

HSS ENGINEERS BERHAD
(Company No. 1128564-U)

SUMMARY OF THE KEY MATTERS DISCUSSED AT THE SECOND ANNUAL GENERAL MEETING (“2nd AGM”) OF THE COMPANY HELD AT THE SUMMIT 1, LEVEL M1, CONNEXION CONFERENCE & EVENT CENTRE AT THE VERTICAL, NO. 8, JALAN KERINCHI, BANGSAR SOUTH CITY, 59200 KUALA LUMPUR, ON THURSDAY, 27 APRIL 2017 AT 10.00 A.M.

CHAIRMAN

The Chairman, Dato’ Mohd Zakhir Siddiqy bin Sidek called the Meeting to order at 10.00 a.m. and welcomed all members present to the Meeting.

The Chairman thereafter introduced the Board of Directors, Company Secretaries, the representatives of Sponsor/Adviser and the External Auditors of the Company to all present.

QUORUM

The Secretary, Ms Tan Ai Ning, confirmed that a quorum was present for the Meeting. With that, the Chairman declared the Meeting duly constituted.

NOTICE

The Notice convening the Meeting, having been circulated for the prescribed period, was with the consent of the members present, taken as read. The Chairman then proceeded with the business of the Annual General Meeting (“AGM”).

As part of good governance, the Chairman informed the members that the Company had received in total 41 proxy forms from shareholders for a total of 216,205,694 ordinary shares representing 67.76% of the share capital of the Company.

The Chairman also informed the Meeting that pursuant to the requirements of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in the Notice of the AGM must be voted by poll.

The Chairman further informed that the polling process would be conducted after the deliberation of all items on the Agenda. To facilitate the poll process, the Company has appointed Deloitte Enterprise Risk Services Sdn Bhd as the independent scrutineers.

QUESTION AND ANSWER SESSION

After the presentation on the financial performance of the Company, milestones and the key financial highlights for the financial year ended 31 December 2016, the Chairman invited questions from the floor and the following salient points were duly responded by the Executive Director and Chief Executive Officer:-

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1. Steps to be taken by the Company to reduce absenteeism rate of employees.
2. Timeframe for utilisation of fund raised from Initial Public Offering in August 2016.
3. Outlook for the Company and its Group's business diversification and expansion into local and overseas markets as well as China's involvement which could lead to greater competition from China-based companies.
4. Contract on the Kuala Lumpur - Singapore High Speed Rail Project and its revenue to be generated thereof.
5. Status of the Notice of Arbitration between Malaysia Airports Holding Berhad and HSS Integrated Sdn Bhd, an associate company of the Company.

POLL PROCEDURE

After going through all the motions set out in the Notice of the Meeting, the representative from the Company's Share Registrar briefed the floor on the polling procedures before the commencement of e-polling.

POLL RESULTS

The shareholders had duly received the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of Directors and Auditors thereon.

All the resolutions as set out in the Notice of the 2nd AGM were duly passed by the shareholders of the Company as follows:-

Resolution	Votes in favour		Votes against	
	No. of votes	%	No. of votes	%
Ordinary Resolution 1 <ul style="list-style-type: none"> • Approval on the payment of Directors' Fees for the financial year ended 31 December 2016 	241,914,810	100.000	0	0.000
Ordinary Resolution 2 <ul style="list-style-type: none"> • Approval on the payment of Directors' Fees and Benefits Payable for the Company and its subsidiaries for the period from 1 January 2017 until the following Annual General Meeting of the Company 	241,907,810	100.000	0	0.000
Ordinary Resolution 3	241,212,810	100.000	0	0.000

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<ul style="list-style-type: none"> Re-election of Dato' Ir. Khairudin Bin Sidek as Director 				
Ordinary Resolution 4 <ul style="list-style-type: none"> Re-election of Mr Foo Lee Khean as Director 	241,712,810	100.000	0	0.000
Ordinary Resolution 5 <ul style="list-style-type: none"> Re-appointment of Messrs Azman, Wong, Salleh & Co as Auditors of the Company and to authorise the Directors to fix their remuneration 	241,712,810	100.000	0	0.000
Ordinary Resolution 6 <ul style="list-style-type: none"> Approval on the declaration of a single tier final dividend of 0.63 sen per ordinary share in respect of the financial year ended 31 December 2016 	241,742,310	100.000	0	0.000
Ordinary Resolution 7 <ul style="list-style-type: none"> Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares 	241,575,310	99.975	60,500	0.025
Ordinary Resolution 8 <ul style="list-style-type: none"> Proposed Shareholders' Ratification and Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature 	32,742,310	100.000	0	0.000
Special Resolution <ul style="list-style-type: none"> Proposed Amendments to the Articles of Association of the Company to facilitate the proposed transfer listing of and quotation for the entire issued and paid-up share capital of the Company from the ACE 	241,742,310	100.000	0	0.000

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Market to the Main Market of Bursa Malaysia Securities Berhad ("Proposed Transfer") ("Proposed Amendments")				
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CONCLUSION

There being no other matters, the Meeting concluded at 11.40 a.m. with a vote of thanks to the Chair.