
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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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)

SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED FINAL DIVIDEND
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 30 April 2021 and the notice convening an annual general meeting of the Company to be held at 10:00 a.m. on Saturday, 19 June 2021 at The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang Subang, Saujana, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia. A supplemental notice of the AGM is set out on page 5 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Thursday, 17 June 2021.

Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or at any adjournment thereof if you so wish.

Hong Kong, 27 May 2021

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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

27 May 2021

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR IN RELATION TO PROPOSED FINAL DIVIDEND AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 30 April 2021 (the “**Circular**”) which contains, *inter alia*, the notice of the AGM (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the payment of final dividend for the year ended 31 December 2020, and to give you a supplemental notice of the AGM and the Second Proxy Form.

PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 27 March 2021 relating to the annual results of the Group for the year ended 31 December 2020, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend of HK\$0.0055 per Share for the year ended 31 December 2020, which, if approved, is expected to be paid on or around Thursday, 15 July 2021, to the Shareholders whose names appear on the register of members of the Company on Tuesday, 29 June 2021.

To determine Shareholders' entitlement to the proposed final dividend, the register of members of the Company shall be closed from Friday, 25 June 2021 to Tuesday, 29 June 2021 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all completed transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 pm on Thursday, 24 June 2021.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the form of proxy (the "**First Proxy Form**") sent together with the Circular do not contain the proposed resolution in relation to the proposed final dividend as set out in this supplemental circular, a supplemental notice of the AGM is set out on page 5 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited (the "**Share Registrar**") at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event before 10:00 a.m. (Hong Kong Time) on Thursday, 17 June 2021 (the "**Closing Time**"). Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed final dividend as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 misleading.

LETTER FROM THE BOARD

RECOMMENDATIONS

In addition to the recommendations contained in the Circular, the Directors believe that the proposed final dividend as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all resolutions to be proposed at the AGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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

SUPPLEMENTAL 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)
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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of Heng Hup Holdings Limited (the “**Company**”) dated 30 April 2021, by which the Company convenes an annual general meeting to be held at 10:00 a.m. on Saturday, 19 June 2021 at The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang Subang, Saujana, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia (the “**AGM**”) and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

6. To declare and pay to the shareholders of the Company a final dividend of HK\$0.0055 per share of the Company for the year ended 31 December 2020.

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

Hong Kong, 27 May 2021

Notes:

- (1) A second form of proxy (the “**Second Proxy Form**”) containing the ordinary resolution numbered 6 is enclosed with the supplemental circular of the Company dated 27 May 2021 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 2-3 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (2) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.
- (3) The Board has recommended the payment of a final dividend of HK\$0.0055 per share of the Company for the year ended 31 December 2020 to shareholders of the Company whose names appear on the Company’s register of members on Tuesday, 29 June 2021 (the “**Proposed Final Dividend**”).

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

To determine shareholders' entitlement to the Proposed Final Dividend, the register of members of the Company shall be closed from Friday, 25 June 2021 to Tuesday, 29 June 2021 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the Proposed Final Dividend, all completed transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 pm on Thursday, 24 June 2021.

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.