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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 Cayman Islands with limited liability)
(Stock Code: 8487)

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

A notice convening the annual general meeting (the “**AGM**”) to be held at Suite 4302, 43/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 November 2024 at 11:00 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 are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 11:00 a.m. on Monday, 25 November 2024) 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 together with the form of proxy will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company’s website at www.ispg.hk.

23 October 2024

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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 Suite 4302, 43/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 November 2024 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 22 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company adopted by a special resolution passed on 28 October 2022, 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
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Companies Act”	the Companies Act (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

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	17 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum”	the second amended and restated memorandum of association of the Company, as amended from time to time
“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 (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding treasury Shares) 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 (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution at the AGM
“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

DEFINITIONS

“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)
“treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules (as amended from time to time)
“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.

LETTER FROM THE BOARD

ISP GLOBAL LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8487)

Executive Directors:

Mr. Cao Chunmeng (*Chairman*)
Mr. Han Bing (*Chief Executive Officer*)
Ms. Choon Shew Lang
Mr. Mong Kean Yeow
Mr. Yuan Shuangshun

Non-executive Director:

Mr. Qiu Yingming

Independent non-executive Directors:

Mr. Tang Chi Wai
Mr. Yan Xiaotian
Mr. Zheng Xiaorong

Registered Office:

Windward 3 Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters and Principal Place
of Business in Hong Kong:*

Suite 4302, 43/F., Central Plaza,
18 Harbour Road,
Wanchai, Hong Kong

Principal Place of

Business in Singapore:

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

23 October 2024

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTEND GENERAL MANDATE TO ISSUE 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;

LETTER FROM THE BOARD

- (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.

GENERAL MANDATES

(a) Proposed Issue Mandate

The Company's existing mandate to issue Shares was approved by ordinary resolutions at the annual general meeting held on 18 December 2023. The existing mandate to allot and issue Shares will lapse 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 (including any sale or transfer of treasury Shares out of treasury) up to 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 1,046,628,000 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 209,325,600 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

The Company's existing mandate to repurchase Shares was approved by ordinary resolutions at the annual general meeting held on 18 December 2023. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

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 (excluding treasury Shares) as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 1,046,628,000 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 104,662,800 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.

Pursuant to the applicable requirements of the GEM Listing Rules effective from 11 June 2024, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company repurchases any Shares pursuant to the Proposed Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Proposed Issue Mandate.

(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.

LETTER FROM THE BOARD

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 nine Directors, namely Mr. Cao Chunmeng, Mr. Han Bing, Mr. Yuan Shuangshun, Mr. Mong Kean Yeow, Ms. Choon Shew Lang, Mr. Qiu Yingming, Mr. Tang Chi Wai, Mr. Zheng Xiaorong and Mr. Yan Xiaotian.

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. Han Bing, Mr. Mong Kean Yeow and Mr. Yuan Shuangshun shall retire at the AGM and being eligible, offer themselves for re-election.

Brief biographical details of Mr. Han Bing, Mr. Yuan Shuangshun and Mr. Mong Kean Yeow are set out in Appendix II to this circular.

RE-APPOINTMENT OF INDEPENDENT AUDITORS

Moore CPA Limited will retire as the independent auditor of the Company at the AGM and being eligible, offer themselves for re-appointment as the independent auditor 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 Suite 4302, 43/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 November 2024 at 11:00 a.m. The AGM Notice is set out on pages 17 to 22 of this circular.

LETTER FROM THE BOARD

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 11:00 a.m. on Monday, 25 November 2024) 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.

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 Friday, 22 November 2024 to Wednesday, 27 November 2024 (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 Thursday, 21 November 2024. Shareholders whose names appear on the Company's register of members on Wednesday, 27 November 2024 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.

LETTER FROM THE BOARD

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

Cao Chunmeng

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 1,046,628,000 Shares and the Company did not hold any treasury 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 104,662,800 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares) 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**”).

If the Company purchases any Shares pursuant to the Proposed Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made.

Should the Company decide to hold repurchased Shares as treasury Shares, the Company will, upon completion of the Share repurchase, withdraw the repurchased Shares from CCASS and register the treasury Shares in the Company’s name. The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell these treasury Shares on the Stock Exchange and will complete such resale as soon as possible.

The Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meeting.

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 Act, 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 2024) 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 during each of the previous twelve months up to the Latest Practicable Date:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2023		
October	0.275	0.176
November	0.235	0.180
December	0.285	0.216
2024		
January	0.260	0.198
February	0.250	0.198
March	0.240	0.188
April	0.223	0.161
May	0.220	0.142
June	0.186	0.141
July	0.165	0.125
August	0.155	0.122
September	0.139	0.106
October (up to the Latest Practicable Date)	0.138	0.094

6. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the Proposed Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Act, the Articles of Association and the applicable laws of the Cayman Islands.

Neither the explanatory statement nor the proposed share repurchase has any unusual features.

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/she/it 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, Mr. Cao Chunmeng was interested in 117,110,000 Shares, representing 11.19% of all issued Shares. In the event that the Proposed Repurchase Mandate is exercised in full, assuming that the present shareholdings and capital structure of the Company remains the same, the interest in the Company held by Mr. Cao Chunmeng would be increased to approximately 12.43% of the issued share capital of the Company. To the best knowledge and belief of the Directors, the Directors are not aware of any Shareholder, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Proposed 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. Han Bing (“Mr. Han”)

Mr. Han, aged 52, holds a bachelor degree in communication engineering and industrial foreign trade from Southeast University of China since 1994. Mr. Han has over 21 years of extensive experience in retails and supply chain management through his working experiences in worldwide well known conglomerates such as B&Q and IKEA.

In 2003, Mr. Han, as the project manager of B&Q WIDGET in Asia, developed a new business model of supply chain for the retail industry which would eventually reduce costs with services enhanced. Mr. Han then joined IKEA in 2006 which Mr. Han had opportunities to work in various offices which were located in mainland China, Sweden headquarters and Southeast Asia regions. Mr. Han was mainly responsible for the formulation and implementation of the global category supply chain strategy of IKEA, and participated in the formulation and training of the global procurement process and supplier management process. During his later tenure, Mr. Han was responsible for the supply chain business in Southeast Asia and Australia.

Mr. Han currently serves as a director of Global Sourcing Supply Chain Management (Shanghai) Co., Ltd.* 上海格洛博森供應鏈管理有限公司 and Outing Technology (Shanghai) Co., Ltd* 藕丁科技(上海)有限公司, which are indirectly owned subsidiaries of the Group.

Mr. Han is interested in a total 1,000,000 Shares and 8,000,000 share options of the Company by virtue of Part XV of the SFO.

Mr. Han has entered into a service agreement with the Company for a term of three years commenced from 1 September 2021 which may be terminated by not less than 1 month’s notice served by either party on the other and subject to terminated provisions therein as well as provisions on retirement by rotation of Directors as set out in the Articles of Association of the Company. In accordance with the Articles of Association, Mr. Han will hold office until the forthcoming general meeting of the Company. As set out in the service agreement, the director’s annual remuneration of Mr. Han is HK\$1,200,000 which was determined by the Board on recommendation of the remuneration committee of the Company in accordance with his background, experience, qualifications, duties and responsibilities within the Group and the prevailing market conditions.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Han had confirmed to the Company that (i) he did not hold any other positions in the Group; (ii) he did not 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) he did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or (iv) he did not 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. Han 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. Mong Kean Yeow (“Mr. Mong”)

Mr. Mong Kean Yeow, aged 56, was appointed as a Director on 21 July 2017 and was redesignated as an executive Director on 14 December 2017. Mr. Mong is the co-founder of ISPL Pte Ltd (“ISPL”) and has been a director of that company since 22 July 2002. Mr. Mong is responsible for the overall strategic planning and the daily operation of our Group including managing key customer relationship. Mr. Mong has approximately 19 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, who is also an executive Director.

Pursuant to the terms of the service contracts entered into between the Company and Mr. Mong dated 16 July 2021 and 1 July 2022 respectively, 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\$762,000, 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.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Mong had confirmed to the Company that (i) he did not hold any other positions in the Group; (ii) he did not 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) he did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company or (iv) he did not 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. Yuan Shuangshun (“Mr. Yuan”)

Mr. Yuan, aged 53, obtained a master of economics from Guangdong Academy of Social Sciences* (廣東省社會科學院研究生院) in 2002. Prior to joining the Company, Mr. Yuan has been the executive director of All Nation International Group Limited (formerly known as China All Nation International Holdings Group Limited and KSL Holdings Limited) (stock code: 8170, the shares of which is delisted on GEM of the Stock Exchange on 19 July 2024) from 1 December 2017 to 10 February 2021 and Mr. Yuan has been the vice president at Shenzhen Right & Sun Investment Holding Co. Ltd* (深圳瑞華信投資有限責任公司) for more than 12 years. Mr. Yuan has extensive experience in investment, private equity, corporate finance and capital markets.

Mr. Yuan has entered into a service agreement with the Company for a term of three years commencing on 22 March 2021 which may be terminated by not less than one month’s notice served by either party on the other and subject to termination provisions therein as well as provisions on retirement by rotation of Directors as set out in the Articles of Association. In accordance with the Articles of Association, Mr. Yuan shall retire and be subject to re-election in the forthcoming annual general meeting of the Company. As set out in the service agreement, the director’s annual remuneration of Mr. Yuan is HK\$1,000,000 which was determined by the Board on recommendation of the remuneration committee of the Company in accordance with his background, experience, qualifications, duties and responsibilities within the Group and the prevailing market conditions.

Mr. Yuan currently serves as director of certain subsidiaries of the Group. Mr. Yuan is interested in a total 5,086,000 shares and 8,000,000 share options of the Company by virtue of Part XV of the SFO.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Yuan had confirmed to the Company that (i) he did not hold any position in the Group; (ii) he did not 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) he did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) he did not have any interests in 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. Yuan 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.

NOTICE OF AGM

ISP GLOBAL LIMITED

(Incorporated in 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 Suite 4302, 43/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 November 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider 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 2024;
2. (A) To re-elect Mr. Han Bing as an executive Director;

(B) To re-elect Mr. Mong Kean Yeow as an executive Director;

(C) To re-elect Mr. Yuan Shuangshun as an 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 Moore CPA Limited as the independent auditors of the Company and to authorize the Board to fix the auditors’ remuneration for the ensuing year;

NOTICE OF AGM

4. And 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 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”**) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under GEM Listing Rules) out of treasury) and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into 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 (excluding treasury Shares) as at the date of the passing of this resolution and this approval shall be limited accordingly; and

NOTICE OF AGM

(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 Act 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.

“**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;

NOTICE OF AGM

(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 (excluding treasury Shares) 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 Act or any applicable laws of the Cayman Islands to be held; and

(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 (including any sale or transfer of treasury Shares out of treasury) 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

Cao Chunmeng

Chairman and executive Director

Hong Kong, 23 October 2024

NOTICE OF AGM

Registered Office

Windward 3 Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal Place of

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

Headquarters and Principal Place

of Business in Hong Kong

Suite 4302, 43/F., Central Plaza,
18 Harbour Road,
Wanchai, Hong Kong

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 11:00 a.m. on Monday, 25 November 2024) 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.
- (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 Friday, 22 November 2024 to Wednesday, 27 November 2024 (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 Thursday, 21 November 2024.

As at the date of this notice, the executive Directors are Mr. Cao Chunmeng, Mr. Han Bing, Mr. Yuan Shuangshun, Mr. Mong Kean Yeow and Ms. Choon Shew Lang, the non-executive Director is Mr. Qiu Yingming and the independent non-executive Directors are Mr. Tang Chi Wai, Mr. Zheng Xiaorong and Mr. Yan Xiaotian.

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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 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 Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at www.ispg.hk.