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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 2023 ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Heng Hup Holdings Limited to be held by way of virtual meeting on Saturday, 17 June 2023 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company 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 and in such event, the form of proxy shall be deemed to be revoked.

25 May 2023

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## DEFINITIONS

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*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 by way of virtual meeting on Saturday, 17 June 2023 at 10:00 a.m.
“AGM Notice”	the notice dated 25 May 2023 convening the Annual General Meeting as set out on pages 14 to 16 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 Act”	the Companies Act of the Cayman Islands, as amended from time to time
“Company”	Heng Hup Holdings Limited, an exempted company incorporated in the 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” or “our”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“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 Malaysia”	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”	18 May 2023, 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
“Nomination Committee”	the nomination committee of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“RM”	Ringgit Malaysia, the lawful currency of Malaysia

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## DEFINITIONS

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“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
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*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

25 May 2023

*To the Shareholders*

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,  
GRANTING OF GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF 2023 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.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Datuk Sia Kok Chin, Mr. Sia Kok Heong and Ms. Sai Shioh Yin shall retire by rotation at the Annual General Meeting. Datuk Sia Kok Chin, Mr. Sia Kok Heong and Ms. Sai Shioh Yin, 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 his/her 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 his/her 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. Sia Kok Heong and Ms. Sai Shioh Yin'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. Sia Kok Heong and Ms. Sai Shioh Yin have the required character, integrity and experience to continuously fulfill their roles as Directors effectively.

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## LETTER FROM THE BOARD

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Furthermore, Ms. Sai Shiow Yin has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee is of the view that Ms. Sai Shiow Yin is independent and able to continue to fulfill her duties as an independent non-executive Director. The Board believed that the re-election of Datuk Sia Kok Chin, Mr. Sia Kok Heong and Ms. Sai Shiow Yin would be in the best interests of the Company and its Shareholders as a whole.

#### **4. GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting of the Company held on 18 June 2022, 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 the 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 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](http://www.hkexnews.hk)) and the Company's website ([www.henghup.com](http://www.henghup.com)). Whether or not you intend to attend and vote at the Annual General Meeting, 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company 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 and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login access code to participate online in Tricor e-Meeting System.

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

Non-registered Shareholders 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, vote and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s branch share registrar, Tricor Investor Services Limited.

If any Shareholder has any question on the arrangements of the AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar and transfer office, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

Telephone: (852) 2980-1333 (From 9:00 a.m. to 5:00 p.m. Monday to Friday, excluding Hong Kong public holidays)

### 7. CLOSURE OF REGISTER OF MEMBERS

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, 13 June 2023 to Saturday, 17 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.

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## LETTER FROM THE BOARD

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### 8. 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 fully paid 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. An announcement on the poll results will be published on the websites of the Company and the Stock Exchange after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 9. 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.

### 10. 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.

### 11. 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*

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**APPENDIX I      BIOGRAPHICAL 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.    DATUK SIA KOK CHIN**

Datuk Sia Kok Chin, aged 50, 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 Malaysia, 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 20 years of experience in the scrap material trading industry. Datuk Sia Kok Chin is primarily responsible for the overall management, strategic planning and day-to-day business operations of our Group.

Datuk Sia Kok Chin 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 from 2016-2018, act as 2nd Vice President from 2018 – 2022. Datuk Sia Kok Chin has been newly appointed as President in October 2022.

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 whom are our executive Directors and Controlling Shareholders, and a brother-in-law of Mr. Goh Eng Kiat, being our regional manager.

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

Datuk Sia Kok Chin has not been a director of any listed company in the last three years.

Datuk Sia Kok Chin has entered into a service agreement with the Company for a period of three (3) years commencing from 19 February 2022 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 in accordance with the Articles of Association.

Under the service agreement, Datuk Sia Kok Chin is entitled to receive a Directors’ remuneration of RM50,820.00 per month.

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

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**2.    MR. SIA KOK HEONG**

Mr. Sia Kok Heong, aged 48, was appointed as our Director in April 2018 and designated as our executive Director in June 2018. Mr. Sia Kok Heong joined our Group as a director of HH Hardware in March 2005. Mr. Sia Kok Heong is also a director of HH BVI, HH Holdings Malaysia, HH Metal, HH Paper, HH Paper Melaka and HH Metal Johor, which are the subsidiaries of the Company. Mr. Sia Kok Heong has over 15 years of experience in the scrap material trading industry. Mr. Sia Kok Heong is primarily responsible for the operations of HH Hardware and HH Paper Melaka.

Mr. Sia Kok Heong received a diploma in electrical/electronic engineering from the Institut Teknologi Pertama in Malaysia in June 1995.

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

Mr. Sia Kok Heong has not been a director of any listed company in the last three years.

Mr. Sia Kok Heong has entered into a service agreement with the Company for a period of three (3) years commencing from 19 February 2022 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 in accordance with the Articles of Association.

Under the service agreement, Mr. Sia Kok Heong is entitled to receive a Directors' remuneration of RM50,820.00 per month.

**3.    MS. SAI SHIOW YIN**

Ms. Sai Shiow Yin, aged 40, 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. Ms. Sai is the chairlady of the audit and risk committee and the remuneration committee; and a member of the nomination committee of the Company.

Ms. Sai received a Bachelor's Degree of Commerce in Accounting and Economics from Deakin University in Australia in April 2005 and a Master's Degree of Commerce in Financial Planning from the same university in April 2011. Ms. Sai was admitted as a member of CPA Australia in July 2010.

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

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Ms. Sai has worked for Air Liquide Business Services Sdn Bhd., being the subsidiary of Air Liquide S.A (a French multinational company which supplies industrial gases and services to various industries including medical, chemical, and electronic manufacturers and listed on Europe Stock Exchange and Fortune 500 Company) since October 2020 and currently holds the position of APAC Finance Operations Control Director and is responsible for APAC shared service activities for the functions hosted in Malaysia. From September 2017 to September 2020, Ms. Sai worked for Atalian Global Services Sdn. Bhd. as Regional Performance Improvement Director in Asia Region, and is responsible for, among other things, improving the financial performance to the Asia region of the group. From December 2014 to August 2017, Ms. Sai worked for Jones Lang LaSalle Malaysia Sdn Bhd, being a subsidiary of Jones Lang LaSalle group (a multinational company provide professional services and investment management specializing in real estate and listed on the Big Board of NYSE and is a Fortune 500 Company), as a client accounting senior finance manager and was responsible for, among other things, client accounting transitions, and providing inputs into client finance strategy, data and people management. From April 2012 to October 2014, Ms. Sai worked for SunPower Solar Malaysia Sdn. Bhd., being an international solar energy leader and listed on the NASDAQ an American Stock Exchange, as the head of finance and was responsible for, among other things, providing accounting controllership oversight of Asia-Pacific, Europe regions, cash flow management and intercompany transaction of the same region and financial reporting. From March 2009 to June 2011, Ms. Sai worked for Jones Lang LaSalle (VIC) Pty Ltd. (in partnership with Telstra Limited – a company listed on the ASX20 in Australia as a blue chip company) as the senior accountant and was responsible for all financial assessment. From June 2006 to April 2009, Ms. Sai worked for Knight Frank Australia Pty Ltd., being an multinational property consultancies where the headquarters in UK, initially as an assistant accountant in property accounting services and then as an national accountant in corporate finance and was responsible for all accounting matters.

Save for disclosed above, Ms. Sai Shiow Yin has not been a director of any listed company in the last three years.

Ms. Sai Shiow Yin has entered into a letter of appointment with the Company for a period of three (3) years commencing from 19 February 2022 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. She is also subject to retirement and re-election at the annual general meeting in accordance with the Articles of Association.

Under the letter of appointment, Ms. Sai Shiow Yin is entitled to receive a Director's fee of RM8,000.00 per month.

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

**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 or any of its associated corporations (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:

<b>Director</b>	<b>Company concerned</b>	<b>Nature of interests</b>	<b>Class and number of securities held</b>	<b>Percentage of interests in the company concerned</b>
Datuk Sia Kok Chin	Company	Interest in controlled corporation/ Interests held jointly with another person/ Beneficial owner	581,680,000 ordinary shares (Note 1)	58.17%
	5S Holdings	Beneficial owner	7,000 ordinary shares	35%
Mr. Sia Kok Heong	Company	Interest in controlled corporation/ Interests held jointly with another person/ Beneficial owner	581,680,000 ordinary shares (Note 1)	58.17%
	5S Holdings	Beneficial owner	3,250 ordinary shares	16.25%

*Note:*

- (1) *Datuk Sia Kok Chin, Datuk Sia Keng Leong, Mr. Sia Kok Chong, Mr. Sia Kok Seng 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 341,680,000 Shares held by 5S Holdings and the 48,000,000 Shares held by each of the other Sia Brothers.*

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

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**OTHER INFORMATION**

Save as disclosed herein, none of the retiring Directors (i) holds any other 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 other relationship with any Directors, senior management, Substantial Shareholders or Controlling Shareholders.

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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that an annual general meeting (the “**Annual General Meeting**”) of Heng Hup Holdings Limited (the “**Company**”) will be held by way of virtual meeting on Saturday, 17 June 2023 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 2022;
2. To re-elect the following directors (the “**Directors**”) of the Company:
  - (a) Datuk Sia Kok Chin as executive Director;
  - (b) Mr. Sia Kok Heong as executive Director; and
  - (c) Ms. Sai Shioh Yin 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 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 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));

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of Shares of the Company (the “**Shares**”) 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 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).”

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

Hong Kong, 25 May 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the Annual General Meeting) for the proxy to receive the login access code to participate online in Tricor e-Meeting System.

Registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered Shareholders 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 Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the Annual General Meeting electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s branch share registrar, Tricor Investor Services Limited.

- (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, 13 June 2023 to Saturday, 17 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.
- (6) 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.*