



ISP HOLDINGS LIMITED

昇柏控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We, being the registered holder(s) of ISP Holdings Limited (the "Company"), hereby appoint the proxy^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 1) to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company ("AGM") to be held at 3/F., Hay Nien Building, No. 1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 25 May 2023 at 10:30 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit. Terms defined in the circular of the Company dated 25 April 2023 have the same meaning when used in this proxy form.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS . The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 8)	Signature ^(Note 4)		
Registered Holding ^(Note 2)			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS .)		
Full Name		No. of Shares ^(Note 3)
Full Address		

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and adopt the audited consolidated financial statements and the directors' report and the independent auditor's report of the Company for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Kingston Chu Chun Ho as an Executive Director;		
	(ii) To re-elect Mr. To Chun Wai as an Independent Non-executive Director; and		
	(iii) To authorise the board of directors of the Company to fix the directors' remuneration for the year ending 31 December 2023.		
3.	To re-appoint BDO Limited as the auditor of the Company for the ensuing year and authorise the board of directors of the Company to fix its remuneration.		
4.	(1) To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with additional shares of the Company. [#]		
	(2) To grant a general mandate to the directors of the Company to purchase or repurchase issued shares of the Company. [#]		
	(3) To extend the share issue mandate by addition thereto shares repurchased. [#]		
SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
5.	To approve the proposed amendments to the Bye-laws of the Company and the adoption of the amended and restated Bye-laws of the Company. [#]		

[#] Full text of each of the relevant resolutions is set out in the notice dated 25 April 2023 convening the AGM

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- In order to be valid, a proxy form 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, must be deposited at the branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to 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, Hong Kong.