

NOTICE OF THE FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of HSS Engineers Berhad will be held at Ballroom I, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 18 June 2019 at 10.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
- To approve the additional payment of Directors' Fees amounting to RM60,200.00 which was in excess of the earlier approved amount of RM300,000.00. Ordinary Resolution 1 (Please refer to Note 2 of the Explanatory Notes)
- To approve the payment of Directors' Fees payable to the Independent Non-Executive Directors of the Company up to an amount of RM429,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. Ordinary Resolution 2 (Please refer to Note 3 of the Explanatory Notes)
- To approve the payment of Directors' benefits (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries up to an amount of RM168,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. Ordinary Resolution 3 (Please refer to Note 3 of the Explanatory Notes)
- To re-elect the following Directors who are retiring pursuant to Article 88 of the Articles of Association of the Company:
 - Dato' Ir. Nitchiananthan A/L Balasubramaniam Ordinary Resolution 4
 - Dato' Mohd Zakhir Siddiqy Bin Sidek Ordinary Resolution 5
- To re-elect the following Directors who are retiring pursuant to Article 95 of the Articles of Association of the Company:
 - Datuk Ir. Teo Chok Boo Ordinary Resolution 6
 - Dato' Sri Ir. Hj. Ismail Bin Md.Salleh Ordinary Resolution 7
 - Ir. Prem Kumar A/L M Vasudevan Ordinary Resolution 8
- To re-appoint Messrs Azman, Wong, Salleh & Co as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 9

As Special Business

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

- Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares** Ordinary Resolution 10 (Please refer to Note 4 of the Explanatory Notes)

"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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."
- Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution")** Special Resolution (Please refer to Note 5 of the Explanatory Notes)

"THAT the existing Memorandum and Articles of Association of the Company be deleted in its entirety and that the new Constitution as set out in Appendix A be and is hereby adopted as the new Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full powers to assent to any conditions, modifications and/or amendments as may be required by any authorities to give effect to the Proposed Adoption of New Constitution."
- To transact any other business for which due notice shall have been given.**

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

NG KUAN YEE (MIA 17693)

Company Secretaries

Selangor Darul Ehsan

Date: 26 April 2019

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.
- Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 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 its Common Seal or signed by an officer or attorney so authorised.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof, otherwise the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 10 June 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the Fourth Annual General Meeting of the Company shall be put to vote by way of poll.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- To receive the Audited Financial Statements**

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("the Act") for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Ordinary Resolution 1 on Additional Payment of Directors' Fees**

Section 230(1) of the Act provides amongst others, 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.

At the Third Annual General Meeting ("AGM") of the Company held on 7 May 2018, the shareholders had approved RM300,000.00 as total Directors' Fees payable to the Independent Non-Executive Directors of the Company for the period commencing from the date of Third AGM until this AGM.

The proposed resolution on the additional payment of Directors' fees amounting to RM60,200.00 is due to the appointment of additional Independent Non-Executive Director of the Company on 6 July 2018.
- Ordinary Resolution 2 and Ordinary Resolution 3**

The amount of Directors' fees payable includes fees payable to Directors as members of Board and Board Committees.

The amount of Directors' benefits (excluding Directors' Fees) payable to Directors comprises meeting allowance from this AGM until the conclusion of the next AGM of the Company pursuant to the Act which shareholders' approval will be sought at this Fourth AGM in accordance with Section 230 of the Act.
- Ordinary Resolution 10 on the Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Ordinary Resolution 10 proposed under item 8 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. 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 sought, the Company will make an announcement in respect thereof.

The Company did not allot and issue any shares pursuant to the general mandate granted by the shareholders at the previous AGM.
- Special Resolution on Proposed Adoption of New Constitution of the Company**

The Special Resolution, if passed, will align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity.

Please refer to Appendix A which is circulated together with the Annual Report 2018 for further information.

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 representative(s) 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.