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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Annual General Meeting**”) of Heng Hup Holdings Limited (the “**Company**”) will be held at Unit 1603-1604, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong and by way of online webcast to participate in the AGM on Saturday, 18 June 2022 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 of the Company for the year ended 31 December 2021;
2. To re-elect the following directors (the “**Directors**”) of the Company:
  - (a) Datuk Sia Keng Leong as executive Director;
  - (b) Mr. Sia Kok Chong as executive Director; and
  - (c) Mr. Sia Kok Seng as 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 as the Company’s auditor and to authorise the Board to fix its remuneration;
5. To consider and, if thought fit, pass the following resolution with or without amendments 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 paragraph 5.(d)) of all the powers of the Company to allot, issue and deal with unissued shares 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;

- (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 paragraph 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 paragraph 5.(d));
- (c) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5.(a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in paragraph 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 (the “**Shares**”) in accordance with the articles of association of the Company (the “**Articles**”), shall not exceed 20% of the total number of issued Shares 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 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 (the “**Shareholders**”) 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 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).”

6. To declare and pay to the shareholders of the Company a final dividend of HKD0.008 per share of the Company for the year ended 31 December 2021.
7. To consider and, if thought fit, pass the following resolution (with or without modifications) as special resolution:

**“THAT:**

- (a) the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 16 May 2022 (the **“Circular”**);
- (b) the second amended and restated articles of association of the Company (the **“New Articles”**), substantially in the form of the document attached as **“APPENDIX II – The New Articles of Association”** and produced to this meeting and marked **“A”**, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated articles of association of the Company with immediate effect (the **“Proposed Adoption”**); and
- (c) that any one director of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the Proposed Adoption and any of the foregoing.”

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

Hong Kong, 16 May 2022

*Notes:*

- (1) Registered Shareholders will be able to attend the AGM and submit questions online via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

- (2) Pursuant to Rule 13.39(4) of the Listing Rules and the Articles, 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.
- (3) A member entitled to attend and vote at the above meeting may appoint one or, if he/she holds two or more Shares, more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (4) 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/she 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.
- (5) To determine Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 14 June 2022 to Saturday, 18 June 2022, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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 Monday, 13 June 2022.
- (6) To determine Shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 24 June 2022 to Tuesday, 28 June 2022, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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 Thursday, 23 June 2022.
- (7) 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. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.

*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.*