
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 MANDATE TO ISSUE SHARES AND NOTICE OF 2021 ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Heng Hup Holdings Limited to be held at The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang Subang, Saujana, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Saturday, 19 June 2021 at 10:00 a.m. is set out on pages 15 to 17 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 54, 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.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the AGM to prevent the spreading of the COVID-19:

- (1) compulsory body temperature checks and health declaration for all attendees, including Directors and Shareholders at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius and/or exhibiting flu-like symptoms will be denied entry into the AGM venue and be requested to leave the AGM venue;
- (2) every attendee will be required to wear a surgical facial mask throughout the AGM and maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks; and
- (3) the Company will not provide refreshments and will not distribute corporate gifts.

In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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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” or “Annual General Meeting”	the annual general meeting of the Company to be held at The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang Subang, Saujana, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Saturday, 19 June 2021 at 10:00 a.m.
“AGM Notice”	the notice dated 30 April 2021 convening the Annual General Meeting as set out on pages 15 to 17 of this Circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“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, an exempted 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
“Directors”	the director(s) of the Company
“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

DEFINITIONS

“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
“HH Hardware”	Heng Hup Hardware (M) Sdn. Bhd, 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 subsidiary
“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”	26 April 2021, 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

DEFINITIONS

“SFC”	Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buybacks approved by the SFC 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:

Datuk 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:*

40th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

30 April 2021

To the Shareholders

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATE TO ISSUE SHARES AND
NOTICE OF 2021 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with the AGM Notice 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 Mandate to issue shares.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Datuk Sia Kok Chin, Mr. Puar Chin Jong and Mr. Chu Kheh Wee shall retire by rotation at the Annual General Meeting. Datuk Sia Kok Chin, Mr. Puar Chin Jong (“**Mr. Puar**”) and Mr. Chu Kheh Wee (“**Mr. Chu**”) being eligible, have offered themselves for re-election at the Annual General Meeting.

The biographical details 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. RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company’s Board Diversity Policy, the requirements in the Company’s constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates’ contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

The Nomination Committee has considered Datuk Sia Kok Chin, Mr. Puar and Mr. Chu’s extensive experience, their working profile and other experience and factors as set out in their biographical details in Appendix I to this Circular. The Nomination Committee is satisfied that Datuk Sia Kok Chin, Mr. Puar and Mr. Chu have the required character, integrity and experience to continuously fulfill their roles as Directors effectively. The Board believed that the re-election of Datuk Sia Kok Chin as an executive Director, Mr. Puar and Mr. Chu as independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Furthermore, all independent non-executive Directors including Mr. Puar and Mr. Chu who are eligible for re-election at the Annual General Meeting, have each made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee considered that Mr. Puar and Mr. Chu have demonstrated their abilities to provide an independent view to the Company's matters and thus recommends them to the Board for it to propose to Shareholders for their re-election at the Annual General Meeting. The Nomination Committee is of the view that all independent non-executive Directors are able to continue to fulfill their roles and confirmed that they are all independent.

4. GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 20 June 2020, 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 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 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. 5 in the AGM Notice.

5. NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the Annual General Meeting is set out on pages 15 to 17 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon

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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.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 15 June 2021 to Saturday, 19 June 2021, both days inclusive, during which period no share transfers can be registered.

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4.30 p.m. on Friday, 11 June 2021.

7. 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 AGM Notice 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.

8. 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.

9. 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

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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.

10. FURTHER INFORMATION

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

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

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

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. DATUK SIA KOK CHIN, AGED 47

Datuk Sia Kok Chin, aged 47, was appointed as our 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. Datuk Sia Kok Chin is the chairman of the nomination committee of the Company. Datuk Sia Kok Chin joined Heng Hup Hardware as the manager in August 2001. Datuk Sia Kok Chin is also a director of HH (BVI), HH Holdings, HH Metal, HH Paper, HH Paper (Melaka), HH Hardware and HH Metal (Johor), which are the subsidiaries of the Company. Datuk Sia Kok Chin has over 18 years of experience in the scrap material trading industry. Datuk Sia Kok Chin is primarily responsible for overall management, strategic planning and day-to-day business operations of our Group.

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

In addition to the Group, Datuk 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

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

Name	Principal business activities	Date of appointment as director
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

Datuk 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.

Datuk Sia Kok Chin had been conferred Darjah Pangkuan Seri Melaka (D.P.S.M) which carries the title “Datuk” since 9 October 2020.

Save as disclosed above, Datuk Sia Kok Chin has not been a director of any other public listed companies in Hong Kong or overseas in the last three years.

Datuk 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 (3) 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 Kok Chin is entitled to receive a Directors’ remuneration of RM56,820.00 per month.

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

2. MR. PUAR CHIN JONG, AGED 50

Mr. Puar Chin Jong, aged 50, was appointed as our independent non-executive Director on 19 February 2019 and is mainly responsible for providing independent judgement on our Group's strategy, performance, resources and standard of conduct. Mr. Puar is a member of the Audit Committee and the Remuneration Committee.

Mr. Puar received a bachelor's degree of economics in business administration from the University of Malaya in Malaysia in August 1994. Mr. Puar was admitted as an associate of the Chartered Institute of Management Accountants in May 2001.

Mr. Puar has worked for S P Setia Project Management Sdn. Bhd., being a subsidiary of S P Setia Berhad (a company engaging in property development and listed on the Main Board of Bursa Malaysia Securities Berhad), since October 2016 and currently holds the position of head of corporate finance and is responsible for managing the corporate finance activities of the group. From February 2013 to August 2016, Mr. Puar worked for RHB Investment Bank Berhad, being a multinational investment bank and listed on the Main Board of Bursa Malaysia Securities Berhad, as a senior vice president and was responsible for corporate finance activities. From November 2003 to February 2013, Mr. Puar worked for Alliance Investment Bank Berhad, being an investment bank and listed on the Main Board of Bursa Malaysia Securities Berhad, and last held the position of senior vice president and head of capital market – equity execution and was responsible for corporate finance activities.

Mr. Puar Chin Jong has not been a director of any public listed companies in Hong Kong or overseas in the last three (3) years.

Mr. Puar Chin Jong has entered into a service agreement with the Company under which he agreed to act as an independent non-executive Director for a period of three (3) 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. Puar Chin Jong is entitled to receive a directors' remuneration of RM8,000.00 per month.

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

3. MR. CHU KHEH WEE, AGED 50

Mr. Chu Kheh Wee, aged 50, was appointed as our independent non-executive Director on 19 February 2019 and is mainly responsible for providing independent judgement on our Group's strategy, performance, resources and standard of conduct. Mr. Chu is a member of the audit committee, the remuneration committee and the nomination committee of the Company.

Mr. Chu received a diploma in cost accounting from the London Chamber of Commerce and Industry in 1990. Mr. Chu was admitted as a registered accountant and a chartered accountant of the Malaysian Institute of Accountants in December 1999 and June 2001, respectively, an associate member of the Chartered Institute of Management Accountants in August 1996 and a Chartered Global Management Accountant in May 2011.

Mr. Chu founded Executive Prosight Resources in February 2011 for the purpose of providing business and corporate advisory and employment services. From October 2007 to October 2008, Mr. Chu worked for D'Tiara Corp. Sdn. Bhd., being a company engaging in investment, development and sale of properties and resorts, as the chief financial officer and was responsible for the proposed listing application of such company on the Alternative Investment Market (currently known as AIM) of the London Stock Exchange. Mr. Chu founded K W Chu Trading Services in April 2006 for the purpose of providing management, accounting and other consulting works concerning trade and business. From October 2004 to September 2007, Mr. Chu worked for Oil-Line Engineering and Associates Sdn. Bhd., being a subsidiary of OilCorp Berhad, as a senior manager and was responsible for advising on corporate finance matters of the aforesaid company. From May 2002 to September 2004, Mr. Chu worked for Tenaga Nazar (M) Sdn. Bhd., being an affiliated company of OilCorp Berhad (a company engaging in the provision of engineering, procurement, construction, technical and contract related services in Malaysia, the Middle East and the ASEAN countries), as a senior manager of corporate finance and was responsible for managing corporate finance matters of the aforesaid company. From November 2000 to May 2002, Mr. Chu worked for Worthy Builders Sdn. Bhd., being a civil engineering company, and last held the position of senior finance manager. From August 1999 to October 2000, Mr. Chu worked for Chase Perdana Berhad, being a company engaging in the provision of construction and civil engineering services, as a finance manager. From January 1997 to August 1999, Mr. Chu worked for Golden Plus Builders Sdn. Bhd., being a subsidiary of Golden Plus Holdings Berhad (a company engaging in property development and construction businesses in Malaysia and the PRC), as a finance manager. Mr. Chu was responsible for managing the financial affairs of Worthy Builders Sdn. Bhd., Chase Perdana Berhad and Golden Plus Builders Sdn. Bhd.

Since 31 December 2019, Mr. Chu has been appointed as executive director of SMRT Holdings Berhad, a Malaysian company listed on the Ace Market of Bursa Malaysia Securities Berhad, Malaysia.

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

Mr. Chu Kheh Wee has entered into a service agreement with the Company under which he agreed to act as an independent non-executive Director for a period of three (3) 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. Chu Kheh Wee is entitled to receive a directors' remuneration of RM8,000.00 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 or any other Associated Corporation

Director	Company concerned	Nature of interests	Class and number of securities held	Percentage of interests in the company concerned
Datuk 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%

Note:

- (1) *Datuk 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 in 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.*

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

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 Datuk Sia Kok Chin, Mr. Puar Chin Jong and Mr. Chu Kheh Wee 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 IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Heng Hup Holdings Limited (the “**Company**”) will be held at The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang Subang, Saujana, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia, on Saturday, 19 June 2021 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 auditor for the year ended 31 December 2020;
2. To re-elect the following directors (the “**Directors**”) of the Company:
 - (a) Datuk Sia Kok Chin as executive Director;
 - (b) Mr. Puar Chin Jong as independent non-executive Director; and
 - (c) Mr. Chu Kheh Wee as independent non-executive Director;
3. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint PricewaterhouseCoopers, Certified Public Accountants as the Company’s auditor and to authorize the Board to fix their remuneration;
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph 5.(c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined in 5.(d)) of all the powers of the Company to allot, issue and deal with unissued shares (each, a “**Share**”) at HK\$0.01 each in the Share 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 5.(a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined in 5.(d)) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiry of the Relevant Period (as hereinafter defined in 5.(d));
- (c) the aggregate nominal amount of Share Capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5.(a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in 5.(d)); (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time according to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); 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 of the Cayman Islands to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution by the shareholders of the Company in a general meeting; and

“**Rights Issue**” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of 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

NOTICE OF ANNUAL GENERAL MEETING

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
Datuk Sia Kok Chin
Chairman and Chief Executive Officer

Hong Kong, 30 April 2021

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 of Hong Kong Limited 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, 15 June 2021 to Saturday, 19 June 2021, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4.30 p.m. on Friday, 11 June 2021.
- (5) In respect of the proposed ordinary resolution numbered 5 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.
- (6) In light of the continuing risks posed by the COVID-19, the Company encourages the shareholders of the Company to consider appointing the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

As at the date of this notice, the executive Directors are Datuk 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.