



合成工業有限公司 HUP SENG INDUSTRIES BERHAD

(Company No. 226098-P) (Incorporated in Malaysia)

Notice of 25th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of Hup Seng Industries Berhad will be held at Mezzanine Floor, The Katerina Hotel, 8, Jalan Zabedah, 83000 Batu Pahat, Johor Darul Ta'zim on Monday, 15 May 2017 at 11.00 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and Auditors' Report thereon. **RESOLUTION 1**
- To approve the payment of Directors' fees and benefits of up to RM1,102,392.00 for the financial year ended 31 December 2016. **RESOLUTION 2**
- To re-elect the following Directors who retire in accordance with Article 76 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
- Ms. Kerk Chian Tung **RESOLUTION 3**
- Mr. Teo Lee Teck **RESOLUTION 4**
- Y. Bhg. Dato' Wee Hoe Soon @ Gooi Hoe Soon **RESOLUTION 5**
- To re-appoint the following Directors of the Company:-
- Dato' Keh (Kerk) Chu Koh **RESOLUTION 6**
- Mr. Kuo Choo Song **RESOLUTION 7**
- To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration. **RESOLUTION 8**

AS SPECIAL BUSINESS

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

6. ORDINARY RESOLUTION 1

RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT approval be and is hereby given to Puan Mazrina Binti Arifin to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012." **RESOLUTION 9**

7. ORDINARY RESOLUTION 2

RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT approval be and is hereby given to Puan Norita Binti Ja'afar to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012." **RESOLUTION 10**

- To transaction any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN that for the purpose of determining a member who shall be entitled to attend this Twenty-Fifth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 9 May 2017 ("General Meeting Record of Depositors") and only a Depositor whose name appears on the General Meeting Record of Depositors as at 9 May 2017 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 (LS00184)
CHAN TOYE YING (LS00185)
Company Secretaries

Kuala Lumpur
21 April 2017

NOTES:

- A member 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 and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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 accounts it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or by signature in accordance with section 66(2) of the Companies Act 2016.
- The instrument appointing a proxy must be deposited at the Registered Office, Plaza 138, Suite 18.03, 18th Floor, 138 Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES

(i) Ordinary Resolutions 6 and 7 - Re-appointment of Directors

With the coming into force of the Companies Act, 2016 on 31 January 2017, there is no age limit for directors.

At the Twenty-Fourth Annual General Meeting of the Company held on 19 May 2016, Dato' Keh (Kerk) Chu Koh and Mr. Kuo Choo Song, who are both above the age of 70, were re-appointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the Twenty-Fifth Annual General Meeting. Their term of office will end at the conclusion of the Twenty-Fifth Annual General Meeting and they have offered themselves for re-appointment.

The proposed Ordinary Resolutions 6 and 7, if passed, will enable Dato' Keh (Kerk) Chu Koh and Mr. Kuo Choo Song to continue to act as Directors of the Company and they shall be subject to retirement by rotation at a later date.

(ii) Ordinary Resolutions 9 and 10 - Retention of Independent Non-Executive Directors

The proposed Resolutions 9 and 10, if passed, will allow the independent directors to be retained and continue acting as independent directors to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements and in line with the recommendation Nos. 3.2 and 3.3 of the Malaysian Code on Corporate Governance 2012. The justification and recommendations for the retention is set out in page 18 of the Corporate Governance Statement in the Annual Report 2016.