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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 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**

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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 Monday, 18 December 2023 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 Saturday, 16 December 2023) 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](http://www.hkexnews.hk) for at least 7 days from the date of its posting and on the Company’s website at [www.ispg.hk](http://www.ispg.hk).

16 November 2023

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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 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

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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 Suite 4302, 43/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 18 December 2023 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
“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
“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”	14 November 2023, 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 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
“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 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

*Registered Office:*

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

*Non-executive Director:*

Mr. Qiu Yingming (appointed on 1 March 2023)

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

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

*Independent non-executive Directors:*

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

*Principal Place of*

*Business in Singapore:*

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

16 November 2023

*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;

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## LETTER FROM THE BOARD

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- (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 28 October 2022. The existing mandate to allot and issue Shares will lapse at the conclusion of the AGM. As at the Latest Practicable Date, the existing mandate has been utilised for the purpose of granting an aggregate of 24,000,000 awarded Shares to the Trustee as fully paid at nominal value by way of the allotment and issuance on 18 April 2023 and completing a placing of 142,628,000 new Shares on 31 October 2023.

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 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 28 October 2022. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

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## LETTER FROM THE BOARD

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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 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.

**(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.

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## LETTER FROM THE BOARD

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### 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. Cao Chunmeng, Ms. Choon Shew Lang and Mr. Yan Xiaotian shall retire at the AGM and being eligible, offer themselves for re-election.

Mr. Yan Xiaotian, 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. Yan Xiaotian is independent in accordance with the independence guidelines.

Reference is made to the announcement of the Company dated 28 February 2023 in relation to, inter alia, the appointment of Mr. Qiu Yingming as a non-executive Director with effect from 1 March 2023. 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. Qiu Yingming shall retire at the AGM and being eligible, offer himself for re-election.

Brief biographical details of Mr. Cao Chunmeng, Ms. Choon Shew Lang, Mr. Qiu Yingming and Mr. Yan Xiaotian are set out in Appendix II to this circular.

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## **LETTER FROM THE BOARD**

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

Moore CPA Limited 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 Suite 4302, 43/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 18 December 2023 at 11:00 a.m. The AGM Notice is set out on pages 17 to 22 of this circular.

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 Saturday, 16 December 2023) 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 Wednesday, 13 December 2023 to Monday, 18 December 2023 (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 Tuesday, 12 December 2023. Shareholders whose names appear on the Company's register of members on Monday, 18 December 2023 will be eligible to attend and vote at the AGM.

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## LETTER FROM THE BOARD

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### 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  
**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. 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 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 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 2023) 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\$)
<b>2022</b>		
November	0.285	0.241
December	0.265	0.240
<b>2023</b>		
January	0.265	0.228
February	0.325	0.245
March	0.255	0.240
April	0.275	0.224
May	0.260	0.210
June	0.223	0.158
July	0.207	0.130
August	0.156	0.101
September	0.200	0.140
October	0.275	0.176
November (up to the Latest Practicable Date)	0.230	0.180

## 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 Proposed Repurchase Mandate in the proposed resolution in accordance with the GEM Listing Rules, the Companies Act, 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, Mr. Cao Chunmeng was interested in 108,168,000 Shares, representing 10.33% 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 11.48% 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. Cao Chunmeng (“Mr. Cao”)**

Mr. Cao, aged 51, is the chairman, an executive Director and one of our substantial shareholders of the Company. Mr. Cao was appointed as our non-executive Director on 22 January 2021 and was redesignated as an executive Director on 1 January 2022, and, appointed as the chairman of the Board, and chairman of the nomination committee of the Company on 4 March 2022. He graduated from Shandong University in China with his bachelor’s degree in computer science in 1994 and he obtained the master degree in business administration from Peking University in 2006. Mr. Cao had worked for Shandong Branch of Industrial and Commercial Bank of China Limited, Jinan Xiande Technology Limited\* (濟南先得科技有限公司), Fengyuanxin (China) Technology Limited\* (豐元信(中國) 科技有限公司), Zongheng Tiandi (Beijing) Information Technology Limited\* (縱橫天地(北京) 信息技術有限公司), Beikong Easycode (Beijing) Technology Limited\* (北控易碼通(北京) 科技有限公司) and Commercial Bank Rongtong (Beijing) Investment Consulting Limited\* (商銀融通(北京) 投資諮詢有限公司).

Mr. Cao joined China Youzan Limited (formerly known as China Innovationpay Group Limited, a company which is listed on GEM (stock code: 8083)) for the period from March 2011 to December 2021. Mr. Cao has been appointed as an executive director and chief executive officer of China Youzan Limited in July 2012 and he has been redesignated to become executive director and president of China Youzan Limited in May 2018 until his resignation. Mr. Cao has also been appointed as a director of Haier Consumer Finance Co., Ltd.\* (海爾消費金融有限公司), one of the subsidiaries of Haier Group, since December 2014 to December 2022. Mr. Cao has more than 20 years extensive management experiences in the financial information technology industry.

Mr. Cao entered into a service agreement with the Company for a term of three years commencing on 1 January 2022 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. Cao 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. Cao is HK\$1,980,000, 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.

As at the Latest Practicable Date, Mr. Cao is interested in a total of 108,168,000 shares of the Company by virtue of Part XV of the Securities and Futures Ordinance (Chapter 571, the laws of Hong Kong) (“SFO”).

Save as disclosed herein and as at the Latest Practicable Date, Mr. Cao had confirmed to the Company that (i) he did not hold any position in the Company or any of its subsidiaries; (ii) he did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it in the GEM Listing Rules) of the Company; (iii) he did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iv) he did not have any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

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. Cao 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.

**Ms. Choon Shew Lang (“Ms. Choon”)**

Ms. Choon, aged 54, is our executive Director and the compliance officer of our Company. Ms. Choon was appointed as a Director on 21 July 2017 and was redesignated as an executive Director on 14 December 2017. Ms. Choon has retired as the chief executive officer and ceased to be the member of remuneration committee of the Company on 31 October 2022. Ms. Choon is the co-founder of ISPL Pte Ltd and has been a director of that company since 22 July 2002. Ms. Choon is responsible for overseeing the sales and contract department and administrative and account department of our Group. Ms. Choon obtained a diploma in electronics and communication engineering from Singapore Polytechnic and was awarded the management diploma in sales and marketing from Temasek Polytechnic in May 1989 and August 1993 respectively.

Pursuant to the terms of the service contract entered into between the Company and Ms. Choon, Ms. Choon’s term of appointment as an executive Director is 3 years commencing from 16 January 2018 and her engagement with the Company will continue unless and until termination, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Ms. Choon is entitled to a fixed basic annual salary and director’s fee of an aggregate of S\$579,000, which has been determined by the Board with reference to her duties, responsibilities and performance and results of the Group. Either the Company or Ms. Choon 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, Ms. Choon had confirmed to the Company that (i) she did not hold any other positions in the Group; (ii) she 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) she did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or (iv) she 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 Ms. Choon 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. Qiu Yingming (“Mr. Qiu”)**

Mr. Qiu, aged 39, is our non-executive Director of our Company. He graduated from Universidad Católica San Antonio de Murcia in Spain with his bachelor’s degree in business administration in 2022 who specialises at executive leadership, strategic business management, business negotiation and economics. Prior joining to the Group, Mr. Qiu gained about 5 years working experiences by being the President of Sky Pro Creation Limited (天寶恒通有限公司) and Shenzhen Cupid Beauty Technology Co., Ltd.\* (深圳市丘比特美容科技有限公司), respectively. Mr. Qiu has been generally responsible for presiding over the management of the company comprehensively, formulating annual performance objectives and business development strategy for both companies while Mr. Qiu would also be involved in research and development and sales of beauty technology products in Shenzhen Cupid Beauty Technology Co., Ltd.\* (深圳市丘比特美容科技有限公司).

Mr. Qiu entered into a letter of appointment with the Company for a term of one year commenced from 1 March 2023 and shall retire and be subject to re-election in the forthcoming annual general meeting of the Company. As set out in the letter of appointment, the director’s annual remuneration of Mr. Qiu is HK\$120,000, 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.

As at the Latest Practicable Date, Mr. Qiu is interested in a total of 40,000,000 shares of the Company by virtue of Part XV of the SFO.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Qiu had confirmed to the Company that (i) he did not hold any position in the Company or any of its subsidiaries; (ii) he did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it in the GEM Listing Rules) of the Company; (iii) he did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iv) he did not have any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

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. Qiu as a non-executive Director nor is there any other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**Mr. Yan Xiaotian (“Mr. Yan”)**

Mr. Yan, aged 63, was appointed as our independent non-executive Director on 27 November 2020. He has obtained his master degree in economics from Graduate School of the Financial Research Institute of the People’s Bank of China in 1986 (which was then merged with Tsinghua University and known as PBC School of Finance, Tsinghua University since 2012) and is a senior economist. Mr. Yan has over 30 years of extensive experiences in economic, financing and management. Mr. Yan served as the president of the head office of Bank of China Limited, the vice president of the Guangzhou branch of CITIC Bank Corporation Limited (formerly known as CITIC Industrial Bank Limited), the general manager of CITIC Securities Co., Ltd. (Guangzhou), and a director and an executive president of South China International Leasing Co., Ltd. Mr. Yan was an executive director of China Youzan Limited (formerly known as China Innovationpay Group Limited, a company which is listed on GEM (stock code: 8083)) for the period from December 2014 to February 2021, an independent non-executive director of Renaissance Asia Silk Road Group Limited (formerly known as China Billion Resources Limited), a company which is listed on the Main Board of the Stock Exchange (stock code: 274) from October 2019 to February 2022, and, an independent non-executive director of Prosperity International Holdings (HK) Limited from October 2019 to June 2021, a company which was formerly listed on the Main Board of the Stock Exchange (stock code: 803), and, an independent director of Dagang Holding Group Ltd. (達鋼控股集團股份有限公司) since December 2020, a company which is listed on the Shenzhen Stock Exchange (stock code: 300103.SZ). Mr. Yan is currently an independent non-executive Director of Wealthking Investments Limited since April 2022, a company which shares are listed on GEM of Stock Exchange (stock code: 1140).

Mr. Yan entered into a letter of appointment with the Company for a term of one year commenced from 27 November 2020 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. In accordance with the Articles of Association, Mr. Yan will hold office until the forthcoming annual general meeting of the Company. As set out in the letter of appointment, the director's remuneration of Mr. Yan is S\$21,000 (before tax) per annum, 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. Yan had confirmed to the Company that (i) he did not hold any position in the Company or any of its subsidiaries; (ii) he did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it in the GEM Listing Rules) of the Company; (iii) he did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iv) he did not have any interests in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571, the laws of Hong Kong) of the Company.

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. Yan 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 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 Monday, 18 December 2023 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 2023;
2.
  - (A) To re-elect Mr. Cao Chunmeng as an executive Director;
  - (B) To re-elect Ms. Choon Shew Lang as an executive Director;
  - (C) To re-elect Mr. Qiu Yingming as a non-executive Director;
  - (D) To re-elect Mr. Yan Xiaotian as an independent non-executive Director; and
  - (E) 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;

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## NOTICE OF AGM

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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”**) 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 as at the date of the passing of this resolution and this approval shall be limited accordingly; and

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## NOTICE OF AGM

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(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;

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## NOTICE OF AGM

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(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 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 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, 16 November 2023

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## NOTICE OF AGM

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*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 notorially 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 Saturday, 16 December 2023) 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 Wednesday, 13 December 2023 to Monday, 18 December 2023 (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 Tuesday, 12 December 2023.

*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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## NOTICE OF AGM

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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](http://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](http://www.ispg.hk).*