
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Heng Hup Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Heng Hup Holdings Limited

興合控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1891)

**RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
NOTICE OF 2019 ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Heng Hup Holdings Limited to be held at Saujana Hotels & Resorts, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan, Malaysia on Saturday, 15 June 2019 at 10:00 a.m. is set out on pages 14 to 16 of this Circular.

Whether or not you are able to attend and vote at the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

30 April 2019

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DEFINITIONS

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

“5S Holdings”	5S Holdings (BVI) Limited, being a company incorporated in the BVI with limited liability on 10 April 2018
“AGM Notice”	the notice dated 30 April 2019 convening the Annual General Meeting as set out on page 14 to 16 of this Circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Saujana Hotels & Resorts, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan, Malaysia on Saturday, 15 June 2019 at 10a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“BVI”	the British Virgin Islands
“Cayman Companies Law”	the Companies Law of the Cayman Islands, as amended from time to time
“Company”	Heng Hup Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with additional Shares up to 20% of the total number of issued Shares of the Company as at the date of passing the resolution approving the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HH (BVI)”	Heng Hup (BVI) Limited, being a company incorporated in the BVI with limited liability on 17 April 2018 and our direct wholly-owned subsidiary

DEFINITIONS

“HH Hardware”	Heng Hup Hardware (M) Sdn. Bhd (formerly known as Heng Hup Recycle Sdn. Bhd. prior to 29 May 2017), being a company incorporated in Malaysia on 24 March 2005 and our indirect wholly-owned subsidiary
“HH Holdings”	Heng Hup Holdings (Malaysia) Sdn. Bhd., being a company incorporated in Malaysia on 22 December 2017 and our indirect wholly-owned subsidiary
“HH Metal”	Heng Hup Metal Sdn. Bhd., being a company incorporated in Malaysia on 3 July 2008 and our indirect wholly owned-subsiidiary
“HH Metal (Johor)”	Heng Hup Metal (Johor) Sdn. Bhd., being a company incorporated in Malaysia on 27 May 2009 and our indirect wholly-owned subsidiary
“HH Paper”	Heng Hup Paper Sdn. Bhd., being a company incorporated in Malaysia on 3 July 2008 and our indirect wholly-owned subsidiary
“HH Paper (Melaka)”	Heng Hup Paper (Melaka) Sdn. Bhd., being a company incorporated in Malaysia on 13 March 2009 and our indirect wholly-owned subsidiary
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2019, being the latest practicable date prior to the printing of this Circular for ascertaining certain information in this Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“RM”	Ringgit Malaysia, the lawful currency of Malaysia
“SFO”	the Securities and Further Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issue capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

DEFINITIONS

“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Heng Hup Holdings Limited 興合控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 1891)

Executive Directors:

Mr. Sia Kok Chin (Chairman and Chief Executive Officer)
Datuk Sia Keng Leong
Mr. Sia Kok Chong
Mr. Sia Kok Seng
Mr. Sia Kok Heong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Ms. Sai Shiow Yin
Mr. Puar Chin Jong
Mr. Chu Kheh Wee

*Principal place of business in
Hong Kong:*

21st Floor, CCB Tower
3, Connaught Road, Central
Hong Kong

30 April 2019

To the Shareholders

Dear Sir/Madam,

RE-ELECTION OF RETIRING DIRECTORS, GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND NOTICE OF 2019 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with the notice of Annual General Meeting and to provide you with information regarding the following proposals to be put forward at the Annual General Meeting: (i) the re-election of the retiring Directors; and (ii) the grant to the Directors of the General Mandates to issue.

2. RE-ELECTION OF RETIRING DIRECTORS

According to the Articles of Association, Datuk Sia Keng Leong, Mr. Sia Kok Chong and Mr. Sia Kok Chin shall retire by rotation at the Annual General Meeting. All of the above three retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the biography of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this Circular in accordance with the relevant requirements of the Listing Rules.

3. GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the Extra-ordinary General Meeting of the Company held on 19 February 2019, a General Mandate was granted to the Directors to issue Shares. Such General Mandate will lapse at the conclusion of the forthcoming Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, at the forthcoming Annual General Meeting an Ordinary Resolution will be proposed for the Shareholders to consider and, if thought fit, grant a General Mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares. The number of Shares which may be allotted and issued pursuant to the General Mandate shall not exceed 20% of the total number of issued Shares of the Company in issue as at the date of passing of the resolution approving the General Mandate which, if passed, shall be a maximum of 200,000,000 Shares (or such other number of Shares as would represent 20% of the total number of issued Shares of the Company at the relevant time if there should be a change in the total number of issued Shares of the Company between the date of this Circular and the date of passing the relevant resolution). The General Mandate shall expire upon the earliest of (i) the conclusion of the next Annual General Meeting, (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and (iii) the date upon which such authority given under the General Mandate is revoked or varied by an Ordinary Resolution of the Shareholders.

Details of the General Mandate are set out in Ordinary Resolution No. 4 in the AGM Notice.

4. NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the Annual General Meeting is set out on page 14 to 16 of this Circular.

A form of proxy for use at the Annual General Meeting is enclosed with this Circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.henghup.com). Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 11 June 2019 to Saturday, 15 June 2019, both days inclusive, during which period no share transfers can be registered.

LETTER FROM THE BOARD

In order to be eligible for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 10 June 2019.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the Notice of Annual General Meeting be taken by way of poll pursuant to the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. As at the Latest Practicable Date, to the extent the Company is aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed Ordinary Resolutions as stated in the AGM Notice. The results of the poll will be published on the websites of the Company and the Stock Exchange on the date of the Annual General Meeting.

7. RECOMMENDATION

The Directors consider that the proposed (i) re-election of the retiring Directors; and (ii) granting of the General Mandate are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions in relation to the above matters as set out in the AGM Notice.

8. RESPONSIBILITY STATEMENT

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.

9. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the Appendix I to this Circular.

Yours faithfully,
By order of the Board
Heng Hup Holdings Limited
Mr. Sia Kok Chin
Chairman and Chief Executive Officer

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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The following are the biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

1. MR. SIA KOK CHIN, AGED 46

Mr. Sia Kok Chin, aged 46, was appointed as the Director in April 2018 and was appointed as the chairman of our Board and our chief executive officer, and designated as our executive Director in June 2018. Mr. Sia Kok Chin joined Heng Hup Hardware as the manager in August 2001. Mr. Sia Kok Chin is also a director of HH (BVI), HH Hardware, HH Holdings, HH Metal, HH Metal (Johor), HH Paper and HH Paper (Melaka), which are subsidiaries of the Company. Mr. Sia Kok Chin has over sixteen years of experience in the scrap material trading industry. Mr. Sia Kok Chin is primarily responsible for overall management, strategic planning and day-to-day business operations of the Group.

Mr. Sia Kok Chin completed his secondary education in Sekolah Menengah Jenis Kebangsaan Seg Hwa in Malaysia in December 1991. Mr. Sia Kok Chin has been the treasurer of Malaysia Metal Recyclers Association since 2016.

In addition to the Group, Mr. Sia Kok Chin is a director of the following companies in Malaysia:

Name	Principal business activities	Date of appointment as director
5S Unity Properties Sdn. Bhd.	Properties letting	19 June 2012
5S Foods & Beverages Sdn. Bhd.	Food and beverage, general trading and investment holding	1 April 2016
5S Battery Sdn. Bhd.	Wholesale and retail sale of parts, components, supplies, tools and accessories for motor vehicles	21 September 2016
Solid Lift Sdn. Bhd.	Manufacture of lifting and handling equipment	8 December 2016
MY Santuairee Sdn. Bhd.	Supplying foreign workers and all kinds of manpower personnel	16 January 2017
5S Resources Sdn. Bhd.	Growing of plants for plating	19 January 2017
5S Unity Capital Sdn. Bhd.	Retail sale of new goods in specialised stores and investment holding	16 March 2017

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Sia Kok Chin was a director of the following companies in Malaysia immediately prior to their dissolution:

Name	Principal business activities prior to dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
5S Paper Sdn. Bhd.	Wholesale of metal, non-metal waste, scrap and materials for recycling	21 February 2017	By striking-off under section 308 of the Companies Act 1965 of Malaysia	Such company was no longer carrying in business or in operation
QBE Tees Sdn. Bhd.	Dormant	21 October 2011	By striking-off under section 308 of the Companies Act 1965 of Malaysia	Such company was no longer carrying in business or in operation
Sky Metal Corporation Sdn. Bhd.	Metal manufacturing	30 March 2000	By striking-off under section 308 of the Companies Act 1965 of Malaysia	Such company was no longer carrying in business or in operation

Mr. Sia Kok Chin has confirmed that each of the above companies was solvent at the time of its dissolution and there is no wrongful act on his part leading to such dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of such dissolution, and that his involvement in the above companies was part and parcel of his services as a director of the above companies and no misconduct or misfeasance was involved in the dissolution of the above companies.

Mr. Sia Kok Chin is a brother of Datuk Sia Keng Leong, Mr. Sia Kok Chong, Mr. Sia Kok Seng and Mr. Sia Kok Heong, all of which are our executive Directors and Controlling Shareholders, and a brother-in-law of Mr. Goh Eng Kiat, being the regional manager of the Company.

Mr. Sia Kok Chin has not been a director of any other public listed companies in Hong Kong or overseas in the last three years.

Mr. Sia Kok Chin has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of three years commencing from the date of his appointment and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Under the service agreement, Mr. Sia Kok Chin is entitled to receive a directors' remuneration of RM48,000 per month.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Mr. Sia Kok Chin is also the chairman of the Nomination Committee of the Company.

2. DATUK SIA KENG LEONG, AGED 55

Datuk Sia Keng Leong, aged 55, was appointed as our Director in April 2018 and designated as our executive Director in June 2018. Datuk Sia Keng Leong became an owner of Heng Hup Hardware in May 2003. Datuk Sia Keng Leong is also a director of HH (BVI), HH Holdings, HH Metal, HH Paper, HH Paper (Melaka), HH Hardware and HH Metal (Johor), which are our subsidiaries. Since joining Heng Hup Hardware in 2003, Datuk Sia Keng Leong has accumulated over 14 years of experience in the scrap material trading industry. Datuk Sia Keng Leong is primarily responsible for the operations of HH Hardware and HH Paper (Melaka).

Datuk Sia Keng Leong completed his secondary education in Sekolah Menengah Jenis Kebangsaan Seg Hwa in Malaysia in December 1981.

In addition to the Group, Datuk Sia Keng Leong is a director of the following companies in Malaysia:

Name	Principal business activities	Date of appointment as director
5S Unity Properties Sdn. Bhd.	Properties letting	19 June 2012
5S Foods & Beverages Sdn. Bhd.	Food and beverage, general trading and investment holding	1 April 2016
5S Battery Sdn. Bhd.	Wholesale and retail sale of parts, components, supplies, tools and accessories for motor vehicles	21 September 2016
Solid Lift Sdn. Bhd.	Manufacture of lifting and handling equipment	8 December 2016
5S Unity Capital Sdn. Bhd.	Retail sale of new goods in specialised stores and investment holding	16 March 2017

Datuk Sia Keng Leong was a director of the following company in Malaysia immediately prior to their dissolution:

Name	Principal business activities prior to dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
5S Paper Sdn. Bhd.	Wholesale of metal, non-metal waste, scrap and materials for recycling	21 February 2017	By striking-off under section 308 of the Companies Act 1965 of Malaysia	Such company was no longer carrying in business or in operation

Datuk Sia Keng Leong has confirmed that above company was solvent at the time of its dissolution and there is no wrongful act on his part leading to such dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of such dissolution, and that his involvement in the above company was part and parcel of his services as a director of the above company and no misconduct or misfeasance was involved in the dissolution of the above company.

Datuk Sia Keng Leong is a brother of Mr. Sia Kok Chin, Mr. Sia Kok Chong, Mr. Sia Kok Seng and Mr. Sia Kok Heong, all of which are our executive Directors and Controlling Shareholders, and a brother-in-law of Mr. Goh Eng Kiat, being the regional manager of the Company.

Datuk Sia Keng Leong has not been a director of any public listed companies in Hong Kong or overseas in the last three years.

Datuk Sia Keng Leong has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of three years commencing from the date of his appointment and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Under the service agreement, Datuk Sia Keng Leong is entitled to receive a directors' remuneration of RM48,000 per month.

3. MR SIA KOK CHONG, AGED 53

Mr. Sia Kok Chong, aged 53, was appointed as our Director in April 2018 and designated as our executive Director in June 2018. Mr. Sia Kok Chong is one of the founders of Heng Hup Hardware. Mr. Sia Kok Chong is also a director of HH (BVI), HH Holdings, HH Metal, HH Paper, HH Paper (Melaka), HH Hardware and HH Metal (Johor), which are our subsidiaries. Since the formation of Heng Hup Hardware in 1996, Mr. Sia Kok Chong has accumulated over 21 years of experience in the scrap material trading industry. Mr. Sia Kok Chong is primarily responsible for the operations of HH Metal (Johor).

Mr. Sia Kok Chong attended his secondary education in Sekolah Menengah Jenis Kebangsaan Seg Hwa in Malaysia.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

In addition to the Group, Mr. Sia Kok Chong is a director of the following companies in Malaysia:

Name	Principal business activities	Date of appointment as director
5S Unity Properties Sdn. Bhd.	Properties letting	19 June 2012
5S Foods & Beverages Sdn. Bhd.	Food and beverage, general trading and investment holding	1 April 2016
5S Battery Sdn. Bhd.	Wholesale and retail sale of parts, components, supplies, tools and accessories for motor vehicles	21 September 2016
Solid Lift Sdn. Bhd.	Manufacture of lifting and handling equipment	8 December 2016
5S Unity Capital Sdn. Bhd.	Retail sale of new goods in specialised stores and investment holding	16 March 2017

Mr. Sia Kok Chong was a director of the following company in Malaysia immediately prior to their dissolution:

Name	Principal business activities prior to dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
5S Paper Sdn. Bhd.	Wholesale of metal, non-metal waste, scrap and materials for recycling	21 February 2017	By striking-off under section 308 of the Companies Act 1965 of Malaysia	Such company was no longer carrying in business or in operation

Mr. Sia Kok Chong has confirmed that the above company was solvent at the time of its dissolution and there is no wrongful act on his part leading to such dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of such dissolution, and that his involvement in the above company was part and parcel of his services as a director of the above company and no misconduct or misfeasance was involved in the dissolution of the above company.

Mr. Sia Kok Chong is a brother of Mr. Sia Kok Chin, Datuk Sia Keng Leong, Mr. Sia Kok Seng and Mr. Sia Kok Heong, all of which are our executive Directors and Controlling Shareholders, and a brother-in-law of Mr. Goh Eng Kiat, being the regional manager of the Company.

Mr. Sia Kok Chong has not been a director of any public listed companies in Hong Kong or overseas in the last three years.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Sia Kok Chong has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of three years commencing from the date of his appointment and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. He is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Under the service agreement, Mr. Sia Kok Chong is entitled to receive a directors' remuneration of RM48,000 per month.

INTEREST IN SHARES

As at the Latest Practicable Date, the interests and short positions of the above Directors in the Shares, underlying shares and debentures of the Company (within the meaning of Part XV of the SFO) which have been notified to the Company and to the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules were as follows:

Long position in the Shares and underlying shares of the Company:

Director	Company concerned	Nature of interests	Class and number of securities held	Percentage of interests in the company concerned
Mr. Sia Kok Chin	Company	Interest in controlled corporation/ Interests held jointly with another person/Beneficial owner	750,000,000 ordinary shares (Note 1)	75%
	5S Holdings	Beneficial owner	7,000 ordinary shares	35%
Datuk Sia Keng Leong	Company	Interest in controlled corporation/ Interests held jointly with another person/Beneficial owner	750,000,000 ordinary shares (Note 1)	75%
	5S Holdings	Beneficial owner	3,250 ordinary shares	16.25%

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Sia Kok Chong	Company	Interest in controlled corporation/ Interests held jointly with another person/Beneficial owner	750,000,000 ordinary shares (Note1)	75%
	5S Holdings	Beneficial owner	3,250 ordinary shares	16.25%

Note:

- (1) *Mr. Sia Kok Chin, Datuk Sia Keng Leong, Mr. Sia Kok Seng, Mr. Sia Kok Chong and Mr. Sia Kok Heong (“Sia Brothers”) entered into a deed of acting concert confirmation and undertaking dated 20 August 2018. As such each of the Sia Brothers, being parties to the deed of acting in concert confirmation and undertaking, is deemed under the SFO to be interested in the 510,000,000 shares held by 5S Holdings and the 48,000,000 Shares held by each of the other Sia Brothers.*

OTHER INFORMATION

Save as disclosed herein, none of these Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) holds any other positions with the Company and its subsidiaries; and (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Sia Kok Chin, Datuk Sia Keng Leong and Mr. Sia Kok Chong that need to be brought to the attention of the Shareholders and there is no information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Heng Hup Holdings Limited

興合控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1891)

NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**General Meeting**”) of Heng Hup Holdings Limited (the “**Company**”) will be held at Saujana Hotels & Resorts, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan, Malaysia, 15 June 2019 (Saturday) at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2018;
2. a. (i) To re-elect Mr. Sia Kok Chin as an executive director of the Company;

(ii) To re-elect Datuk Sia Keng Leong as an executive director of the Company;

(iii) To re-elect Mr. Sia Kok Chong as an executive director of the Company;

b. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”);
3. to re-appoint PricewaterhouseCoopers PLT, Malaysia as the Company’s auditor and to authorise the Board to fix their remuneration
4. to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT**”

- (a) subject to paragraph 4.(c) below, the exercise by the Directors during the Relevant Period (as defined in (d)) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph 4.(a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 4.(a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”); or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of Ordinary Resolution of the Company in a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).

By order of the Board
Heng Hup Holdings Limited
Mr. Sia Kok Chin
Chairman and Chief Executive Officer

Malaysia, 30 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association of the Company, all the resolutions set out in the Notice of Annual General Meeting will be voted by poll and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules. On a poll, votes may be given either personally or by proxy.
- (2) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (4) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Tuesday, 11 June 2019 to Saturday, 15 June 2019, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 June 2019.
- (5) In respect of the proposed Ordinary Resolution numbered 4 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.

As at the date of this announcement, the executive Directors are Mr. Sia Kok Chin, Datuk Sia Keng Leong, Mr. Sia Kok Chong, Mr. Sia Kok Seng and Mr. Sia Kok Heong; and the independent non-executive Directors are Ms. Sai Shiow Yin, Mr. Puar Chin Jong and Mr. Chu Kheh Wee.