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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ISP Holdings Limited (the “Company”), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee, or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ISP

ISP HOLDINGS LIMITED

昇柏控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

**PROPOSALS IN RELATION TO
(1) RE-ELECTION OF DIRECTORS; AND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening 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 Friday, 20 May 2022 at 10:30 a.m. is set out on pages 19 to 23 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. **Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.**

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 7 of this document for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including, but not limited to:

- **compulsory body temperature checks and health declarations**
- **mandatory wearing of a surgical face mask for each attendee**
- **no distribution of corporate gift and refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the Chairman of the AGM as their proxies to vote according to their indicated voting instructions as an alternative to attending the AGM in person. Shareholders are advised to read page 7 of this document for further detail and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

19 April 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3/F., Hay Nien Building, No. 1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 20 May 2022 at 10:30 a.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM as set out on pages 19 to 23 of this circular;
“associates”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company, as amended from time to time, and “Bye-law” construes any bye-law thereof;
“Company”	ISP Holdings Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange;
“connected person”	has the same meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Latest Practicable Date”	8 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange, as amended from time to time;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)” or “member(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or Section 86 of the Companies Act 1981 of Bermuda, whether incorporated/established in Hong Kong, Bermuda, the British Virgin Islands, the People’s Republic of China or elsewhere) of the Company and “Subsidiaries” shall be construed accordingly;
“substantial shareholder”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	The Code on Takeovers and Mergers published by Securities and Futures Commission, as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



ISP HOLDINGS LIMITED

昇柏控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

Executive Director:

Mr. Kingston Chu Chun Ho (*Chairman*)

Non-executive Director:

Mr. Lam Chun Kit

Independent Non-executive Directors:

Mr. Lau Man Tak

Mr. Eric Lee Hon Man

Mr. To Chun Wai

Registered office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Principal Place of Business in

Hong Kong:

3/F., Hay Nien Building

No. 1 Tai Yip Street

Kwun Tong, Kowloon

Hong Kong

19 April 2022

To the Shareholders,

Dear Sir or Madam

**PROPOSALS IN RELATION TO
(1) RE-ELECTION OF DIRECTORS; AND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

(A) INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice, and the information regarding the resolutions to be proposed at the AGM relating to, among others, (i) the re-election of the Directors who are going to retire and stand for re-election at the AGM; and (ii) the grant to the Directors of the Issue Mandate (as defined below), the Repurchase Mandate (as defined below) and the extension of the Issue Mandate (as defined below) to include the Shares repurchased under the Repurchase Mandate (as defined below), if any.

LETTER FROM THE BOARD

(B) RE-ELECTION OF DIRECTORS

In accordance with Bye-laws 87(1) and 87(2), Mr. Lau Man Tak and Mr. Eric Lee Hon Man shall retire by rotation, and being eligible, have expressed their willingness to offer themselves for re-election at the AGM.

Mr. Lam Chun Kit was appointed by the Board as a Non-executive Director with effect from 16 February 2022. In accordance with Bye-law 86(2), Mr. Lam Chun Kit shall hold office only until the next following general meeting of the Company. He, being eligible, has offered himself for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the Company's Board Diversity Policy and Nomination Policy. The Nomination Committee has assessed the independence of Mr. Lau Man Tak and Mr. Eric Lee Hon Man based on reviewing their written confirmations of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. The Board, having considered the recommendation of the Nomination Committee, is of the view that Mr. Lau Man Tak, Mr. Eric Lee Hon Man and Mr. Lam Chun Kit will bring valuable perspectives, knowledge, skills and experience to the Board for its efficient and effective functioning and their appointment will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The biographical details of all the retiring Directors are set out in Appendix I to this circular.

(C) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on Friday, 21 May 2021, general mandates were granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and repurchase issued and fully paid Shares. These general mandates will lapse at the conclusion of the AGM and therefore, ordinary resolutions will be proposed at the AGM to grant fresh general mandates as follows:

- (i) to grant to the Directors a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding twenty per cent (20%) of the total number of Shares in issue as at the date of the passing of the relevant ordinary resolution (i.e. not exceeding 84,970,000 Shares based on the total number of Shares in issue of 424,850,000 Shares as at the Latest Practicable Date and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM) (the "Issue Mandate");
- (ii) to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to purchase or repurchase issued Shares not exceeding ten per cent (10%) of the total number of Shares in issue as at the date of the passing of the relevant ordinary resolution (the "Repurchase Mandate"); and

LETTER FROM THE BOARD

(iii) conditional upon the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by the addition thereto of the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

Full text of the relevant ordinary resolutions in relation to the general mandates described in (i), (ii) and (iii) above are set out as resolutions no. 4(1), 4(2) and 4(3) respectively in the AGM Notice.

An explanatory statement in compliance with Rule 10.06(1)(b) of the Listing Rules for providing Shareholders with all the information reasonably necessary to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix II to this circular.

(D) AGM

The AGM Notice convening the AGM to be held at 3/F., Hay Nien Building, No. 1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 20 May 2022 at 10:30 a.m. is set out on pages 19 to 23 of this circular.

Enclosed with this circular is the proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66, any vote of Shareholders at a general meeting must be taken by way of poll, subject to certain exceptions.

(E) RECOMMENDATION

The Directors are pleased to recommend the Shareholders to vote for the re-election of all the retiring Directors who are going to stand for re-election at the AGM. Besides, the Directors consider that (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; and (iii) the extension of the Issue Mandate are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors also recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

(F) GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

Yours faithfully,
For and on behalf of the Board
ISP Holdings Limited
Kingston Chu Chun Ho
Chairman

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our Shareholders, staff and other participants of the AGM (the “Stakeholders”) is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect the Stakeholders from the risk of infection, which include but not limited to:

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served and there will be no corporate gift.
- (iv) Each attendee is required to complete and sign a health declaration form to declare whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; (b) he/she is subject to any Hong Kong Government prescribed quarantine; and (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.
- (v) The Company will limit the attendance in person at the AGM venue in accordance with the prevailing requirements or guidelines published by the Hong Kong Government and/or regulatory authorities at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendees’ health and safety, only Shareholders and/or their representatives and relevant AGM staff will be admitted to the AGM. Admission to the AGM venue will not be granted in excess of the capacity of the AGM venue.
- (vi) Anyone attending the AGM is reminded to observe good personal hygiene at all times.

In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and strongly encourages Shareholders **NOT to attend the AGM in person** and advises Shareholders to appoint the Chairman of the AGM as their proxies to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

Shareholders are advised to read this section carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company’s principal place of business in Hong Kong or to our email at investor@isp-hk.com.hk.

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, we set out below the biographical details of the retiring Directors for the information of Shareholders.

1. Mr. Lau Man Tak (*aged 52*)

Mr. Lau Man Tak (“Mr. Lau”) has been appointed as an Independent Non-executive Director since 28 September 2017. He is also the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee.

Mr. Lau graduated from the Hong Kong Polytechnic University with a bachelor’s degree of arts in accountancy in November 1991. Mr. Lau has more than 20 years of experience in finance and accounting. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of each of the Association of Chartered Certified Accountants in United Kingdom, The Hong Kong Institute of Directors and the Hong Kong Securities and Investment Institute.

Mr. Lau is currently the chairman and a non-executive director of REF Holdings Limited (“REF”) (stock code: 1631), a company listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Kingston Financial Group Limited (“Kingston Group”) (stock code: 1031), a company listed on the Main Board of the Stock Exchange. Mr. Lau was an executive director and chairman of TEM Holdings Limited (“TEM”) since 2015 and was re-designated as a director in January 2021 upon the withdrawal of the listing of TEM by way of privatisation. He was also an independent non-executive director of Chinese Food and Beverage Group Limited since February 2019 until his resignation upon its cancellation of listing on GEM of the Stock Exchange on 13 July 2021.

As aforesaid, Mr. Lau is an independent non-executive director of Kingston Group. Meanwhile, (i) Mrs. Chu Yuet Wah, being the controlling shareholder of the Company, also holds board position and has controlling interests in Kingston Group; and (ii) Mr. Kingston Chu Chun Ho, being an Executive Director and the Chairman of the Company, also holds board position in Kingston Group.

Mr. Lau was a director of the following companies, which were all incorporated in Hong Kong prior to their respective dissolution:

Name of companies	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reasons for dissolution
Billion Gateways Limited	Investment	Not applicable/ 1 September 2006	Deregistration	Cessation of business
Blandor International Limited	Investment	31 August 1998/ 15 February 2006	Creditors' voluntary winding up	Cessation of business (<i>Note 1</i>)
Champion Era Limited	Investment	Not applicable/ 21 March 2003	Striking Off	Cessation of business
Duke Metal Limited	Commodities trading	Not applicable/ 2 December 2005	Deregistration	Cessation of business
Glad Bright Limited	Investment	Not applicable/ 6 December 2002	Striking Off	Cessation of business
Grandyet Limited	Investment	Not applicable/ 9 August 2002	Striking Off	Cessation of business
Huey Tai Management Services Limited	Investment	Not applicable/ 12 July 2002	Striking Off	Cessation of business
Huey Tai Properties Management Limited	Investment	Not applicable/ 12 July 2002	Striking Off	Cessation of business
Huey Tai Property Development Limited	Investment	Not applicable/ 12 July 2002	Striking Off	Cessation of business
Kingford Investment Company, Limited	Investment	17 July 2002/ 30 August 2007	Compulsory winding up	Cessation of business (<i>Note 2</i>)
M. Paris Hong Kong Limited	Fashion retail	11 June 1998/ 10 January 2006	Creditors' voluntary winding up	Cessation of business (<i>Note 1</i>)
New Delicate Printing Limited	Investment	Not applicable/ 23 March 2007	Striking Off	Cessation of business
Nice & Bright Limited	Property investment	Not applicable/ 8 August 2014	Deregistration	Cessation of business

Name of companies	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reasons for dissolution
On Line Education Limited	Investment	29 May 2002/ 29 November 2006	Compulsory winding up	Cessation of business (Note 3)
Renouveau (H.K.) Limited	Fashion retail	19 February 1998/ 10 January 2006	Creditors' voluntary winding up	Cessation of business (Note 1)
Richmen Investment Limited	Investment	Not applicable/ 10 January 2014	Deregistration	Cessation of business
Sinoboorn Limited	Investment	Not applicable/ 11 October 2002	Striking Off	Cessation of business
Talow Investment Limited	Investment	Not applicable/ 22 November 2002	Striking Off	Cessation of business
Topwayson Company Limited	Investment	Not applicable/ 10 January 2003	Striking Off	Cessation of business
Tradekey Investments Limited	Investment	Not applicable/ 21 March 2003	Striking Off	Cessation of business
Uniwin Company Limited	Investment	Not applicable/ 11 October 2002	Striking Off	Cessation of business

Notes:

- (1) Keng Fong Sin Kee Construction and Investment Company Limited ("Keng Fong") (presently known as ZH International Holdings Limited) (stock code: 185) was the ultimate holding company of the subject companies and Mr. Lau was the financial controller of Keng Fong and its group companies ("Keng Fong Group"). Because of the Asia financial crisis in around 1998, the business of Keng Fong Group was heavily affected and Keng Fong Group did not repay its loans. Therefore, the board of directors of Keng Fong decided to wind up the subject companies by means of creditors' voluntary winding up.
- (2) Mr. Lau was the financial controller of Keng Fong Group, the holding company of Kingford Investment Company, Limited ("Kingford"). Because of the Asia financial crisis in around 1998, the business of Keng Fong Group was heavily affected and Kingford did not pay its rent. Therefore, Kingford's then landlord sued against Kingford for the recovery of the sum of approximately HK\$0.4 million, being arrears of rent for the period from 1 November 2000 to 30 April 2001.
- (3) Mr. Lau was the financial controller of Keng Fong Group. Keng Fong invested in On Line Education Limited ("On Line Education") and nominated Mr. Lau as a director of On Line Education. However, Mr. Lau had never been involved in the management of the company. Later, On Line Education's business declined and On Line Education did not pay its employees their wages. Therefore, the employees brought an action against On Line Education in the Labour Tribunal for outstanding wages in arrears in the aggregate sum of approximately HK\$1.3 million.

Mr. Lau confirmed that there is no wrongful act on his part leading to the dissolutions of the above companies and is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions, and that his involvement in these companies was part and parcel of his services and that no misconduct or misfeasance had been involved in the dissolution of these companies.

In addition, the Company engaged REF to provide typesetting, translation and printing services (the “Printing Services”) to the Company in respect of its announcements, circulars, interim reports and annual reports. On the other hand, the Company provided coordination service for re-instatement work (“Coordination Service”) to REF during 2021. The terms of Printing Services and Coordination Service have been negotiated and settled directly with the staff of REF, in which process Mr. Lau has not been involved. The transaction amounts incurred for the Printing Services and Coordination Service were HK\$276,852 and HK\$80,000 respectively in 2021 and were not material to Mr. Lau, REF and the Company. Mr. Lau has confirmed that he did not receive any of the transaction amount for the Printing Services in person, as the transaction amount went to REF as its revenue. He has also confirmed that he did not pay any of the transaction amount for the Coordination Service in person, as the transaction amount was entirely paid by REF.

As at the Latest Practicable Date, the Company does not have any relationship with REF in terms of shareholding, save that Mr. Lau is the chairman, non-executive director and the substantial shareholder holding 75% corporate interests in REF.

The Company confirmed that Mr. Lau has provided his confirmation of independence that he complied with Rule 3.13 of the Listing Rules for the year ended 31 December 2021 and up to the Latest Practicable Date.

As far as Rule 3.13 of the Listing Rules is concerned, the Company submitted that:

- (i) REF has never expressed that it provided the Printing Services in the capacity of professional adviser. The Printing Services involved no professional advisory elements and were provided in the way and features directed and instructed by the Company based on its specific requirements only. In fact, there is no provision in the service agreement stipulating that REF is providing any professional advice to the Company when delivering the Printing Services to the Company. Although Mr. Lau is a non-executive director of REF, he is not considered by the Company to be falling within the definition of Rule 3.13(3) of the Listing Rules as REF has not been a professional adviser to the Company; and
- (ii) neither Mr. Lau nor REF has subsisted any material interest in any principal business activities of, nor any one of them has been involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company as at the Latest Practicable Date save for the Printing Services and Coordination Service.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau (i) did not hold any other major appointments and has not held any position or directorship in any other public listed companies during the last three years preceding the Latest Practicable Date; (ii) did not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iii) did not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, Mr. Lau did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to Mr. Lau's letter of appointment with the Company, his appointment has been renewed for three years commencing from 28 September 2020 up to and including 27 September 2023. Mr. Lau is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Bye-laws.

For the year ended 31 December 2021, Mr. Lau is entitled to an annual director's fee of HK\$240,000 for acting as an Independent Non-executive Director, which is determined with reference to his duties and responsibilities in the Company, the remuneration policy of the Company and the prevailing market situation (subject to review by the Board from time to time).

2. **Mr. Eric Lee Hon Man** (*aged 55*)

Mr. Eric Lee Hon Man ("Mr. Lee") has been appointed as an Independent Non-executive Director since 28 September 2017. He is the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee.

Mr. Lee is currently an independent non-executive director of REF. He is also employed by Alliance Capital Partners Limited, a company engaging in advising on corporate finance and dealing in securities, as managing director. Mr. Lee graduated from the University of Birmingham, the United Kingdom with a bachelor's degree of engineering in electronic and electrical engineering in July 1988 and obtained a master's degree in business administration from the Chinese University of Hong Kong in December 1993.

Mr. Lee has over 20 years of experience in the corporate finance industry. He was an independent non-executive director of TEM since April 2016 until his resignation in January 2021 upon the withdrawal of the listing of TEM by way of privatization. From March 2017 to June 2020, Mr. Lee worked at Orient Capital (Hong Kong) Limited, a company engaging in advising on corporate finance, as managing director of investment banking department. From August 2015 to February 2017, Mr. Lee worked at LY Capital Limited, a company engaging in advising on corporate finance, as a director. From April 2002 to November 2014, Mr. Lee worked at First Shanghai Capital Limited, a company engaging in advising on corporate finance, and his last position was managing director. From July 1997 to March 2002, Mr. Lee worked at DBS Asia Capital Limited, a company engaging in advising on corporate finance, and his last position was vice president.

As aforesaid, Mr. Lee is an independent non-executive director of REF. Meanwhile, the Company engaged REF to provide typesetting, translation and printing services (the “Printing Services”) to the Company in respect of its announcements, circulars, interim reports and annual reports. On the other hand, the Company provided coordination service for re-instatement work (“Coordination Service”) to REF during 2021. The terms of Printing Services and Coordination Service have been negotiated and settled directly with the staff of REF, in which process Mr. Lee has not been involved. The transaction amounts incurred for the Printing Services and Coordination Service were HK\$276,852 and HK\$80,000 respectively in 2021 and were not material to Mr. Lee, REF and the Company. Mr. Lee has confirmed that he did not receive any of the transaction amount for the Printing Services in person, as the transaction amount went to REF as its revenue. He has also confirmed that he did not pay any of the transaction amount for the Coordination Service in person, as the transaction amount was entirely paid by REF.

As at the Latest Practicable Date, the Company does not have any relationship with REF in terms of shareholding, save that Mr. Lee is an independent non-executive director of REF.

The Company confirmed that Mr. Lee has provided his confirmation of independence that he complied with Rule 3.13 of the Listing Rules for the year ended 31 December 2021 and up to the Latest Practicable Date.

As far as Rule 3.13 of the Listing Rules is concerned, the Company submitted that:

- (i) REF has never expressed that it provided the Printing Services in the capacity of professional adviser. The Printing Services involved no professional advisory elements and were provided in the way and features directed and instructed by the Company based on its specific requirements only. In fact, there is no provision in the service agreement stipulating that REF is providing any professional advice to the Company when delivering the Printing Services to the Company. Although Mr. Lee is an independent non-executive director of REF, he is not considered by the Company to be falling within the definition of Rule 3.13(3) of the Listing Rules as REF has not been a professional adviser to the Company; and
- (ii) neither Mr. Lee nor REF has subsisted any material interest in any principal business activities of, nor any one of them has been involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company as at the Latest Practicable Date save for the Printing Services and Coordination Service.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee (i) did not hold any other major appointments and has not held any position or directorship in any other public listed companies during the last three years preceding the Latest Practicable Date; (ii) did not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iii) did not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, Mr. Lee did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to Mr. Lee's letter of appointment with the Company, his appointment has been renewed for three years commencing from 28 September 2020 up to and including 27 September 2023. Mr. Lee is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Bye-laws.

For the year ended 31 December 2021, Mr. Lee is entitled to an annual director's fee of HK\$240,000 for acting as an Independent Non-executive Director, which is determined with reference to his duties and responsibilities in the Company, the remuneration policy of the Company and the prevailing market situation (subject to review by the Board from time to time).

3. Mr. Lam Chun Kit (*aged 48*)

Mr. Lam Chun Kit ("Mr. Lam") was appointed as a Non-Executive Director with effect from 16 February 2022. He is the financial controller of VMS Investment Group Limited ("VMS"), which is an asset management company specializing in private equity, structured financing and M&A transactions.

Before that, Mr. Lam worked in a private group engaging in investment properties and oil and gas industry as head of finance control, and in international audit firms over 10 years. Mr. Lam has developed extensive experience in finance and accounting, treasury, tax and corporate governance. Mr. Lam graduated from The Hong Kong Polytechnic University with a bachelor's degree of Arts in Accountancy. He is also a member of The Hong Kong Institute of Certified Public Accountants.

Save as disclosed above and the fact that VMS's related company, VMS Securities Limited, was one of the joint financial advisers appointed by the Board to advise the Company on the disposal of the property and facility management services of the Group in Hong Kong (including the provision of ancillary services) during the period from September 2021 to January 2022, as at the Latest Practicable Date, Mr. Lam (i) did not hold any other major appointments and has not held any position or directorship in any other public listed companies during the last three years preceding the Latest Practicable Date; (ii) did not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; and (iii) did not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, Mr. Lam did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to Mr. Lam's letter of appointment with the Company, he is appointed for a term of one year commencing from 16 February 2022 up to and including 15 February 2023 (which is renewable upon expiry). Mr. Lam is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Bye-laws of the Company. He is entitled to receive an annual Director's fee of HK\$600,000 for acting as a Non-executive Director, which is determined with reference to his duties and responsibilities in the Company, the remuneration policy of the Company and the prevailing market conditions (subject to review by the Board from time to time).

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of the re-election of the abovenamed retiring Directors.

This appendix contains the explanatory statement, as required under the Listing Rules, to provide to the Shareholders with the requisite information in connection with the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 424,850,000 fully paid Shares and 80,000,000 convertible preference shares.

Subject to the passing of the ordinary resolution no. 4(2) set out in the AGM Notice for approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 42,485,000 Shares during the period in which the Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Repurchase Mandate must be fully paid-up.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net assets and/or earnings per Share. The Directors will decide on the number of Shares to be repurchased on each occasion and the price and other terms upon which the same is repurchased at relevant time having regard to the circumstances then pertaining and they will do so only when they believe that such repurchases will benefit the Company and the Shareholders as a whole. At present, the Directors have no intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda. It is envisaged that such repurchases would be paid out of the capital paid up on the repurchased Shares, or the funds of the Company otherwise available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a repurchase would be provided out of funds of the Company otherwise available for dividend or distribution or the Company's share premium account.

In the event that the Repurchase Mandate were to be exercised in full at any time during the period which the Repurchase Mandate remains in force, there might be a material adverse impact on the working capital but possibly not the gearing position of the Company as compared to the consolidated financial position of the Company as at 31 December 2021 (being the date to which the latest published audited consolidated financial statements of the Company were made up). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

4. CONNECTED PERSONS AND DIRECTORS' UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

5. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mrs. Chu Yuet Wah ("Mrs. Chu") was interested in 225,518,633 Shares, representing approximately 53.08% of the total number of Shares in issue, through her wholly and beneficially owned company, Champ Key Holdings Limited.

In the event that the Repurchase Mandate was to be exercised in full, then (if the present shareholdings otherwise remained the same) the shareholding in the Company of Mrs. Chu would increase to approximately 58.98% of the total number of Shares in issue. It is considered that such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation.

The Directors do not intend to exercise the Repurchase Mandate to an extent which will result in the number of Shares held in the hands of the public falling below the prescribed limit under the Listing Rules.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months preceding the Latest Practicable Date and up to that date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.305	0.233
May	0.255	0.236
June	0.265	0.239
July	0.265	0.240
August	0.380	0.255
September	0.325	0.285
October	0.760	0.300
November	1.180	0.680
December	0.870	0.730
2022		
January	1.090	0.720
February	0.390	0.238
March	0.330	0.243
April (up to the Latest Practicable Date)	0.300	0.270

7. SHARE PURCHASES MADE BY THE COMPANY

The Company did not purchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



ISP HOLDINGS LIMITED

昇柏控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

NOTICE IS HEREBY GIVEN that the annual 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 Friday, 20 May 2022 at 10:30 a.m. for the following purposes:

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 2021.
2. To re-elect the following retiring directors of the Company and authorise the board of directors of the Company to fix the directors’ remuneration:
 - (i) to re-elect Mr. Lau Man Tak as an Independent Non-executive Director;
 - (ii) to re-elect Mr. Eric Lee Hon Man as an Independent Non-executive Director;
 - (iii) to re-elect Mr. Lam Chun Kit as a Non-executive Director; and
 - (iv) to authorise the board of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2022.
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. As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) **“THAT:**

- (a) subject to paragraph (b) of this resolution no. 4(1), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares allotted, issued or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with, (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution no. 4(1), otherwise than pursuant to or in consequence of:
- (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company; or
 - (iii) the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants of shares of the Company or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time; or
 - (v) a specific authority granted by the shareholders of the Company in general meeting,
- shall not exceed twenty per cent (20%) of the total number of shares of the Company in issue at the date of the passing of this resolution no. 4(1), and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution no. 4(1), “Relevant Period” means the period from (and including) the date of the passing of this resolution no. 4(1) until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this resolution no. 4(1) by the passing of an ordinary resolution by the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares of the Company, or an offer of warrants, options or other securities which carry rights to subscribe for or purchase shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the registers of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

(2) **“THAT:**

- (a) subject to paragraph (b) of this resolution no. 4(2), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company in issue which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) of this resolution no. 4(2) shall not exceed ten per cent (10%) of the total number of shares of the Company in issue at the date of the passing of this resolution no. 4(2), and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution no. 4(2), “Relevant Period” means the period from (and including) the date of the passing of this resolution no. 4(2) until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this resolution no. 4(2) by the passing of an ordinary resolution by the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** conditional upon the passing of resolutions nos. 4(1) and 4(2) set out in the notice of this meeting, the general mandate granted to the directors of the Company pursuant to resolution no. 4(1) set out in the notice of this meeting and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company purchased or repurchased by the Company under the authority granted pursuant to resolution no. 4(2) set out in the notice of this meeting, provided that such extended amount shall not exceed ten per cent (10%) of the total number of shares of the Company in issue at the date of the passing of this resolution.”

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

Hong Kong, 19 April 2022

Notes:

- (i) Any member entitled to attend and vote at the annual 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 annual 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 annual 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 annual general meeting or any adjourned meeting thereof should he so wish.
- (iv) The Register of Members of the Company will be closed from Monday, 16 May 2022 to Friday, 20 May 2022 both days inclusive (Hong Kong time), for the purpose of ascertaining shareholders’ entitlement to attend and vote at the 2022 annual general meeting. In order to be entitled to attend and vote at the annual 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 Friday, 13 May 2022 (Hong Kong time).

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

NOTICE OF ANNUAL GENERAL MEETING

- (v) With regard to the proposed resolutions under agenda item 2 of this notice of annual general meeting, the board of directors of the Company recommends that the retiring directors, namely, Mr. Lau Man Tak, Mr. Eric Lee Hon Man and Mr. Lam Chun Kit be re-elected as directors of the Company.
- (vi) With regard to the proposed resolutions under agenda item 4 of this notice of annual general meeting, the directors of the Company wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company pursuant to the general mandates referred thereunder.
- (vii) 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 annual general meeting will be decided by way of a poll, subject to certain exceptions.