGM of the Company, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

“**relevant intermediary**” means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing the a proxy or proxies must be deposited at the Company’s registered office at No. 8 Changi North Street 1, ISOTeam Building, Singapore 498829 not less than 48 hours before the time appointed for the EGM.
 5. A proxy need not be a member of the Company.
 6. The instrument appointing a proxy or proxies must be under the hand of the appointer or his/her 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 a duly authorised officer.
 7. Where an instrument appointing a proxy is signed on behalf of the appointer 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, Cap. 50 of Singapore.

PROXY FORM

9. The submission of an instrument or form appointing a proxy by a member does not preclude him/her from attending and voting in person at the EGM if he/she so wishes.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the EGM, as certified by the Depository to the Company.
11. Terms not defined herein shall have the meanings ascribed to therein the circular to Shareholders dated 24 January 2020.