ISP HOLDINGS LIMITED
昇柏控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 02340)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS; AND ADJUSTMENTS TO THE CONVERTIBLE PREFERENCE SHARES

Reference is made to the prospectus (the "**Prospectus**") of ISP Holdings Limited (the "**Company**") dated 6 May 2025 in relation to the proposed rights issue. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that the Rights Issue became unconditional on Tuesday, 6 May 2025, and as of 4:00 p.m. on Tuesday, 20 May 2025, being the Latest Time for Acceptance,

(i) a total of 32 valid acceptances in respect of a total of 192,360,035 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 90.55% of the total number of 212,425,000 Rights Shares available for subscription under the Rights Issue; and

(ii) a total of 22 valid acceptances for a total of 378,521,961 Excess Rights Shares have been received, representing approximately 178.19% of the total number of 212,425,000 Rights Shares available for subscription under the Rights Issue.

Pursuant to the Irrevocable Undertaking, Champ Key had subscribed for all the Rights Shares provisionally allotted to it under the Rights Issue.

Based on the above acceptance and application results, a total of 54 valid acceptances and applications in respect of 570,881,996 Rights Shares, representing approximately 268.75% of the total number of 212,425,000 Rights Shares available for subscription under the Rights Issue, have been received. Accordingly, the Rights Issue was over-subscribed by 358,456,996 Rights Shares, representing approximately 168.75% of the total number of 212,425,000 Rights Shares available for subscription under the Rights Issue.

EXCESS RIGHTS SHARES

Given the valid acceptance of provisional allotments under the PALs as mentioned above, 20,064,965 Rights Shares were available for subscription under the EAFs. Such number of Excess Rights Shares was insufficient to satisfy all valid applications for a total number of 378,521,961 Excess Rights Shares made under the EAFs.

The allocation of the Excess Rights Shares was made pursuant to the principles set out in the section headed "LETTER FROM THE BOARD — THE RIGHTS ISSUE — Basis of allocation of Excess Rights Shares" in the Prospectus. Given the over-subscription of the Rights Shares (with the number of the Excess Rights Shares available for subscription under the EAFs only represented approximately 5.30% of a total of 378,521,961 Excess Rights Shares validly applied for), the Board considered that it would be fair and equitable to allocate 20,064,965 Rights Shares to Qualifying Shareholders who had validly applied for Excess Rights Shares on a pro-rata basis of approximately 5.30% by reference to the number of Excess Rights Shares validly applied for under each application. In determining the basis of allocation of the Excess Rights Shares, reference was only made to the number of Excess Rights Shares being applied for in the relevant EAFs, and no reference was made to the Rights Shares comprised in applications through PAL or the existing number of Shares held by the relevant Qualifying Shareholders. Moreover, no preference was given to applications for topping up odd lots.

USE OF PROCEEDS RAISED FROM THE RIGHTS ISSUE

The gross proceeds from the Rights Issue are approximately HK$10.83 million and the net proceeds from the Rights Issue, after deducting all related expenses for the Rights Issue (the final amount of which is subject to a possible adjustment within the range of HK$0.10 million to accommodate unexpected surge of the relevant legal and professional costs), are approximately HK$10.13 million.

The Company will apply the net proceeds of the Rights Issue as to (i) approximately 49.36% (or approximately HK$5.00 million) for further legal cost to be incurred for the year; and (ii) approximately 50.64% (or approximately HK$5.13 million) for general working capital of the Group, in accordance with the proposed use of proceeds set out in the section headed "LETTER FROM THE BOARD — REASONS FOR AND BENEFITS OF THE RIGHTS ISSUES AND THE USE OF PROCEEDS" in the Prospectus.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the table below sets out the shareholding structures of the Company immediately before and after completion of the Rights Issue:

	(i) Immediately before completion of the Rights Issue		**(ii) Immediately after completion of the Rights Issue**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Champ Key *(note 1)*	225,518,633	53.08	338,277,949	53.08
Others	199,331,367	46.92	298,997,051	46.92
Total *(note 2)*	424,850,000	100.00	637,275,000	100.00

Notes:

1. Champ Key is a company wholly owned by Mrs. Chu. As at the date of this announcement, Champ Key holds 80,000,000 Convertible Preference Shares, representing 100% of the total Convertible Preference Shares issued. Mrs. Chu is the mother of Mr. Chu, the executive Director and the chairman of the Board.

2. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES

It is expected that the share certificates for the fully-paid Rights Shares in respect of the valid acceptances of and applications for the Rights Shares and the refund cheque in respect of partially unsuccessful applications for the Excess Rights Shares (without interest) will be posted to the allottees and/or the applicants by ordinary post at the risk of the persons entitled thereto to their respective registered addresses as shown in the register of members of the Company on or before Wednesday, 28 May 2025.

COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 29 May 2025.

ADJUSTMENTS TO THE CONVERTIBLE PREFERENCE SHARES

References are made to the announcements of the Company dated 10 September 2012 and 30 November 2016 in relation to, among others, the Convertible Preference Shares.

Based on the terms of the Convertible Preference Shares, the conversion price (the "**Conversion Price**") of the Convertible Preference Shares is subject to adjustments, among other things, if and whenever the Company shall offer to the Shareholders new Shares for subscription by way of rights, or shall grant to the Shareholders any options or warrants to subscribe for new Shares, at a price which is less than 80% of the market price (as defined in the terms and conditions of the Convertible Preference Shares) at the date of the announcement of the terms of the offer or grant, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the date of the announcement of such offer or grant by the following fraction:

$$(K + L)/M$$

Where:

K	is the number of the Shares in issue immediately before the date of such announcement
L	is the number of the Shares which the aggregate of the amount (if any) payable for the rights, options or warrants and of the amount payable for the total number of new Shares comprised therein would purchase at such market price; and
M	is the number of the Shares in issue immediate before the date of such announcement plus the aggregate number of the Shares offered for subscription or comprised in the options or warrants.

Such adjustment shall become effective (if appropriate retroactively) from the commencement of the day next following the record date (the "**Record Date**") for the offer or grant.

As disclosed in the Prospectus, the Company proposed to raise gross proceeds of HK$10.83 million by issuing up to 212,425,000 Rights Shares at the Subscription Price of HK$0.051 per Rights Shares to the Qualifying Shareholders on the basis of one (1) Rights Share for every two (2) Existing Shares held on 2 May 2025, being the Record Date.

Pursuant to the terms of the Convertible Preference Shares, the Conversion Price is subject to adjustment for, among other things, the Rights Issue proposed by the Company. Accordingly, the Conversion Price was adjusted from HK$0.75 per Shares to HK$0.57 per Share (the "**Adjusted Conversion Price**") as a result of the Rights Issue, and such adjustment will become effective on 3 May 2025 (being the day next following the Record Date) (the "**Adjustment**"). Apart from the Adjustment, all other terms and conditions of the Convertible Preference Shares will remain unchanged.

As at the date of this announcement, the total notional value of the Convertible Preference Shares is HK$60,000,000. Immediately following the Adjustment and assuming that the notional value of the Convertible Preference Shares remains unchanged, the maximum number of the new Shares that will be issued by the Company upon full conversion of the outstanding Convertible Preference Shares at the Adjusted Conversion Price of HK$0.57 per Share will be 106,008,230 Shares, representing:

(1) an increase of 26,008,230 new Shares (the "**Additional Shares**") from the original 80,000,000 Shares based on the initial Conversion Price of HK$0.75 per Share;

(2) approximately 24.95% of the existing number of issued Shares of the Company of 424,850,000 Shares as at the Record Date;

(3) approximately 16.63% of the number of issued Shares of the Company, as enlarged by the allotment and issue of the Rights Shares (i.e., 637,275,000 Shares); and

(4) approximately 14.26% of the number of issued Shares of the Company, as enlarged by the allotment and issue of the Rights Shares and the issue and allotment of the new Shares upon full conversion of the Convertible Preference Shares (assuming that there is no other change to the issued share capital of the Company as at the Record Date) (i.e., 743,283,230 Shares).

The auditor of the Company has agreed in writing on the Adjustment pursuant to the terms of the Convertible Preference Shares and in accordance with Hong Kong Standard on Related Services 4400 (Revised) "Agreed-Upon Procedure Engagement" issued by the Hong Kong Institute of Certified Public Accountants.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Additional Shares on the Stock Exchange.

By order of the Board
ISP Holdings Limited
Kingston Chu Chun Ho
Chairman

Hong Kong, 27 May 2025

As at the date of this announcement, the Board comprises Mr. Kingston Chu Chun Ho (Chairman) and Ms. Leung Yuet Ngor as Executive Directors; 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.