

# ISP Global Limited

(incorporated in the Cayman Islands with limited liability)

**Stock Code: 8487**

**First Quarterly Report 2018/2019**

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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**”) 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.*

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

For the three months ended 30 September 2018

### UNAUDITED FIRST QUARTERLY RESULTS

The unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 30 September 2018, together with the unaudited comparative figures for the corresponding periods in 2017 as follows:

	Notes	Three months ended 30 September 2018 S\$ (Unaudited)	2017 S\$ (Unaudited)
<b>Revenue</b>	3	<b>1,622,891</b>	2,790,667
Costs of sales/services		<b>(1,122,707)</b>	(1,708,089)
<b>Gross profit</b>		<b>500,184</b>	1,082,578
Other income		<b>19,743</b>	2
Administrative expenses		<b>(498,533)</b>	(431,549)
Other gains and losses	4	<b>25,660</b>	(32,033)
Listing expenses		–	(1,471,855)
Finance costs	5	<b>(11,783)</b>	(17,280)
<b>Profit (Loss) before taxation</b>	6	<b>35,271</b>	(870,137)
Income tax expense	7	<b>(7,927)</b>	(70,000)
<b>Profit (Loss) and total comprehensive income (loss) for the year</b>		<b>27,344</b>	(940,137)
<b>Basic and diluted earnings (loss) per share (S\$ cents)</b>	8	<b>0.003</b>	(0.16)

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

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 September 2018

	Attributable to equity shareholders of the Company				
	Share	Share	Merger	Accumulated	Total
	capital	premium	reserve	profits	
	S\$	S\$	S\$	S\$	S\$
Balance at 1 July 2018 (Audited)	1,372,630	8,593,078	524,983	4,183,552	14,674,243
<b>Total comprehensive income</b>					
<b>for the year:</b>					
Profit for the year	-	-	-	27,344	27,344
<b>Balance at 30 September 2018</b>					
(Unaudited)	1,372,630	8,593,078	524,983	4,210,896	14,701,587

For the three months ended 30 September 2017

	Attributable to equity shareholders of the Company				
	Share	Share	Merger	Accumulated	Total
	capital	premium	reserve	profits	
	S\$	S\$	S\$	S\$	S\$
Balance at 1 July 2017 (Audited)	525,000	-	-	5,825,105	6,350,105
<b>Total comprehensive loss for the year:</b>					
<b>Loss for the year</b>	-	-	-	(940,137)	(940,137)
<b>Balance at 30 September 2017</b>					
(Unaudited)	525,000	-	-	4,884,968	5,409,968

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

ISP Global Limited (the “**Company**”) was incorporated and registered as an exempted Company in the Cayman Islands with limited liability on 21 July 2017 and its registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The Company was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the “**Companies Ordinance**”) on 8 September 2017 and the principal place of business in Hong Kong registered is Suites 1604-6, 16/F ICBC Tower, 3 Garden Road Central, Hong Kong. The head office and principal place of business of the Group is at No. 3 Ang Mo Kio Street 62, #01-39, LINK@AMK, Singapore 569139. The shares of the Company (the “**Shares**”) have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 16 January 2018.

The Company is a subsidiary of Express Ventures Global Limited (“**Express Ventures**”), incorporated in the British Virgin Islands (“**BVI**”), which is also the Company’s ultimate holding company. Mr. Mong Kean Yeow and his spouse Ms. Choon Shew Lang jointly control the ultimate holding company and are the controlling shareholders of ISP Global Limited and its subsidiaries (the “**Group**”) (together referred to as the “**Controlling Shareholders**”).

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION (cont'd)

The Company is an investment holding company and the principal activities of its operating subsidiaries 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.

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

The unaudited condensed consolidated financial statements are approved by the Board of Directors of the Company on 9 November 2018.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 2. BASIS OF PREPARATION AND APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

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 throughout the reporting period. At the date of issuance of this report, the Group has not applied the following new IFRSs, amendments to IFRSs, amendments to International Accounting Standards (“**IASs**”), and the new interpretations that have been issued but are not yet effective:

IFRS 9 Financial Instruments<sup>1</sup>

IFRS 15 Revenue from Contracts with Customers and the related Amendments<sup>1</sup>

IFRS 16 Leases<sup>2</sup>

IFRIC 22 Foreign Currency Transactions and Advance Consideration<sup>1</sup>

IFRIC 23 Uncertainty over Income Tax Treatments<sup>2</sup>

Amendments to IFRSs: Annual Improvements to IFRS Standards 2015-2017 Cycle<sup>2</sup>

1. Effective for annual periods beginning on or after 1 January 2018, with early application permitted.

2. Effective for annual periods beginning on or after 1 January 2019, with early application permitted.



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 3. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable from (1) sale of sound and communication systems and related services (“**Sale of Sound and Communication Systems and Related Services**”), (2) provision of 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) provision of alert alarm system services (“**Alert Alarm System Services**”) to external customers. The Group’s operations are solely derived from Singapore during the Relevant Period.

An analysis of the Group’s revenue is as follows:

	<b>Three months ended 30 September</b>	
	<b>2018</b>	2017
	<b>S\$</b>	S\$
	<b>(Unaudited)</b>	(Unaudited)
<hr/>		
<i>Revenue from:</i>		
Sale of Sound and Communication Systems and Related Services	<b>986,651</b>	2,049,031
Integrated Services of Sound and Communication Systems	<b>417,354</b>	522,750
Alert Alarm System Services	<b>218,886</b>	218,886
	<hr/> <b>1,622,891</b>	<hr/> 2,790,667

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 3. REVENUE AND SEGMENT INFORMATION (cont'd)

#### Geographical information

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

### 4. OTHER GAINS AND LOSSES

Other gains and losses are made up of net foreign exchange gains amounting to S\$25,660 for the period ended 30 September 2018 (period ended 30 September 2017: foreign exchange losses of S\$32,033).

### 5. FINANCE COSTS

Finance costs relate to interest accrued on bank borrowings amounting to S\$11,783 for the period ended 30 September 2018 (period ended 30 September 2017: S\$17,280).

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 6. PROFIT (LOSS) BEFORE TAXATION

(Loss) profit before taxation has been arrived at after charging:

	<b>Three months ended 30 September</b>	
	<b>2018</b>	2017
	<b>S\$</b>	S\$
	<b>(Unaudited)</b>	(Unaudited)
Depreciation of property, plant and equipment ( <i>Note (a)</i> )	<b>131,834</b>	143,578
Directors' remuneration	<b>121,620</b>	132,120
<i>Other staff costs</i>		
– Salaries, wages and other benefit	<b>553,687</b>	564,618
– Defined contribution plans, including retirement benefits	<b>22,963</b>	19,416
– Foreign worker levy and skill development levy	<b>66,213</b>	48,891
Total staff costs (inclusive of Directors' remuneration) ( <i>Note (b)</i> )	<b>642,863</b>	632,925
Cost of materials recognised as costs of sales/services	<b>609,415</b>	960,734
Subcontractor costs recognised as costs of sales/services	<b>13,110</b>	346,693

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

Notes:

- (a) For the period ended 30 September 2018, depreciation of S\$99,074 (period ended 30 September 2017: S\$99,074) are included in costs of sales/services.
- (b) For the period ended 30 September 2018, staff costs of S\$401,108 (period ended 30 September 2017: S\$301,587) are included in costs of sales/services.

### 7. INCOME TAX EXPENSE

For the period ended 30 September 2018, Singapore corporate income tax has been provided at the rate of 17% (period ended 30 September 2017: 17%). A breakdown of the income tax expenses is as follow:

	<b>Three months ended 30 September</b>	
	<b>2018</b>	2017
	<b>S\$</b>	S\$
	<b>(Unaudited)</b>	(Unaudited)
<hr/>		
<i>Tax expense comprises:</i>		
Current tax		
– Singapore corporate income tax (“CIT”)	<b>7,927</b>	50,576
Deferred tax	–	19,424
	<hr/>	<hr/>
	<b>7,927</b>	70,000
	<hr/>	<hr/>

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 8. EARNINGS (LOSS) PER SHARE

	<b>Three months ended 30 September</b>	
	<b>2018</b>	2017
	<b>S\$</b>	S\$
	<b>(Unaudited)</b>	(Unaudited)
Profit (Loss) attributable to owners of the Company (S\$)	<b>27,344</b>	(940,137)
Weighted average number of ordinary shares (Note (a))	<b>800,000,000</b>	600,000,000
Basic and diluted earnings (loss) per share (S\$ cents per share)	<b>0.003</b>	(0.16)

Note:

- (a) The calculation of basic (loss) earnings per share is based on the (loss) profit for the year attributable to owners of the Company and the weighted average number of shares in issue. The number of shares for the purpose of calculating basic (loss) earnings per share for the periods ended 30 September 2018 and 2017 have been determined on the assumption that the Group Reorganisation and capitalisation issue have been effective since 1 July 2016.

Diluted earnings (loss) per share is the same as the basic earnings (loss) per share because the Group has no dilutive securities that are convertible into shares during the periods ended 30 September 2018 and 2017.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 9. DIVIDENDS

No dividends have been proposed or paid by the Company or any of its subsidiaries during the period ended 30 September 2018 (period ended 30 September 2017: S\$ nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### DEVELOPMENT OF BUSINESS AND PROSPECTS

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

For the three months ended 30 September 2018 (the “**Relevant Period**”), the Group recorded a net gain of approximately S\$27.3 thousand as compared to a net loss of approximately S\$940.1 thousand for the same period in 2017. The Directors are of the view that the net gain was primarily due to the decrease in the non-recurring listing expenses (the “**Listing Expenses**”) of approximately S\$1,471.9 thousand incurred during the period in 2017.

### 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 communication system projects which will enhance value to our shareholders.

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.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Group is currently assessing the viability of business expansion opportunities in the geographical territories of Malaysia and China. For the avoidance of doubt, in alignment with the proceeds of funds usage as disclosed in the Prospectus, the Group will not apply funds obtained from the Share Offer in connection with the abovementioned business expansion. Instead, the Group will expect to apply funds generated from operating cash flows in operating subsidiary ISPL Pte Ltd (“**ISPL**”).

Being a sound and communications systems solution provider in Singapore, the Group is well-placed to respond to these changing needs with effective communication through its stakeholder channels. Looking forward, the Group will remain cautiously optimistic of our business and expansion opportunities in Singapore and the Asia Pacific region.

## FINANCIAL REVIEW

### Revenue

Our revenue decreased to approximately S\$1.6 million for the Relevant Period by approximately S\$1.2 million or 41.9%, from approximately S\$2.8 million for the period ended 30 September 2017. This was principally due to site delays in our sales of sound and communication systems and related services projects during the Relevant Period. Less projects being awarded to the Group in the integrated sales of sound and communication segment also attributed to the further decrease in revenue.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Costs of sales/services

Our costs of sales/services decreased to approximately S\$1.1 million for the Relevant Period by approximately S\$0.6 million or 34.3%, from approximately S\$1.7 million for the period ended 30 September 2017. The decrease in costs was substantially due to a decrease in materials purchased which was in line with the decrease in revenue during the Relevant Period.

### Gross profit margin

Our gross profit decreased to approximately S\$0.5 million for the Relevant Period from approximately S\$1.1 million for the period ended 30 September 2017. The Group's gross profit margin decreased from 38.8% for the period ended 30 September 2017 to 30.8% for the Relevant Period. The decrease was principally due more manhours incurred to complete labour intensive projects within the sales of communication systems and related services segment, thus increasing labour costs during the Relevant Period when compared to the same period in 2017.

### Other income, gains and losses

Our other income, gains and losses increased to approximately S\$45.4 thousand for the Relevant Period, by approximately S\$77.4 thousand, from losses of approximately S\$32.0 thousand for the period ended 30 September 2017. This increase was mainly due to the foreign exchange gains of monetary assets held in currencies other than S\$, such as US\$ and HK\$, which had appreciated against the S\$. We also recorded an increase in interest income from fixed deposits which further contributed to the increase in other income.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Administrative expenses

Our administrative expenses increased to approximately S\$498.5 thousand for the Relevant Period, by approximately S\$67.0 thousand or 15.5%, from approximately S\$431.5 thousand for the period ended 30 September 2017. The increase was mainly due to both the increased compliance and listing fees, and the increased payroll costs, which were in turn, in line with the increased headcount and annual salary increments.

### Finance costs

Our finance costs decreased to approximately S\$11.8 thousand for the Relevant Period, by approximately S\$5.5 thousand or 31.8%, from approximately S\$17.2 thousand for the period ended 30 September 2017. The decrease was mainly due to the partial repayment of mortgage loan principal during the Relevant Period.

### Income tax expense

Our income tax expense decreased to approximately S\$7.9 thousand for the Relevant Period, by approximately S\$62.1 thousand or 88.7%, from approximately S\$70.0 thousand for the period ended 30 September 2017. The decrease was substantially due to the decrease in income tax expenses in Singapore subsidiary ISPL, which was in line with the decrease in ISPL's profits before taxation.

## MANAGEMENT DISCUSSION AND ANALYSIS

### **Profit representing total comprehensive income for the period**

The Group recorded a profit representing total comprehensive income of approximately S\$27.3 thousand for the Relevant Period. Compared to the total comprehensive loss with approximately S\$940.1 thousand for the period ended 30 September 2017, the increase is principally caused by the decrease in non-recurring Listing Expenses of approximately S\$1,471.9 thousand.

### **Dividends**

The Directors do not recommend the payment of dividend for the Relevant Period (period ended 30 September 2017: S\$ nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### Use of proceeds from Share Offer and Comparison of Business Objectives with Actual Business Progress

Up to 30 September 2018, we utilised the net proceeds raised from the Share Offer in accordance with the designated uses set out in the prospectus issued by the Company on 29 December 2017 (the “**Prospectus**”) as follows:

Description	Amount designated in the Prospectus HK\$M	Planned use of proceeds from Listing Date to 30/09/18 HK\$M	Actual use of proceeds from Listing Date to 30/09/18 HK\$M	% utilised
Strengthen our marketing efforts in the sound and communication industry in Singapore	1.4	0.7	0.1	7.1%
Expand and train our sales and marketing, technical and support workforce	11.6	1.1	0.1	0.9%
Purchase transportation vehicles	3.0	0.5	0.5	16.7%
Setting up of a new sales office in Singapore	10.0	–	–	0.0%
Partial repayment of bank loan	10.0	10.0	10.0	100.0%
Resources for the provision of performance bonds	2.0	1.0	–	0.0%
Take steps to obtain higher grade level under our current mechanical and electrical workhead	2.5	2.5	–	0.0%
General working capital and general corporate purposes	3.5	3.5	3.5	100.0%
Grand total	44.0	19.3	14.2	32.3%

## MANAGEMENT DISCUSSION AND ANALYSIS

The following table sets forth the designated and actual implementation plan up to 30 September 2018:

Purpose	Implementation Plan	Actual implementation activities
Strengthen our marketing efforts in the sound and communication industry in Singapore	<ul style="list-style-type: none"> <li>• Implement corporate branding and identity for our sound and communication services solution operations in Singapore which includes printing of marketing materials and advertisement</li> <li>• Maintain and improve our corporate websites, which includes appointing an external consultant for customised website development</li> <li>• Participate in industry trade show(s)</li> </ul>	<ul style="list-style-type: none"> <li>• Maintained and improved our corporate websites, which included appointing an external consultant for customised website development</li> </ul>
Expand and train our sales and marketing, technical and support workforce	<ul style="list-style-type: none"> <li>• New headcount of approximately one project manager, two engineers and 10 technicians to be recruited by February 2018, and the associated staff accommodation costs</li> <li>• To provide internal and external trainings and workshops to our sales and technical staff</li> </ul>	<ul style="list-style-type: none"> <li>• New headcount of approximately 8 technicians were recruited by June 2018</li> <li>• Provided internal and external trainings and workshops to our technical staff</li> </ul>
Purchase transportation vehicles	<ul style="list-style-type: none"> <li>• Purchase of one van for maintenance, operations and transportation of relevant equipment and/or labour</li> </ul>	<ul style="list-style-type: none"> <li>• Purchased one van for maintenance, operations and transportation of relevant equipment and/or labour</li> </ul>

## MANAGEMENT DISCUSSION AND ANALYSIS

Purpose	Implementation Plan	Actual implementation activities
Partial repayment of bank loan	<ul style="list-style-type: none"> <li>Partial repayment for the bank loan in relation to the mortgage loan secured for the purchase of our head office in Singapore</li> </ul>	<ul style="list-style-type: none"> <li>The mortgage loan was partially repaid on 11 July 2018</li> </ul>
Resources for the provision of performance bonds	<ul style="list-style-type: none"> <li>To explore, evaluate and tender for potential integrated services of sound and communication systems projects in Singapore, particularly larger scale projects which may be required for the provision of performance bonds</li> </ul>	<ul style="list-style-type: none"> <li>Postponed due to performance bond not required in recent awarded tenders to the Group</li> <li>In the process of exploring large scale potential projects which requires the provision of performance bonds</li> </ul>
Take steps to obtain higher grade level under our current mechanical and electrical workhead	<ul style="list-style-type: none"> <li>Satisfy the minimum financial requirements for "L6" grade under our current mechanical and electrical workhead</li> </ul>	<ul style="list-style-type: none"> <li>Considered and monitored the Group's project portfolio and postponed to April 2019 in conjunction with expiry of ME04 L5 workhead</li> </ul>

The net proceeds from the Share Offer, after deducting the related expenses, were approximately HK\$44.0 million. After the Share Offer, a part of these proceeds has been applied in accordance with the future plans and use of proceeds as set out in the Prospectus. The business objectives, future plans and planned use of proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus while the proceeds were applied based on the actual development of the Group's business and the industry.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Events after Reporting Period

In order to expand the Group's business in the People's Republic of China ("China"), CrissCross International Holdings (HK) Limited 縱橫國際控股(香港)有限公司, an indirectly wholly-owned subsidiary of the Company, established a wholly foreign-owned enterprise (the "WFOE") in Shenzhen, China on 2 November 2018. Apart from the establishment of a new WFOE, no concrete term has been agreed, and no letter of intent, memorandum of understanding or legally binding agreement has been entered into for the proposed expansion of business. Save for as disclosed above, the Group had no significant events from the end of the reporting period to the date of this report.

## **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 30 September 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 (Note)	Interest in a controlled corporation; interest held jointly with another person	573,700,000	71.71%
Ms. Choon Shew Lang (Note)	Interest in a controlled corporation; interest held jointly with another person	573,700,000	71.71%

*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

Name	Name of associated corporation	Capacity/Nature	Number of Shares held/ interested	Percentage of shareholding
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 30 September 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 AND DEBENTURES OF THE COMPANY

As at 30 September 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

Name	Capacity/Nature	Number of Shares held/ interested	Percentage of shareholding
Express Ventures	Beneficial owner	573,700,000	71.71%

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Save as disclosed above, as at 30 September 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/OR 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 30 September 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 within the best knowledge of the Directors, Directors confirmed that the Company has maintained a sufficient amount of public float for its Shares as required under the GEM Listing Rules.

## **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 period ended 30 September 2018.

### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

The Board confirms that during the Relevant Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **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 30 September 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 on 14 December 2017 (the "**Audit Committee**"). 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. Mr. Tang Chi Wai is the chairman of the Audit Committee.

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

The unaudited first quarterly results of the Company for the period ended 30 September 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, 9 November 2018

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