



HPP HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of the Company will be convened and held at Grand Hibiscus Ballroom, Level 3A, Swiss-Garden Hotel Melaka, T2-4 The Shore @ Melaka River, Jalan Persisiran Bunga Raya, 75300 Melaka Tengah, Melaka, Malaysia on Thursday, 27 October 2022 at 11.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 May 2022 together with the Reports of the Directors and the Auditors thereon.
- To declare a final single-tier dividend of 0.75 sen per ordinary share in respect of the financial year ended 31 May 2022.
- To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM712,000.00 for the period from 28 October 2022 until the conclusion of the next Annual General Meeting ("AGM") of the Company.
- To re-elect the following Directors who are retiring pursuant to Clause 76(3) of the Constitution of the Company:-
 - Mr. Choo Chee Beng; and
 - Mr. Lee Chong Leng.
- To appoint BDO PLT as Auditors of the Company in place of the retiring Auditors, Moore Stephens Associates PLT and to authorise the Directors to fix their remuneration.

(Please refer to Note 9)
Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

As Special Business

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

6. Authority under Section 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares

"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.

THAT pursuant to Section 85 of the Act, read together with Clause 12(1) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

Ordinary Resolution 6

- To transact any other business for which due notice shall have been given in accordance with the Act.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Fourth AGM, a final single-tier dividend of 0.75 sen per ordinary share in respect of the financial year ended 31 May 2022 will be paid on 30 November 2022 to Depositors whose names appear in the Record of Depositors on 16 November 2022.

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 2022 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)

LIM SENG KOON (MAICSA 7073229) (SSM PC No. 202008004364)

Secretaries

Selangor Darul Ehsan

Date: 23 September 2022

Notes:

- 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.
- 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 Scrutinizers 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 18 October 2022 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 Fourth 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 Resolution 2 on Directors' fees and benefits payable to Directors**
Payment of Directors' fees and benefits under Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. There is no revision to the amount proposed.
The amount of Directors' fees to each Director of the Company and its subsidiaries are as follows:-

Directors	Amount (RM)
HPP Holdings Berhad:-	
Mr. Lau Tee Tee @ Lau Kim Wah	96,000.00
Mr. Kok Hon Seng	96,000.00
Madam Ng Soh Hiong	96,000.00
Mr. Philip Goh Teck Siang	60,000.00
Mr. Choo Chee Beng	36,000.00
Mr. Lee Chong Leng	36,000.00
Subsidiary - Hayan Prints (M) Sdn. Bhd.:-	
Mr. Lau Tee Tee @ Lau Kim Wah	60,000.00
Mr. Kok Hon Seng	60,000.00
Mr. Teng Tian Hee	60,000.00

 In determining the estimated total amount of Directors' fees and benefits payable to the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees, and general meeting and provisional sum as a contingency for future appointment of Directors on the Board. The meeting allowance for an Independent Non-Executive Director is RM400.00 per meeting.
Payment of Directors' fees and any benefits payable will be made by the Company on a monthly basis or as and when incurred. The Board is of the view that it is just and equitable for the Directors' fees to be paid on monthly basis or as and when incurred, after the Directors have discharged their responsibilities and rendered their services to the Company.

(ii) Ordinary Resolutions 3 and 4 on Re-election of Directors

The profiles of the Directors who are standing for re-election as per Agenda item 4 are set out in the Board of Directors' profile of the Annual Report 2022.

The performance of the retiring Directors, namely Mr. Choo Chee Beng ("**Mr. Choo**") and Mr. Lee Chong Leng ("**Mr. Lee**") has been assessed by the Board via Nomination Committee. Both Mr. Choo and Mr. Lee have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant Nomination Committee Meeting and Board of Directors' Meeting.

Based on the recommendation of Nomination Committee, the Board endorsed the same, having been satisfied with the performance, contribution, independence as well as the fitness and propriety of each of the retiring Directors based on the following justifications:-

Ordinary Resolution 3: Re-election of Mr. Choo as Independent Non-Executive Director

- Mr. Choo 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. Choo devotes sufficient time commitment and attention during meetings and has extensive experience and knowledge in finance related functions, involving financial and tax planning, corporate exercise managements, turnaround management, cash flow and fund management amongst others, which enables him to provide the Board with a diverse set of expertise and perspective.
- Mr. Choo has shown integrity and exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

Ordinary Resolution 4: Re-election of Mr. Lee as Independent Non-Executive Director

- Mr. Lee 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. Lee devotes sufficient time commitment and attention during meetings and has extensive experience in tax advisory services, involving audit, tax and other corporate matters, where his expertise and skillset complement the current Board's competencies.
- Mr. Lee has shown integrity and exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

(iii) Ordinary Resolution 5 - Appointment of BDO PLT as the Auditors of the Company

The Board of Directors is proposing to shareholders that BDO PLT be appointed as the Auditors of the Company for the financial year ending 31 May 2023, in place of the retiring Auditors, Moore Stephens Associates PLT, following an extensive tender and in line with the best practice. The Board of Directors would like to thank Moore Stephens Associates PLT for their diligence and dedications.

(iv) Ordinary Resolution 6 - Authority pursuant to Section 76 of the Act for the Directors to Allot and Issue Shares

The Ordinary Resolution 6 proposed under item 6 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 6, 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 but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. 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.