



HUP SENG INDUSTRIES BERHAD
Registration No. 199101015786 (226098-P)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting (“30th AGM”) of Hup Seng Industries Berhad (“the Company”) will be conducted entirely through live streaming from the broadcast venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“Broadcast Venue”) on Wednesday, 18 May 2022 at 11.00 a.m. via Remote Participation and Voting facilities (“RPV”) which are available at Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”)’s online website at <https://tiih.online>, for the following purposes:-

AGENDA

ORDINARY BUSINESS

1.	To receive the audited financial statements of the Company for the financial year ended 31 December 2021 together with the reports of the Directors and auditors thereon.	Please refer to Explanatory Note A
2.	To approve the payment of Directors’ fees and benefits of RM2,171,249 for the financial year ended 31 December 2021.	<i>Resolution 1</i>
3.	To approve the payment of Directors’ benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM59,000 from 19 May 2022 until the next Annual General Meeting (“AGM”) of the Company.	<i>Resolution 2</i>
4.	To re-elect the following Directors who retire by rotation in accordance with Article 103 of the Company’s Constitution and being eligible, offer themselves for re-election:- (i) Dato’ Keh (Kerk) Chu Koh (ii) Mr. Kerk Kar Han	<i>Resolution 3</i> <i>Resolution 4</i>
5.	To re-elect the following Directors who retire in accordance with Article 112 of the Company’s Constitution, being the first AGM after their appointments, and being eligible, offer themselves for re-election:- (i) Mr. Kuo Liong Yok (ii) Ms. Ho Wei Lih (iii) Dr. Voon Yuen Hoong	<i>Resolution 5</i> <i>Resolution 6</i> <i>Resolution 7</i>
6.	To re-appoint Ernst & Young PLT, the retiring auditors, as the auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.	<i>Resolution 8</i>

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:-

7.	ORDINARY RESOLUTION CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR "THAT approval be and is hereby given to Raja Khairul Anuar bin Raja Mokhtar, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company."	<i>Resolution 9</i>
8.	To transact any other business that can be transacted in an annual general meeting of which due notice shall have been received.	

FURTHER NOTICE IS HEREBY GIVEN that for the purpose of determining a member who shall be entitled to attend this 30th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a Record of Depositors as at 9 May 2022 ("General Meeting Record of Depositors") and only a Depositor whose name appears on the General Meeting Record of Depositors as at 9 May 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

LEE WAI NGAN (LS0000184)
TAN KOK AUN (MACS01564)
NIP CHEE SIEN (MAICSA7066996)
Company Secretaries

Kuala Lumpur
20 April 2022

EXPLANATORY NOTE A

This Agenda item is meant for discussion only as under the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 and the Company's Constitution, the audited financial statements do not require the formal approval of shareholders. As such, this item is not put forward for voting.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES

(i) Resolution 2 – Directors' Benefits

Section 230(1) of the Companies Act 2016 requires that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval will be sought at this AGM for the

payment of benefits payable to Directors for the period from 19 May 2022 up to the next AGM. The estimated amount of Directors' Remuneration for the period from 19 May 2022 up to the next AGM amounts to RM59,000. The remuneration is comprised of meeting allowances and overseas trip (if any). In the event that the proposed Directors' benefits payable are insufficient due to an enlarged size of the board of directors, approval will be sought at the next AGM for additional Directors' benefits to meet the shortfall.

(ii) Resolution 9 – Continuing in office as Independent Non-Executive Director

The Ordinary Resolution 9 proposed under Item No. 7 of the Notice of 30th AGM relates to the approval by shareholders for the named director to continue in office as an Independent Non-Executive Director. The Nominating Committee and the Board have assessed the independence of the director who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that the director has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements. The length of his service does not interfere with his ability and exercise of independent judgement as an Independent Director. Therefore, the Board has recommended that the approval of the shareholders be sought through a two-tier voting process for the continuing of office of Raja Khairul Anuar bin Raja Mokhtar as an Independent Non-Executive Director of the Company.

NOTES:

1. **IMPORTANT NOTICE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (including any amendment that may be made from time to time) which require the Chairman of the meeting to be present at the main venue of the meeting.

2. Members/proxies **WILL NOT BE ALLOWED** to attend the 30th AGM in person at the Broadcast Venue on the day of the meeting.

3. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 30th AGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Details for the 30th AGM and read the notes below in order to participate remotely via RPV.

4. A member who is entitled to attend and vote at the meeting via RPV is entitled to appoint a proxy or proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

5. Members may submit questions to the Board of Directors prior to the 30th AGM via Tricor's **TIIH Online** website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **Monday, 16 May 2022 at 11.00 a.m.** or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.

6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SIDCA”) and the Company’s Constitution, it may appoint one (1) proxy in respect of each Securities Account it holds to which shares in the Company standing to the credit of the said account.
7. Where a member of the Company is an exempt authorised nominee as defined under the SIDCA and the Company’s Constitution which holds Deposited Securities in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
8. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 30th AGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details for the 30th AGM.
9. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 30th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) By electronic form
The form of proxy can be electronically lodged via **TIIH Online** website at <https://tiih.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of form of proxy via **TIIH Online**.
 - (ii) In hard copy form
In the case of an appointment made in hard copy form, the form of proxy must be deposited with the Registered Office of the Company at 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur.
10. Please ensure ALL the particulars as required in the form of proxy are completed, signed and dated accordingly.
11. Last date and time for lodging the form of proxy is **Monday, 16 May 2022 at 11.00 a.m.**
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Registered Office of the Company at 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 30th AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. A corporate member who has appointed a representative, please deposit the **ORIGINAL/DULY CERTIFIED** certificate of appointment with the Registered Office of the Company at 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance to the Section 66(2) of the Companies Act, 2016.

- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
14. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the **Record of Depositors as at 9 May 2022**. Only a member whose name appears on this General Meeting Record of Depositors shall be entitled to participate in this 30th AGM via RPV.