

NOTICE OF THE FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting (“5th AGM”) of HSS Engineers Berhad will be conducted fully virtual at the Broadcast Venue at Tricor Conference Room, Level 30, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 10 June 2020 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 December 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 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 RM396,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 1 (Please refer to Note 2 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 RM137,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 2 (Please refer to Note 2 of the Explanatory Notes)**
- To re-elect the following Directors who are retiring pursuant to Clause 93 of the Constitution of the Company:
 - Tan Sri Ir. Kunasingam A/L V.Sittampalam
 - Mohan A/L Ramalingam
 - Ir. Sharifah Azlina Bt Raja Kamal Pasmah**Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5**
- To appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6 (Please refer to Note 3 of the Explanatory Notes)**

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 7 (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 twenty per centum (20%) 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.

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: 12 May 2020

NOTES:

- In view of the Covid-19 pandemic and Government of Malaysia’s official guidance on social distancing, the 5th AGM will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s TIH Online website at <https://tjih.online>. Please follow the procedures provided in the Administrative Guide for the 5th AGM in order to register, participate and vote remotely via the RPV facilities.
 - The venue of the 5th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxy(ies) from the public will be physically present at the Broadcast venue.
 - A member of the Company entitled to participate and vote at the meeting is entitled to appoint a proxy or proxies to participate and vote in his stead. The members may submit questions to the Board of Directors at <https://tjih.online> prior to the 5th AGM or to use the query box to transmit questions to Board of Directors via RPV facilities during live streaming. 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, 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 notariably 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, alternatively to be submitted electronically, via TIH Online at website <https://tjih.online>, 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 2 June 2020 (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 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions at the 5th AGM of the Company shall be put to vote by way of poll.
- Ordinary Resolution 1 and Ordinary Resolution 2**

The amount of Directors’ fees payable includes fees payable to Independent Non-Executive Directors as members of Board and Board Committees 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 5th AGM in accordance with Section 230 of the Act.

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 5th AGM in accordance with Section 230 of the Act.
 - Ordinary Resolution 6 on Appointment of KPMG PLT as Auditors of the Company**

The Board of Directors is proposing to shareholders that KPMG PLT be appointed as the Auditors of the Company in replacement of the retiring auditors, Messrs Azman, Wong, Salleh & Co for the financial year ending 31 December 2020, subject to their consent to act being obtained.

The Board of Directors would like to thank Messrs Azman, Wong, Salleh & Co for their diligence and dedications to the Company over the past years.
 - Ordinary Resolution 7 on the Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Ordinary Resolution 7 proposed under item 6 of the Agenda seeks the shareholders’ approval of a general mandate for issuance of shares by the Company under Section 76 of the Act. Bursa Malaysia Securities Berhad had on 16 April 2020 announced that listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of Main Market Listing Requirements of not more than 20% of the total number of issued shares for issue of new securities (“20% General Mandate”), provided that the following are being complied with:-

 - Procure shareholders’ approval for the 20% General Mandate at a general meeting;
 - Complies with all relevant applicable legal requirements, including its Constitution or relevant constituent document.

This 20% General Mandate may be utilised by listed issuer to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

The Board, having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. This 20% General 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 20% of the total number of issued share 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.

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.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate 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.



HSS ENGINEERS BERHAD
Registration No. 201501003232 (1128564-U)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE 5th AGM OF HSS ENGINEERS BERHAD

Date and Time : 10 June 2020, 10.00 a.m.
Broadcast venue : Tricor Conference Room
Level 30, Tower A, Vertical Business Suite Avenue 3
Bangsar South, No. 8 Jalan Kerinchi
59200 Kuala Lumpur, Wilayah Persekutuan

In view of the Covid-19 pandemic and Government of Malaysia’s official guidance on social distancing, the Board of Directors of the Company has decided for the 5th AGM of the Company to be conducted fully virtual via **REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES**.

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which stipulates that the Chairman shall be at the main venue of the 5th AGM. Hence, **NO SHAREHOLDERS** from the public will be allowed to physically present at the broadcast venue on the day of the 5th AGM.

Shareholders who wish to participate the 5th AGM will have to register to participate at the 5th AGM remotely by using the RPV Facilities, details as set out below:-

REMOTE PARTICIPATION AND VOTING

1. Shareholders/Proxies/Corporate Representative are to participate and vote remotely at the 5th AGM using the RPV Facilities which are available on Tricor Investor & Issuing House Service Sdn Bhd’s (“Tricor”) TIIH Online website at <https://tiih.online>.
2. For Proxies/Corporate Representative who wish to use the RPV Facilities at the 5th AGM, please ensure that the duly executed proxy forms/the original certificate of appointment of its corporate representative are to be submitted to Tricor **not later than 10.00 a.m., Monday, 8 June 2020**.
3. Shareholders/Proxies/Corporate Representative are to read and follow the procedures for the RPV Facilities as summarised below:-

The procedures for RPV Facilities are summarized below:

	Procedure	Action
BEFORE THE 5TH AGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none">• Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the RPV Facilities are available for registration at TIIH Online.

(b)	Submit your RSVP to attend the 5 th AGM	<ul style="list-style-type: none"> • Registration is open from 10.00 a.m., Tuesday, 12 May 2020 up to 10.00 a.m., Monday, 8 June 2020. • Login with your user ID and password and select the corporate event “(REGISTRATION) HSS 5TH AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. • Insert the CDS account number and indicate the number of shares. • Submit to register the RPV Facilities. • System will send an e-mail to notify that your registration for the RPV Facilities is received and will be verified. • After verification of your registration against the General Meeting’s Record of Depositors as at 2 June 2020, the system will send you an e-mail to approve or reject your registration for the RPV Facilities.
ON THE 5TH AGM DAY		
(c)	Login to TIIH Online	Login with your user ID and password for RPV Facilities for the 5 th AGM at any time from 9.40 a.m. , i.e. 20 minutes before the commencement of the 5 th AGM on 10.00 a.m., Wednesday, 10 June 2020.
(d)	Participate through live-streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAMING MEETING) HSS 5TH AGM” to engage in the proceedings of the 5th AGM remotely. • If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 5th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting. • Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
(e)	Online remote voting	<ul style="list-style-type: none"> • Select the corporate event: “(REMOTE VOTING) HSS 5TH AGM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Voting session commences from 10.00 a.m., Wednesday, 10 June 2020 until a time when the Chairman announces the completion of the voting session at the 5th AGM broadcast venue. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman of the meeting on the closure of the 5th AGM, the Live Streaming will end.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

4. To administer the proceedings of the 5th AGM orderly, shareholders may, in advance of the 5th AGM, submit questions to the Board. To do so, please proceed to TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose your questions and submit them electronically no later than **10.00 a.m., Monday, 8 June 2020**. The Board will endeavor to address the received questions via this channel during the 5th AGM.

GENERAL MEETING RECORD OF DEPOSITORS

5. Only a depositor whose name appears on the Record of Depositor as at **2 June 2020** shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf.

PROXY

6. Since the 5th AGM will be conducted virtually, a Shareholder can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy. The Form of Proxy 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, alternatively, you may also submit the Form of Proxy electronically, via TIIH Online at website <https://tiih.online>, 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. Please do read and follow the following procedures to submit Proxy Form electronically:

	Procedure	Action
a	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
b	Proceed with submission of e-Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: “Submission of Proxy Form”.• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print e-proxy form for your record.

A shareholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the 5th AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>

NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

7. There will be **no distribution** of breakfast/lunch packs, door gifts or food vouchers during the 5th AGM due to virtual meeting.

POLL VOTING

8. The voting at the 5th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and BDO Consulting Sdn Bhd as Scrutineers to verify the poll results.
9. Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and **submit your votes at any time from the commencement of the 5th AGM at 10.00 a.m.** Kindly refer to item 3(e) of the Remote Participation and Voting for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

ENQUIRY

10. If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn Bhd <i>Registration No. 197101000970 (11324-H)</i> Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia		Telephone Number
	<i>General Line</i>	603-2783 9299
	<i>En Zulhafri Bin Abdul Rahman</i>	603-2783 9289
	<i>En Ahmad Syafiq</i>	603-2783 9248
	<i>Fax Number</i>	603-2783 9222
	<i>Email</i>	<i>Is.enquiry@my.tricorglobal.com</i>