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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in ISP Global Limited (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

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## **ISP Global Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8487)**

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF INDEPENDENT AUDITORS, AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**AGM**”) to be held at 3 Ang Mo Kio Street 62, #01-39 LINK@AMK, Singapore 569139 on Friday, 21 December 2018 at 10:00 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong and in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 10:00 a.m. on Wednesday, 19 December 2018) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment if you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for seven days from the date of its posting and on the Company’s website at [www.ispg.hk](http://www.ispg.hk).

22 November 2018

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                            |   |
|----------------------------|---|
| “AGM”                      | the annual general meeting of the Company to be held at 3 Ang Mo Kio Street 62, #01-39 LINK@AMK, Singapore 569139 on Friday, 21 December 2018 at 10:00 a.m.   |
| “AGM Notice”               | the notice convening the AGM as set out on pages 15 to 19 of this circular  |
| “Articles of Association”  | the amended and restated articles of association of the Company adopted on 14 December 2017, as amended, supplemented or otherwise modified from time to time |
| “Board”                    | the board of Directors  |
| “close associate(s)”       | has the meaning ascribed to it under the GEM Listing Rules  |
| “Companies Law”            | the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time  |
| “Company”                  | ISP Global Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM                      |
| “controlling shareholder”  | has the meaning ascribed to it under the GEM Listing Rules  |
| “core connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules  |
| “Director(s)”              | director(s) of the Company  |
| “GEM”                      | GEM operated by the Stock Exchange  |
| “GEM Listing Rules”        | the Rules Governing the Listing of Securities on GEM (as amended from time to time)   |
| “Group”                    | the Company and its subsidiaries  |

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## DEFINITIONS

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|-------------------------------|---|
| “Latest Practicable Date”     | 15 November 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular  |
| “Proposed Extension Mandate”  | to extend the Proposed Issue Mandate to the Directors to issue and allot additional Shares by adding the number of Shares repurchased by the Company under the Proposed Repurchase Mandate                              |
| “Proposed Issue Mandate”      | a general mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution at the AGM |
| “Proposed Repurchase Mandate” | a general mandate to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution at the AGM                 |
| “Prospectus”                  | prospectus of the Company dated 29 December 2017 issued in connection with the listing of Shares on the GEM   |
| “SFO”                         | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time  |
| “Share(s)”                    | ordinary share(s) of HK\$0.01 each in the share capital of the Company  |
| “Shareholders”                | the holder(s) of the Share(s)   |
| “Stock Exchange”              | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code”              | The Hong Kong Code on Takeovers and Mergers (as amended from time to time)  |
| “HK\$”                        | Hong Kong dollars, the lawful currency of Hong Kong   |
| “S\$”                         | Singapore dollars, the lawful currency of Singapore   |

All times and dates referred to in this circular refer to Hong Kong local times and dates.

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## LETTER FROM THE BOARD

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### ISP Global Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8487)**

*Executive Directors:*

Mr. Mong Kean Yeow (*Chairman*)

Ms. Choon Shew Lang

Mr. He Pengfei

*Independent non-executive Directors:*

Mr. Tang Chi Wai

Mr. Lim Loo Kit

Mr. Lim Meng Yi

*Registered Office*

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place  
of Business in Singapore:*

3 Ang Mo Kio Street 62

#01-39 LINK@AMK

Singapore 569139

*Principal Place of Business  
in Hong Kong:*

Suites 1604-6, 16/F

ICBC Tower, 3 Garden Road

Central, Hong Kong

22 November 2018

*To the Shareholders*

Dear Sirs or Madams,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
RE-APPOINTMENT OF INDEPENDENT AUDITORS,  
AND  
NOTICE OF AGM**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following matters to be put forward at the AGM for Shareholders' consideration and, if thought fit, approval of, among other things:

- (i) the grant of the Proposed Issue Mandate to the Directors;
- (ii) the grant of the Proposed Repurchase Mandate to the Directors;
- (iii) the grant of the Proposed Extension Mandate to the Directors;
- (iv) the re-election of Directors; and
- (v) the re-appointment of independent auditors of the Company,

and to give you the AGM notice.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

#### (a) Proposed Issue Mandate

As stated in the Prospectus, the Shareholders on 14 December 2017 granted a general mandate for the Directors to exercise the powers of the Company to allot and issue Shares. Such mandate will expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Issue Mandate, which if granted, will allow the Directors to allot, issue and deal with Shares up to 20% of the total number of Shares in issue as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 800,000,000 Shares were in issue. Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 160,000,000 Shares. The grant of the Proposed Issue Mandate will provide the Directors with flexibility to issue Shares when it is in the interest of the Company to do so. As of the Latest Practicable Date, there was no present intention to issue any Shares pursuant to the Proposed Issue Mandate if it is granted by the Shareholders at the AGM.

#### (b) Proposed Repurchase Mandate

As stated in the Prospectus, the general mandate granted by the Shareholders to the Directors on 14 December 2017 to exercise the powers of the Company to repurchase Shares will also expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Repurchase Mandate, which if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 800,000,000 Shares were in issue. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 80,000,000 Shares. As of the Latest Practicable Date, there was no present intention for any repurchase of Shares pursuant to the Proposed Repurchase Mandate if it is granted by the Shareholders at the AGM.

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## LETTER FROM THE BOARD

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### (c) Proposed Extension Mandate

An ordinary resolution will be proposed at the AGM to approve the extension of the Proposed Issue Mandate to include the total number of such Shares (if any) repurchased under the Proposed Repurchase Mandate provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate will continue to be in force until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company immediately after the AGM;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under the corresponding resolution as set out in the AGM Notice by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the GEM Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises six Directors, namely Mr. Mong Kean Yeow, Ms. Choon Shew Lang, Mr. He Pengfei, Mr. Tang Chi Wai, Mr. Lim Loo Kit and Mr. Lim Meng Yi.

According to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Mong Kean Yeow and Mr. Lim Loo Kit shall retire at the AGM and being eligible, would offer themselves for re-election.

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## LETTER FROM THE BOARD

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Mr. Lim Loo Kit, being an independent non-executive Director, has made a confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Mr. Lim Loo Kit is independent in accordance with the independence guidelines.

Reference is made to the announcement of the Company dated 7 September 2018 in relation to, *inter alia*, the appointment of Mr. He Pengfei as an executive Director of the Company with effect from 7 September 2018. Article 112 of the Articles of Association provides that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board shall hold office only until the first general meeting of the Company after his appointment (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election. Accordingly, Mr. He Pengfei shall retire at the AGM and being eligible, would offer himself for re-election.

Brief biographical details of Mr. Mong Kean Yeow, Mr. Lim Loo Kit and Mr. He Pengfei are set out in Appendix II to this circular.

### **RE-APPOINTMENT OF INDEPENDENT AUDITORS**

Deloitte & Touche LLP will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditors' remuneration for the ensuing year.

### **AGM**

The AGM will be held at 3 Ang Mo Kio Street 62, #01-39 LINK@AMK, Singapore 569139 on Friday, 21 December 2018 at 10:00 a.m.. The AGM Notice is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong and in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 10:00 a.m. on Wednesday, 19 December 2018) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 December 2018 to Friday, 21 December 2018 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, 17 December 2018. Shareholders whose names appear on the Company's register of members on Friday, 21 December 2018 will be eligible to attend and vote at the AGM.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 17.47(4) of the GEM Listing Rules) to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM will be voted by poll, and an announcement on the poll vote results will be made by the Company in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors believe that the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favor of these resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board  
**Mong Kean Yeow**  
*Chairman and executive Director*

This Appendix contains information required under Rule 13.08 of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate.

### **1. SHAREHOLDERS' APPROVAL**

All proposed repurchases of shares by the Company with its primary listing on GEM must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchases.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 800,000,000 Shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 80,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution, during the period from the date of the passing of the resolution to the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting ("**Proposed Repurchase Period**").

### **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved at the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings of the Company per Share.

### **4. SOURCE OF FUNDS**

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds legally available for such purpose in accordance with the memorandum and Articles of Association, the Companies Law, the applicable laws of the Cayman Islands and the GEM Listing Rules.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 30 June 2018) in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in

the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

## 5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange each month since the Company's listing on GEM on 16 January 2018 and up to the Latest Practicable Date are as follows:

|   | Price per Share   |                  |
|---|-------------------|------------------|
|   | Highest<br>(HK\$) | Lowest<br>(HK\$) |
| <b>2018</b>   |                   |                  |
| January (since the Shares were listed on GEM on<br>16 January 2018) | 0.93              | 0.37             |
| February  | 0.70              | 0.52             |
| March   | 0.89              | 0.56             |
| April   | 2.06              | 0.54             |
| May   | 2.71              | 1.78             |
| June  | 3.09              | 2.18             |
| July  | 2.86              | 2.00             |
| August  | 3.13              | 1.61             |
| September   | 3.92              | 2.15             |
| October   | 3.60              | 2.16             |
| November (up to the Latest Practicable Date)                        | 2.49              | 1.90             |

## 6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will only exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in the proposed resolution in accordance with the GEM Listing Rules, the Companies Law, the Articles of Association and the applicable laws of the Cayman Islands.

## 7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

None of the core connected persons of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Company is authorized to make repurchases of the Shares.

**8. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Express Ventures Global Limited ("**Express Ventures**") which is legally and beneficially owned as to 97.14% by Mr. Mong Kean Yeow, the chairman of the Board and an executive Director, and as to 2.86% by Ms. Choon Shew Lang, an executive Director and chief executive officer, was interested in 573,700,000 Shares, representing approximately 71.71% of all issued Shares. As at the Latest Practicable Date, as the shareholding of Express Ventures in the Company is over 50%, the Directors are not aware of any circumstances which would give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code solely as a consequence of any repurchase made pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would result in the number of Shares held by the public being reduced to less than 25% of the entire issued share capital of the Company.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

**BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION**

The brief biographical details of the Directors eligible for re-election at the AGM are set out below.

**Mr. Mong Kean Yeow**

Mr. Mong Kean Yeow (蒙景耀), aged 50, is the chairman, an executive Director and one of the controlling shareholders of the Company. He was appointed as a Director on 21 July 2017 and was redesignated as an executive Director and appointed as the chairman of the Board on 14 December 2017. Mr. Mong is the co-founder of ISPL Pte. Ltd. and has been a director of that company since 22 July 2002. He is also the chairman of the nomination committee of the Company. Mr. Mong is responsible for the overall strategic planning and the daily operation of the Group including managing key customer relationship. Mr. Mong has approximately 18 years of experience in sound and communication industry. Mr. Mong was responsible for new business development and managed the project planning and implementation process. Mr. Mong obtained a diploma in electronics and communication from Singapore Polytechnic and a management diploma in sales and marketing from Temasek Polytechnic in May 1989 and August 1993 respectively. Mr. Mong is the spouse of Ms. Choon Shew Lang, an executive Director.

Pursuant to the terms of the service contract entered into between the Company and Mr. Mong, Mr. Mong's term of appointment as an executive Director is 3 years commencing from 16 January 2018, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Mong is entitled to a fixed basic annual salary and director's fee of an aggregate of S\$288,240 and a discretionary bonus, which has been determined by the Board with reference to his duties, responsibilities and performance and results of the Group. Either the Company or Mr. Mong may terminate the said service contract by giving not less than three months' notice in writing to the other.

As at the Latest Practicable Date, Mr. Mong was deemed, for the purposes of Part XV of the SFO, to be interested in 573,700,000 Shares through the holding of such Shares by Express Ventures, the issued share capital of which is legally and beneficially owned as to 97.14% by him.

Save as disclosed above, Mr. Mong did not (i) hold any other positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or (iv) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Mong as an executive Director nor is there any other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**Mr. He Pengfei**

Mr. He Pengfei (何鵬飛), aged 29, graduated from Ankang University in China with a diploma in marketing. He has served as an overseas business development consultant of the Company since May 2018. He was a director and vice president of V.X. Future Capital Limited between August 2015 and March 2018. He has been a director of Crosswins Group Holdings Limited and CrissCross International Holdings (HK) Limited, wholly owned subsidiaries of the Company established with a view to expand the Group's sound and communication systems sales business, since 26 June 2018 and 10 July 2018 respectively.

Pursuant to the terms of the service agreement entered into between the Company and Mr. He, Mr. He's term of appointment as an executive Director is 3 years commencing from 7 September 2018, subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Under the service agreement, Mr. He is entitled to a remuneration of HK\$180,000 per annum, which was determined with reference to his duties and responsibilities with the Group. Either the Company or Mr. He may terminate the said service agreement by giving not less than three months' notice in writing to the other.

Save as disclosed above, Mr. He did not (i) hold any other positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or (iv) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. He as an executive Director nor is there any other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**Mr. Lim Loo Kit**

Mr. Lim Loo Kit (林魯傑), aged 48, was appointed as the independent non-executive Director on 14 December 2017. He is a member of the audit committee and the nomination committee of the Company. He is primarily responsible for supervising and providing independent judgement to the Board.

Mr. Lim has over 20 years of experience in engineering. Mr. Lim has been serving as a senior project manager at China Construction (South Pacific) Development Co. Pte Ltd since July 2012. From November 2009 to July 2012, Mr. Lim served as a project manager at Qingjian Group Co., Pte Ltd Singapore branch. From December 2007 to October 2009, Mr. Lim was a project manager at Lian Beng Construction (1988) Pte Ltd. From June 2007 to December 2007, Mr. Lim was a site project manager at Jansen SC International Pte Ltd. From September 2006 to June 2007, Mr. Lim was an assistant project manager at Wee Hur Construction Pte Ltd. From April 1997 to March 2005, Mr. Lim was a project engineer at Chip Hup Hup Kee Construction Pte Ltd.

Mr. Lim graduated from Nanyang Technological University with a bachelor of engineering (civil) with merit in June 1996. He also has completed and passed the examination for the risk management course accredited by the Singapore Ministry of Manpower which was conducted by the Singaporean Contractors Association Ltd (SCAL) SCAL Academy in March 2012.

Over the years, Mr. Lim has obtained various professional qualifications and memberships including the following:

| <b>Professional qualifications</b>                                    | <b>Dates of admission</b> |
|---|---------------------------|
| ISO internal auditor  | September 1999            |
| Form work supervisor  | October 2001              |
| Construction safety for project manager                               | April 2007                |
| Certified Construction Quality Assessment System<br>(CONQUAS) Manager | August 2015               |

Pursuant to the terms of the appointment letter entered into between the Company and Mr. Lim, Mr. Lim's term of appointment as an independent non-executive Director is one year commencing from 16 January 2018, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Lim is entitled to a director's fee of S\$21,000 per annum, which has been determined by the Board with reference to his duties, responsibilities and performance and results of the Group. Either the Company or Mr. Lim may terminate the said service contract by giving not less than one month's notice in writing to the other.

Save as disclosed above, Mr. Lim did not (i) hold any other positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or (iv) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Lim as an independent non-executive Director nor is there any other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

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## NOTICE OF AGM

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### ISP Global Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8487)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**Meeting**”) of ISP Global Limited (the “**Company**”) will be held at 3 Ang Mo Kio Street 62, #01-39 LINK@AMK, Singapore 569139 on Friday, 21 December 2018 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, the report of the directors of the Company (the “**Directors**” and each a “**Director**”) and the report of the independent auditors of the Company and its subsidiaries for the year ended 30 June 2018;
2. (A) To re-elect Mr. Mong Kean Yeow as an executive Director;  
  
(B) To re-elect Mr. He Pengfei as an executive Director;  
  
(C) To re-elect Mr. Lim Loo Kit as an independent non-executive Director; and  
  
(D) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To consider and approve the re-appointment of Deloitte & Touche LLP as the independent auditors of the Company and to authorize the Board to fix the auditors’ remuneration for the ensuing year;
4. As special business, to consider and, if thought fit, to pass, with or without amendments, the following proposed resolutions as ordinary resolutions of the Company:
  - (A) “**THAT**
    - (i) subject to sub-paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of the Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of the Company (the “**Shares**”) and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into

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Shares) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period (as defined below), be and is hereby generally and unconditionally approved;

- (ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Share allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares or any securities which are convertible into Shares or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any applicable laws of the Cayman Islands to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

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“**Rights Issue**” means an offer of Shares, or offer or issue of options, warrants or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, any jurisdiction applicable to the Company or any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “**THAT**

- (i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares in issue on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any applicable laws of the Cayman Islands to be held; and

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(c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.”

(C) “**THAT** conditional upon ordinary resolutions no. 4(A) and 4(B) above being passed, the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to ordinary resolution no. 4(B) above shall be added to the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution no. 4(A) above.”

By order of the Board  
**ISP Global Limited**  
**Mong Keon Yeow**  
*Chairman*

Singapore, 22 November 2018

*Registered Office*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal Place of Business  
in Hong Kong*

Suites 1604-6, 16/F  
ICBC Tower, 3 Garden Road  
Central, Hong Kong

*Headquarters and Principal Place  
of Business in Singapore*

3 Ang Mo Kio Street 62  
#01-39 LINK@AMK  
Singapore 569139

*Notes:*

- (i) Shareholders entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which proxy is so appointed.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be delivered to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e., not later than 10:00 a.m. on Wednesday, 19 December 2018) or any adjournment thereof.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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- (iv) In the case of joint holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (v) For the purpose to determine the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 December 2018 to Friday, 21 December 2018 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, 17 December 2018.

*As at the date of this notice, the executive Directors are Mr. Mong Kean Yeow, Ms. Choon Shew Lang and Mr. He Pengfei and the independent non-executive Directors are Mr. Tang Chi Wai, Mr. Lim Loo Kit and Mr. Lim Meng Yi.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for seven days from the day of its posting. This notice will also be published on the Company's website at [www.ispg.hk](http://www.ispg.hk).*