

ISP

ISP HOLDINGS LIMITED

昇柏控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 02340)

PROXY FORM

Form of proxy for use at the special general meeting of ISP Holdings Limited to be held at 3/F, Hay Nien Building, No. 1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 15 May 2026 at 10:30 a.m. (the “Meeting”).

I/We,¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the capital of the above-named company (the “Company”),
hereby appoint³ the Chairman of the Meeting or failing him _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the special 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, 15 May 2026 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 20 April 2026 (the “Notice”), or any resolution(s) or motion(s) which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated⁴ in respect of the undermentioned resolutions. Capitalised terms used herein shall have the same meanings as those defined in the Notice.

Ordinary Resolutions		For ⁴	Against ⁴
1.	FOR INDEPENDENT SHAREHOLDERS: To consider, approve and ratify the 2026 ISP Works Master Agreement and the transactions contemplated thereunder (including the Proposed Annual Caps), and to authorise any Director of the Company to do all such further acts and things and execute such further documents and take all such steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.		
2.	FOR SHAREHOLDERS: (i) To approve the adoption of the New Share Option Scheme and the terms and conditions therein (including the Scheme Mandate Limit as defined in the Circular); and (ii) To authorise the Directors to grant Options pursuant to the New Share Option Scheme, allot and issue Shares which may fall to be issued pursuant to the exercise of Options granted, and administer the New Share Option Scheme, and any one Director is authorised to do all such acts and execute all such documents as he/she may deem necessary or expedient to implement the New Share Option Scheme.		
Special Resolution		For ⁴	Against ⁴
3.	FOR SHAREHOLDERS: (i) To approve the Proposed Amendments to the existing Bye-laws; (ii) To approve and adopt the New Bye-laws, which incorporates all of the Proposed Amendments, in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect; and (iii) To authorise and instruct any one Director, the company secretary or the registered office provider of the Company to do all such acts and things as may be necessary or expedient in order to effect and implement the Proposed Amendments and the adoption of the New Bye-laws and to make necessary filings in Hong Kong and Bermuda in connection with the foregoing.		

* Please refer to the full text of each of the relevant resolutions in the Notice.

Dated the _____ day of _____ 2026 Signature⁵ and ⁶: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, delete the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person(s) who signs it.
- Please indicate with a “✓” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf on a poll.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company’s share registrar and transfer office in Hong Kong, 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 appointed for holding of the Meeting (i.e. before 10:30 a.m. on 13 May 2026) or any adjourned Meeting.
- A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Delivery of this form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- The Chairman of the Meeting will demand a poll on the resolution submitted for determination at the Meeting. On a poll, every shareholder of the Company present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on websites of the Company and HKEXnews following the Meeting.
- The notice of the Meeting is set out in the Company’s circular dated 20 April 2026.

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 Meeting 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.