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**ISP HOLDINGS LIMITED**

**昇柏控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 02340)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of ISP Holdings Limited (the “Company”) will be held at 3/F, Hay Nien Building, No. 1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong on Monday, 7 November 2022 at 11:00 a.m. for considering, and if thought fit, passing the following resolution as a special resolution of the Company:

### **SPECIAL RESOLUTION**

“**THAT** conditional upon compliance by the Company with the requirements under section 46(2) of the Companies Act 1981 of Bermuda (as amended), and with effect from the date of passing this resolution:

- (a) an amount of HK\$185,420,000 standing to the credit of the share premium account of the Company be reduced and the credit arising therefrom be transferred to the contributed surplus account of the Company;
- (b) the directors of the Company be and are authorized to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner as they consider appropriate from time to time, including offsetting the accumulated losses of the Company; and
- (c) the directors of the Company be and are hereby authorized to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing.”

By order of the board of directors of  
**ISP Holdings Limited**  
**Eric Chan Kwong Leung**  
*Company Secretary*

Hong Kong, 13 October 2022

*Notes:*

- (i) Any member entitled to attend and vote at the special general meeting shall be entitled to appoint a proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy. A proxy needs not be a member of the Company.
- (ii) In the case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy or in the case of a corporation by its duly authorised representative, in respect of such share at the special general meeting as if he were solely entitled thereto, but if more than one of such joint holders be present in person or by proxy or in the case of a corporation by its duly authorised representative at the meeting, then one of the persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) To be valid, any instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the special general meeting or any adjourned meeting thereof. Completion and delivery of the proxy form will not preclude a member from attending and voting in person at the special general meeting or any adjourned meeting thereof should he so wish.
- (iv) The Register of Members of the Company will be closed from Thursday, 3 November 2022 to Monday, 7 November 2022, both days inclusive (Hong Kong time), for the purpose of ascertaining shareholders' entitlement to attend and vote at the special general meeting. In order to be entitled to attend and vote at the special general meeting, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 2 November 2022 (Hong Kong time).

During the period mentioned in paragraph (iv) above, no transfers of shares will be registered.

- (v) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions to be proposed at the special general meeting will be decided by way of a poll, subject to certain exceptions.

*As at the date of this notice, the Board comprises Mr. Kingston Chu Chun Ho (Chairman) as Executive Director; Mr. Lam Chun Kit as Non-executive Director; and Mr. Lau Man Tak, Mr. Eric Lee Hon Man and Mr. To Chun Wai as Independent Non-executive Directors.*