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ISP GLOBAL LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8487)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF 60% OF ISSUED SHARE CAPITAL OF THE TARGET COMPANY

THE PROPOSED ACQUISITION

The Board wishes to announce that on 2 October 2026 (after trading hours), the Purchaser, being an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor and the Target Company, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Sale Shares, which represent 60% of the issued share capital of the Target Company, at the Consideration of HK\$10,000. Upon Completion, the Target Company will become an indirect non-wholly owned subsidiary of the Company and the financial results, assets and liabilities of the Target Company will be consolidated into the financial statements of the Group.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios calculated pursuant to Rule 19.06 of the GEM Listing Rules in respect of the Proposed Acquisition exceeds 5% but all of the percentage ratios are less than 25%, the Proposed Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

SALE AND PURCHASE AGREEMENT

The Board wishes to announce that on 2 October 2026 (after trading hours), the Purchaser, being an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor and the Target Company, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Sale Shares, which represent 60% of the issued share capital of the Target Company, at the Consideration of HK\$10,000.

Set out below are the salient terms of the Sale and Purchase Agreement:

Date

2 October 2026 (after trading hours)

Parties

- (1) **Purchaser:** Guo Du Industrial Limited, an indirect wholly-owned subsidiary of the Company;
- (2) **Vendor:** Ms. Gong Huiqin; and
- (3) **Target Company:** Way Rich Limited

To the best of the Directors' knowledge, information and belief and after having made all reasonable enquiries, as at the date of the Sale and Purchase Agreement, the Vendor is independent of and not connected with the Company or any of its connected persons.

ASSETS TO BE ACQUIRED

Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell the Sale Shares, representing 60% of the issued share capital of Target Company.

CONSIDERATION

Pursuant to the Sale and Purchase Agreement, the Consideration for the sale and purchase of the Target Company shall be HK\$10,000 payable in cash by the Purchaser to the Vendor upon Completion.

The Consideration for the Proposed Acquisition was determined after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the latest unaudited management account of the Target Company as at 31 August 2026.

CONDITIONS PRECEDENT

Completion shall be subject to and conditional upon, among other things, the fulfilment or waiver (as the case may be) of the following conditions:

- (a) the Vendor having proved that it has a good title to the Sale Shares, free from all encumbrances;
- (b) the representations given by the Vendor in the Sale and Purchase Agreement remaining true, accurate, complete and not misleading between the dates of the Sale and Purchase Agreement and Completion;
- (c) the Purchaser being reasonably satisfied with the results of due diligence on the Target Company (including but not limited to business, financial, legal, technology, intellectual property, management or other aspects the Purchaser may consider necessary);
- (d) there being no events, facts, conditions, changes or other situations that have occurred or have been reasonably foreseen that may have a material adverse effect on the Target Company; and
- (e) the Purchaser and the Vendor having fulfilled their respective obligations and duly performed their respective duties as stipulated in the Sale and Purchase Agreement.

COMPLETION

Completion is expected to take place after the fulfilment (or waiver) of all the conditions precedent and on the date when the registration of the equity transfer under the Proposed Acquisition is completed. Completion shall take place within 25 business days from the date of the Sale and Purchase Agreement or such later date to be mutually agreed by the Vendor and the Purchaser in writing. Upon Completion, the Target Company will become an indirect non-wholly owned subsidiary of the Company and its financial results will be consolidated into the financial statements of the Group.

SOURCE OF FINANCING

The Purchaser intends to settle the Consideration by way of internal resources of the Group.

INFORMATION OF THE PARTIES

The Purchaser

The Purchaser is a company incorporated in the BVI with limited liability and is an indirect wholly-owned subsidiary of the Company. It is an investment holding company.

The Vendor

To the best of the Directors' knowledge, information and belief and after having made all reasonable enquiries, based on the information available to the Company, the Vendor is an individual who is independent and not connected with (within the meaning of the GEM Listing Rules) any of the Directors, chief executive and substantial shareholders of the Group.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company incorporated under the laws of Hong Kong with limited liability and is principally engaged in physical commodity trading. The main metal products are copper cathodes, often LME Registered Brand. It is a comprehensive bulk commodity trade and supply chain services institution. It was established in Hong Kong, China, with a specialty in Asia-Pacific cross-border physical trade, and supply chain management. At the current stage, it mainly engages in cross-border spot trading of metal products, and intends to gradually expand into agricultural products and chemical products in the future, while providing supply chain management services.

Having taken into account (i) the continued growth in demand for cross-border bulk commodity trade and supply chain management in the Asia-Pacific region, the Directors consider that the Proposed Acquisition presents the Target Company an opportunity to enter into the cross-border bulk commodity trade and supply chain management business, expand business scale and bring diversified revenue streams.

Set out below is a summary of the audited financial information of the Target Company for the financial year ended 31 December 2025 and the unaudited financial information of the Target Company for the eight months ended 31 August 2026:

	For the year ended 31 December 2025 (audited) (RMB' 000)	For the eight months ended 31 August 2026 (unaudited) (RMB' 000)
Revenue	18,255	–
Profit/(loss) before taxation	18.2	(3.8)
Profit/(loss) after taxation	18.2	(3.8)
Net assets	7.4	3.3

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The Company is an investment holding company. The Group is principally engaged in (i) sale of networking, sound and communication systems; (ii) provision of integrated services of networking, sound and communication systems, includes installation and customisation of networking, sound and communication systems and technical support services; and (iii) e-commerce operation. The Group's operations are mainly derived from Singapore, Malaysia and the PRC.

Due to the impacts of the highly saturated e-commerce sector in mainland China as well as fierce price competition, the Company recorded a loss caused by the decrease in revenue and gross profits. In response to the intense competition of e-commerce business segment, the Group has been seeking business opportunities to diversify into the physical commodity trading operation sector in the Asia Pacific region.

The principal activity of the Target Company is engaged in physical commodity trading. The main metal products are copper cathodes, often LME Registered Brand. Having taken into account (i) the continued growth in demand for cross-border bulk commodity trade and supply chain management in the Asia-Pacific region, the Directors consider that the Proposed Acquisition presents the Target Company an opportunity to enter into the cross-border bulk commodity trade and supply chain management business, expand business scale and bring diversified revenue streams.

The Board is of the view that the terms and conditions of the Sale and Purchase Agreement are on normal commercial terms, which are fair and reasonable and the Proposed Acquisition is in the interest of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios calculated pursuant to Rule 19.06 of the GEM Listing Rules in respect of the Proposed Acquisition exceeds 5% but all of the percentage ratios are less than 25%, the Proposed Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

As Completion is subject to the fulfilment of the conditions precedent set out in the Sale and Purchase Agreement, the Proposed Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	ISP Global Limited, an exempted company incorporated in the Cayman Islands, the shares of which are listed on GEM of the Stock Exchange
“Completion”	the completion of the Proposed Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement
“connected person”	has the meaning ascribed to it under the GEM Listing Rules

“Consideration”	the consideration of HK\$10,000 payable by the Purchaser to the Vendor for the Proposed Acquisition pursuant to the Sale and Purchase Agreement
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s) and cents respectively, the lawful currency of Hong Kong
“Purchaser”	Guo Du Industrial Limited, an indirect wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong, Macau and Taiwan
“Proposed Acquisition”	the acquisition of the Sale Shares by the Purchaser from the Vendor pursuant to the Sale and Purchase Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the Sale and Purchase Agreement dated 2 October 2026 entered into between the Purchaser and the Vendor for the Proposed Acquisition
“Sale Shares”	600 ordinary shares of the Target Company, representing 60% of the issued share capital of Target Company proposed to be acquired as stated in the Sale and Purchase Agreement
“Shareholders”	shareholders of the Company from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the GEM Listing Rules

“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Target Company”	Way Rich Limited
“Vendor”	Ms. Gong Huiqin
“%”	per cent.

By order of the Board
ISP Global Limited
Cao Chunmeng
Chairman and Executive Director

Hong Kong, 2 October 2026

As at the date of this announcement, the executive Directors are Mr. Cao Chunmeng, Mr. Han Bing, 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. Zheng Xiaorong, Mr. Yan Xiaotian and Mr. Tang Chi Wai.

This announcement, 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 announcement 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 announcement misleading.

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