



HPP HOLDINGS BERHAD

(Registration No. 201801043588 (1305620-D))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of the Company will be conducted on fully virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting facilities via the online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC: D6A357657) on Friday, 29 October 2021 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 May 2021 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 12)
- To declare a final single tier dividend of 1.00 sen per ordinary share in respect of the financial year ended 31 May 2021. Ordinary Resolution 1
- To approve the payment of Directors' fees of Mr Lau Tee Tee @ Lau Kim Wah amounting to RM156,000.00 only for the period from 30 October 2021 until the conclusion of the next Annual General Meeting ("AGM") of the Company. Ordinary Resolution 2
- To approve the payment of Directors' fees of Mr Kok Hon Seng amounting to RM156,000.00 only for the period from 30 October 2021 until the conclusion of the next AGM of the Company. Ordinary Resolution 3
- To approve the payment of Directors' fees of Madam Ng Soh Hoon amounting to RM96,000.00 only for the period from 30 October 2021 until the conclusion of the next AGM of the Company. Ordinary Resolution 4
- To approve the payment of Directors' fees of Mr Philip Goh Teck Siang amounting to RM60,000.00 only for the period from 30 October 2021 until the conclusion of the next AGM of the Company. Ordinary Resolution 5
- To approve the payment of Directors' fees of Mr Choo Chee Beng amounting to RM36,000.00 only for the period from 30 October 2021 until the conclusion of the next AGM of the Company. Ordinary Resolution 6
- To approve the payment of Directors' fees of Mr Lee Chong Leng amounting to RM36,000.00 only for the period from 30 October 2021 until the conclusion of the next AGM of the Company. Ordinary Resolution 7
- To approve the payment of the meeting allowance of RM400.00 per meeting for the Independent Non-Executive Directors for the period from 30 October 2021 until the conclusion of the next AGM of the Company. Ordinary Resolution 8
- To re-elect the following Directors who are retiring pursuant to Clause 76 (3) of the Constitution of the Company:- Ordinary Resolution 9
(i) Madam Ng Soh Hoon ("Madam Ng"); and Ordinary Resolution 10
(ii) Mr Philip Goh Teck Siang ("Mr Philip Goh"). Ordinary Resolution 11
- To re-appoint Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business

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

- Authority under Section 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares** Ordinary Resolution 12
"THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."
- To transact any other business for which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Third AGM, a final single tier dividend of 1.00 sen per ordinary share in respect of the financial year ended 31 May 2021 will be paid on 30 November 2021 to Depositors whose names appear in the Record of Depositors on 16 November 2021.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- Shares transferred to the Depositor's securities account before 4.30 p.m. on 16 November 2021 in respect of ordinary transfers.
- Shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No. 202008001023)

TAN AI NING (MAICSA 7015852) (SSM PC No. 202008000067)

Secretaries

Selangor Darul Ehsan

Date: 29 September 2021

Notes:

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the Third AGM will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities which are available on the online meeting platform of LUMI AGM provided by Boardroom Share Registrars Sdn. Bhd. at <https://meeting.boardroomlimited.my>. Please refer to the Administrative Guide for Shareholders for the Third AGM on the procedures to register, participate and vote remotely via the RPEV facilities.
- According to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised on 16 July 2021, an online meeting platform can be recognised as the meeting venue or place under Section 327 (2) of the Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including the Chairman of the meeting, Board members, senior management and shareholders shall participate the meeting online.
- Members may submit questions relating to resolutions to be tabled at the Third AGM or financial performance/prospect of the Company to the Board via Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> no later than 10.00 a.m. on Wednesday, 27 October 2021. Alternatively, members may transmit questions to the Board via RPEV facilities during the live streaming of the Third AGM.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- A member of the Company may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Alternatively, the instrument appointing proxy may be electronically submitted to Boardroom Share Registrars Sdn. Bhd. via Boardroom Smart Investor Online Portal (applicable to individual shareholder only) at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on electronic submission of Proxy Forms.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll. Poll administrator and Independent Scrutinisers will be appointed to conduct the polling process and verify the results of the poll respectively.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 21 October 2021 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend and vote at this meeting and entitled to appoint proxy or proxies.
- The Board wishes to highlight that the Third AGM may be re-scheduled and/or postponed in view of the current COVID-19 outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes.
- The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.
- Explanatory Notes:-
 - Ordinary Resolutions 9 and 10 on Re-election of Directors**
Pursuant to Malaysian Code on Corporate Governance 2021, the profiles of the Directors who are standing for re-election as per Agenda item 10 are set out in the Board of Directors' profile of the Annual Report 2021.
Based on the recommendation of Nomination Committee, the Board supports the re-election of Madam Ng and Mr Philip Goh as Executive Director and Independent Non-Executive Director respectively based on the following justifications:-
Ordinary Resolution 9: Re-election of Madam Ng as Executive Director
 - Madam Ng has vast experience in procurement functions and inventory management of the Group. She is familiar with the Group's business operation and able to provide valuable input to steer the Group forward.
 - Madam Ng has exercised her due care and carried out her professional duties proficiently during her tenure as Executive Director of the Company.
Ordinary Resolution 10: Re-election of Mr Philip Goh as Independent Non-Executive Director
 - Mr Philip Goh fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process.
 - Mr Philip Goh has over 30 years of experience in business and finance related functions, which enables him to provide the Board with a diverse set of expertise and perspective.
 - Mr Philip Goh has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.
 - Ordinary Resolution 12 - Authority pursuant to Section 76 of the Act for the Directors to Allot and Issue Shares**
The Ordinary Resolution 12 proposed under item 12 of the Agenda is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act. The Ordinary Resolution 12, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for purpose of working capital or provide funding for future investments or undertakings. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.