

ISP Global Limited

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8487



Third Quarterly Report 2017

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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.

This report, for which the directors (the "Directors") of ISP Global Limited (the "Company", together with its subsidiaries, the "Group") 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 (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 report 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 report misleading.

CONTENTS

Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	3
Unaudited Condensed Consolidated Statement of Changes in Equity	4-5
Notes to the Unaudited Condensed Consolidated Financial Statements	6-15
Management Discussion and Analysis	16-19
Disclosure of Interests and Other Information	20-28

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 31 March 2018

UNAUDITED THIRD QUARTERLY RESULTS

The unaudited consolidated third quarterly results of the Group for the three months and nine months ended 31 March 2018, together with the unaudited comparative figures for the corresponding periods in 2017, are as follows:

	Notes	Three months ended 31 March		Nine months ended 31 March	
		2018 S\$ (Unaudited)	2017 S\$ (Unaudited)	2018 S\$ (Unaudited)	2017 S\$ (Unaudited)
Revenue	3	1,321,596	1,721,504	6,203,831	5,879,415
Costs of sales/services		(1,000,553)	(1,297,311)	(4,115,992)	(3,716,625)
Gross profit		321,043	424,193	2,087,839	2,162,790
Other income		7,416	2,975	8,567	7,526
Administrative expenses		(630,423)	(325,335)	(1,640,583)	(915,877)
Other expenses and losses	4	(291,485)	(17,469)	(2,797,226)	(28,791)
Finance costs	5	(16,581)	(14,350)	(50,790)	(44,134)
(Loss)/profit before taxation	6	(610,030)	70,014	(2,392,193)	1,181,514
Income tax expense	7	(94,944)	(46,494)	(179,293)	(186,796)
(Loss)/profit for the year, representing total comprehensive income for the period attributable to owners of the Company		(704,974)	23,520	(2,571,486)	994,718
(Losses)/earnings per share Basic and diluted (S\$ cents per share)	8	(0.09)	0.00	(0.39)	0.17

Details of dividends of the Company are set out in note 9.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 March 2018

	Attributable to equity shareholders of the Company				
	Share capital S\$	Share premium S\$	Merger reserve S\$	Accumulated profits S\$	Total S\$
			(Note i)		
Balance at 1 July 2017 (Audited)	525,000	-	-	5,825,105	6,350,105
Losses for the year, representing total comprehensive income for the period attributable to the owners of the Company	-	-	-	(2,571,486)	(2,571,486)
Transactions with owners, recognised directly in equity:					
Issue of shares pursuant to the reorganisation	17	-	524,983	-	525,000
Elimination of share capital pursuant to reorganisation	(525,000)	-	-	-	(525,000)
Issue of shares under the capitalisation issue	1,034,483	(1,034,483)	-	-	-
Share issuances relating to Public offering	338,130	11,496,390	-	-	11,834,520
Costs attributable to Public offering	-	(1,885,035)	-	-	(1,885,035)
Balance at 31 March 2018 (Unaudited)	1,372,630	8,576,872	524,983	3,253,619	13,728,104

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 March 2018

	Attributable to equity shareholders of the Company				Total
	Share capital	Share premium	Merger reserve	Accumulated profits	
	S\$	S\$	S\$	S\$	
Balance at 1 July 2016 (Audited)	525,000	-	-	5,074,509	5,599,509
Profit for the year, representing total comprehensive income for the period attributable to the owners of the Company	-	-	-	994,718	994,718
Transactions with owners, recognised directly in equity:					
Dividends	-	-	-	(300,000)	(300,000)
Balance at 31 March 2017 (Unaudited)	525,000	-	-	5,769,227	6,294,227

Notes:

- (i) Merger reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the corporate reorganisation undertaken in the preparation for the listing of the Company's share (the "**Shares**") on GEM of the Stock Exchange.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

1. GENERAL INFORMATION

The Company was incorporated and registered as an exempted company in the Cayman Islands with limited liability on 21 July 2017. The shares of the Company (the “**Shares**”) have been listed on GEM of the Stock Exchange on 16 January 2018 (the “**Listing**”). Its parent and ultimate holding company is Express Ventures Global Limited (“**Express Ventures**”), a company incorporated in the British Virgin Islands and 97.14% and 2.86% owned by the executive Directors of the Company, Mr. Mong Kean Yeow and Ms. Choon Shew Lang respectively.

Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of the Company dated 29 December 2017.

The registered office of the Company is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business in Singapore is at No. 3 Ang Mo Kio Street 62, #01-39, LINK@AMK, Singapore 569139. The Company is an investment holding company and the principal activities of its operating subsidiary are sale of sound and communication systems and related services, provision of integrated services of sound and communication systems, and provision of alert alarm system services in Singapore.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

1. GENERAL INFORMATION (cont'd)

Prior to the Reorganisation, ISPL, the only operating subsidiary of the Group, was controlled by Mr. Mong Kean Yeow and Ms. Choon Shew Lang, who are spouses and owned 97.14% and 2.86% equity interests in ISPL respectively. As part of the Reorganisation, investment holding company, Holy Ark Limited (“**Holy Ark**”) and the Company, were incorporated and interspersed between ISPL and the Controlling Shareholders. Since then, the Company became the holding company of Group on 8 December 2017. The Group comprising the Company, Holy Ark and ISPL, resulting from the Reorganisation has always been under the common control of Mr. Mong Kean Yeow and Ms. Choon Shew Lang during the Track Record Period and before and after the Reorganisation. Therefore, it is regarded as a continuing entity and the Historical Financial Information has been prepared as if the Company had always been the holding company of the Group.

The unaudited condensed consolidated financial statements are presented in Singapore dollars (“**S\$**”), which is the same as the functional currency of the Company.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

2. BASIS OF PREPARATION

For the purpose of preparing and presenting the unaudited condensed consolidated financial statement for the reporting period, the Group has consistently applied IFRSs that are effective for the financial year beginning on 1 July 2017 and relevant to its operations throughout the reporting period. At the date of issuance of this report, the Group has not applied the following new IFRSs, and amendments to IFRSs that have been issued but are not yet effective:

Amendments to IFRSs: Annual Improvements to IFRS Standards 2014-2016 Cycle¹

IFRS 9 Financial Instruments¹

IFRS 15 Revenue from Contracts with Customers and the related Amendments¹

Amendments to IFRS 15: Clarifications to IFRS 15 Revenue from Contracts with Customers¹

IFRIC 22 Foreign Currency Transactions and Advance Consideration¹

IFRIC 23 Uncertainty over Income Tax Treatments²

IFRS 16 Leases²

IFRS 17 Insurance Contracts³

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after 1 January 2021

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

2. BASIS OF PREPARATION (cont'd)

Except for the possibility that the application of IFRS 9, IFRS 15, and IFRS 16 in the future may result in more disclosures in the consolidated financial statements of the Group, the management of the Group considers that the application of the other new IFRSs and amendments to IFRSs is unlikely to have a material impact on the Group's financial position and performance as well as disclosure in future.

3. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable from the provision of (1) sale of sound and communication system and related services ("**Sale of Sound and Communication Systems and Related Services**"), (2) integrated services of sound and communication systems, includes installation and customisation of sound and communication systems in buildings in Singapore ("**Integrated Services of Sound and Communication Systems**") and (3) of alert alarm system services ("**Alert Alarm System Services**") to external customers. The Group's operations are solely derived from Singapore during the respective periods, and are as follows:

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

3. REVENUE AND SEGMENT INFORMATION (cont'd)

	Three months ended 31 March		Nine months ended 31 March	
	2018	2017	2018	2017
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<i>Revenue from:</i>				
Sale of sound and communication systems and related services	1,086,460	1,487,616	4,508,078	4,700,958
Integrated services of sound and communication systems	16,250	15,002	1,039,095	521,799
Alert alarm system services	218,886	218,886	656,658	656,658
	1,321,596	1,721,504	6,203,831	5,879,415

The Group principally operates in Singapore, which is also its place of domicile. Accordingly, all the Group's property, plant and equipment are located in Singapore. The Group's revenue are derived solely from Singapore, based on the location where products and services are delivered.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

4. OTHER EXPENSES AND LOSSES

	Three months ended 31 March		Nine months ended 31 March	
	2018	2017	2018	2017
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Listing expenses	240,049	–	2,649,609	–
Exchange loss, net	51,436	17,469	132,332	28,791
Loss on write-off of property, plant and equipment	–	–	15,285	–
	291,485	17,469	2,797,226	28,791

5. FINANCE COSTS

	Three months ended 31 March		Nine months ended 31 March	
	2018	2017	2018	2017
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<i>Interest on:</i>				
Banking borrowings	16,581	13,726	50,790	42,076
Finance leases	–	624	–	2,058
	16,581	14,350	50,790	44,134

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

6. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before income tax is arrived at after charging/
(crediting):

	Three months ended 31 March		Nine months ended 31 March	
	2018	2017	2018	2017
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<i>Depreciation of property, plant and equipment</i>				
Recognised in costs of sales/services	99,074	99,074	297,223	297,223
Recognised in administrative expenses	47,161	45,441	137,285	135,977
	144,235	144,515	434,508	433,200
Directors' remuneration	145,354	55,332	458,734	182,778
Other staff costs				
– Salaries, wages and other benefit	405,782	515,328	1,343,747	1,180,270
– Defined contribution plans, including retirement benefits	28,724	15,795	60,013	49,582
– Foreign worker levy and skill development levy	61,275	62,464	157,645	179,449
Total staff costs (inclusive of Directors' remuneration)	641,135	648,919	2,020,139	1,592,079

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

6. (LOSS)/PROFIT BEFORE TAXATION (cont'd)

	Three months ended 31 March		Nine months ended 31 March	
	2018	2017	2018	2017
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Recognised in costs of sales/services	264,739	332,231	840,214	994,576
Recognised in administrative expenses	376,396	316,688	1,179,925	597,503
Total staff costs (inclusive of Directors' remuneration)	641,135	648,919	2,020,139	1,592,079
Cost of materials recognised as costs of sales/services	619,272	850,137	2,379,424	2,289,006
Subcontractor costs recognised as costs of sales/services	17,468	15,869	599,131	135,820

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

7. INCOME TAX EXPENSE

Singapore corporate income tax has been provided at the rate of 17% (nine months ended 31 March 2017: 17%). A breakdown of the income tax expenses is as follow:

	Three months ended 31 March		Nine months ended 31 March	
	2018	2017	2018	2017
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current tax – Singapore corporate income tax	133,406	46,494	230,362	186,796
Deferred tax	(38,462)	–	(51,069)	–
	94,944	46,494	179,293	186,796

8. (LOSSES)/EARNINGS PER SHARE FOR THE PERIOD

	Three months ended 31 March		Nine months ended 31 March	
	2018	2017	2018	2017
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(Loss)/profit for the period attributable to owners of the Company	(704,974)	(1,930)	(2,571,486)	994,718
Weighted average number of ordinary shares ('000) (Note (a))	800,000	600,000	666,667	600,000
Basic and diluted (losses)/earnings per share (S\$ cents per share)	(0.09)	–	(0.39)	0.17

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 March 2018

8. (LOSSES)/EARNINGS PER SHARE FOR THE PERIOD (cont'd)

Note:

- (a) In determining the number of shares in issue, the total of 600,000,000 shares issued, 1 share issued on the incorporation of the Company, 9,999 shares issued on the Reorganisation of the Group and 599,990,000 shares issued on capitalisation issue were deemed to have issued since 1 July 2015.

On 16 January 2018, upon its listing on GEM, the Company issued 200,000,000 new ordinary shares at an offer price of HK\$0.35 each and raised gross proceeds of HK\$70,000,000.

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares in issue during the respective periods.

9. DIVIDENDS

No dividends have been proposed or paid by the Company or any of its subsidiaries during the nine months ended 31 March 2018 (nine months ended 31 March 2017: S\$0.3 million).

MANAGEMENT DISCUSSION AND ANALYSIS

DEVELOPMENT OF BUSINESS AND PROSPECTS

The Group is engaged in the sales, installation and maintenance of sound and communication system solutions, and alert alarm systems in Singapore.

For the nine months ended 31 March 2018, the Group recorded a net loss of approximately S\$2.6 million as compared to a net profit of approximately S\$1.0 million for the same period in 2017. The Directors are of the view that the net loss was primarily due to the non-recurring listing expenses of approximately S\$2.7 million incurred during 2018. Setting aside the listing expenses, the Group's net profit for the nine months ended 31 March 2018 would be approximately S\$0.1 million. In view of the fact that there has been an increasing number of project quotation invitations received by the Group from potential and current customers, and that the net proceeds from the Share Offer (as defined herein) are expected to allow expansion of the Group's operational capacity, the Directors are cautiously optimistic about the Group's business outlook.

OUTLOOK

The Shares were listed on GEM on 16 January 2018 (the "**Listing Date**") by way of share offer (the "**Share Offer**"). The Group always strives to improve our operation efficiency and profitability of our business. The Group plans to expand our manpower capabilities, and fleet of machinery and equipment, which will enhance our resources to bid for future projects. The Group will also proactively seek opportunities to expand our customer base and our market share and undertake more sound and communications projects which will enhance value to our shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

The net proceeds from the Share Offer will thereby provide financial resources to the Group to meet and achieve our business objectives and strategies which will further strengthen the Group's market position in sound and communication system services sector.

FINANCIAL REVIEW

Revenue

For the nine months ended 31 March 2018, the Group's revenue amounted to approximately S\$6.2 million. The Group's revenue had increased by S\$0.3 million or 5.5% when compared to the same period in 2017. The increase in revenue was mainly due to increased amounts of contracts awarded during the period in 2018.

Gross profit margin

Our gross profit decreased by approximately S\$0.1 million or 3.5%, from approximately S\$2.2 million for the nine months ended 31 March 2017, to S\$2.1 million for the nine months ended 31 March 2018. The Group's gross profit margin decreased from 36.8% for the nine months ended 31 March 2017, to 33.7% for the nine months ended 31 March 2018. The decreases were due to the Group's substantial increase in subcontractor costs, incurred due to the lack of manpower and for the timely completed projects in the integrated services for sound and communication systems segment during the nine months ended 31 March 2018. However, the Group will strive to reduce costs and reliance on subcontractors by expanding our labour force so as to increase our gross margins in future projects.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

Administrative expenses increased by approximately S\$0.7 million or 79.4%, from approximately S\$0.9 million for the nine months ended 31 March 2017, to S\$1.6 million for the nine months ended 31 March 2018. The increase was due to the increase in directors' remuneration and staff costs as a result of the increment in employee headcount during the nine months ended 31 March 2018. The increase in fixed staff costs is in line with the increase in number of projects undertaken during the nine months ended 31 March 2018, when compared to the nine months ended 31 March 2017.

Other expenses and losses

Other expenses and losses increased by approximately S\$2.8 million, from approximately S\$29,000 for the nine months ended 31 March 2017, to S\$2.8 million for the nine months ended 31 March 2018. The increase was mainly due to non-recurring listing expenses of approximately S\$2.7 million. The remainder of the increase was attributed to increased foreign exchange losses from settlement of expenses with professional parties, and loss on write-off of equipment.

Finance costs

Finance costs remained relatively stable at S\$0.05 million for the nine months ended 31 March 2018 (nine months ended 31 March 2017: S\$0.04 million).

MANAGEMENT DISCUSSION AND ANALYSIS

Loss for the period

For the nine months ended 31 March 2018, the Group recorded a net loss of approximately S\$2.6 million as compared to a net profit of approximately S\$1.0 million for the same period in 2017. The Directors are of the view that the net loss was primarily due to the non-recurring listing expenses of approximately S\$2.7 million incurred during 2017. Setting aside the listing expenses, the Group's net profit for the nine months ended 31 March 2018 would be approximately S\$0.1 million.

Interim dividends

The directors do not recommend the payment of interim dividend for the nine months ended 31 March 2018 (nine months ended 31 March 2017: S\$0.3 million).

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 March 2018, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the "**SFO**")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO, or which were recorded in the register required to be kept by the Company under Section 352 of the SFO), or which were required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Long position in ordinary shares of the Company

Name	Capacity/Nature	Number of Shares held/ interested	Percentage of shareholding
Mr. Mong Kean Yeow <i>(Note)</i>	Interest in a controlled corporation; interest held jointly with another person	600,000,000	75%
Ms. Choon Shew Lang <i>(Note)</i>	Interest in a controlled corporation; interest held jointly with another person	600,000,000	75%

Note: Express Ventures is beneficially owned as to 97.14% by Mr. Mong Kean Yeow and 2.86% by Ms. Choon Shew Lang. On 22 August 2017, Mr. Mong Kean Yeow and Ms. Choon Shew Lang entered into an acting in concert confirmation to acknowledge and confirm, among other things, that they are parties acting in concert within the meaning of the Hong Kong Code on Takeovers and Mergers. By virtue of the SFO, Mr. Mong Kean Yeow and Ms. Choon Shew Lang are deemed to be interested in the Shares held by Express Ventures.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Long position in ordinary shares of associated corporation – Express Ventures

<u>Name</u>	<u>Name of associated corporation</u>	<u>Capacity/Nature</u>	<u>Number of Shares held/interested</u>	<u>Percentage of shareholding</u>
Mr. Mong Kean Yeow	Express Ventures	Beneficial owner	510	97.14%
Ms. Choon Shew Lang	Express Ventures	Beneficial owner	15	2.86%

Save as disclosed above, as at 31 March 2018, none of the Directors and chief executive of the Company had an interest or short position in the Shares, underlying shares and debentures of the Company or any of its associated corporations that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2018, so far as is known to the Directors of the Company, the following person (other than Directors or chief executive of the Company) had or were deemed or taken to have interests and short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO was as follows:

Long position in ordinary shares of the Company

<u>Name</u>	<u>Capacity/Nature</u>	<u>Number of Shares held/interested</u>	<u>Percentage of shareholding</u>
Express Ventures	Beneficial owner	600,000,000	75%

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Save as disclosed above, as at 31 March 2018, so far as is known to the Directors or chief executive of the Company, no other persons, other than the Directors and chief executive of the Company whose interests are set out in the section **“DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS”** above, had any interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

INTEREST OF THE COMPLIANCE ADVISER

As notified by the compliance adviser of the Company, Kingsway Capital Limited, as at 31 March 2018, save for the compliance adviser agreement dated 21 August 2017 entered into between the Company and Kingsway Capital Limited, neither Kingsway Capital Limited, its directors, employees and close associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealing, as set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealing and the code of conduct for securities transactions by the Directors from the Listing Date up to the date of this report.

NO CHANGE IN INFORMATION OF DIRECTORS

There was no change in the information of Directors required to be disclosed pursuant to rule 17.50A(1) of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company complies with the minimum of public float of 25%.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors, the Controlling Shareholders or substantial shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) has engaged in any business or interest that competes or may compete, either directly or indirectly, with the businesses of the Group, or has any other conflict of interests with the Group as required to be disclosed pursuant to rule 11.04 of the GEM Listing Rules during the nine months ended 31 March 2018.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Save for the Reorganisation as disclosed in the Prospectus, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 March 2018.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Share Option Scheme**") on 14 December 2017. No share option has been granted under the Share Option Scheme since its adoption.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to achieve a high standard of corporate governance practices in enhancing the confidence of shareholders, investors, employees, creditors and business partners and also the growth of its business. The Board has and will continue to review and improve the Company's corporate governance practices from time to time in order to increase its transparency and accountability to shareholders. The Company has adopted the code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 15 of the GEM Listing Rules as its own corporate governance code since the Listing Date. The Company has, so far as applicable, principally complied with the CG Code throughout the period from the Listing Date to 31 March 2018.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial control, internal control and risk management systems of the Group, and provide advice and comments on the Group's financial reporting matters to the Board. As at the date of this report, the audit committee comprises of three independent non-executive directors, namely Mr. Tang Chi Wai, Mr. Lim Loo Kit and Mr. Lim Meng Yi.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

The unaudited third quarterly results of the Company for the nine month ended 31 March 2018 have not been audited by the Company's independent auditors, but have been reviewed by the audit committee members who have provided advice and comments thereon.

Unless otherwise specified in this report and for the purpose of illustration only, S\$ is translated into HK\$ at the rate of S\$1 = HK\$5.85. No representation is made that any amounts in S\$ have been or could be converted at the above rate of at any other rates or at all.

By order of the Board

ISP Global Limited

Mong Kean Yeow

Chairman and executive Director

Hong Kong, 14 May 2018

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