

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

SUMMARY OF THE KEY MATTERS DISCUSSED AT THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY HELD 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, MALAYSIA ON WEDNESDAY, 10 JUNE 2020 AT 10.00 A.M.

CHAIRMAN

Dato' Mohd Zakhir Siddiqy bin Sidek, the Chairman of the Board of Directors presided as Chairman of the Meeting and welcomed all members, proxies and invitees to the 5th AGM, the first electronic and online AGM of the Company conducted through live streaming and online remote participation by using Remote Participation and Voting Facilities ("RPV") which is in compliance with Section 327 of the Companies Act 2016 and Clause 62 of the Constitution of the Company. The Chairman also informed that the electronic AGM was to support the Government's advice of not having mass gathering to curb the spread of the Covid-19 in the country.

QUORUM

The Secretary, Ms Tan Ai Ning, confirmed that a quorum was present for the Meeting. With the requisite quorum being present, the Chairman called the Meeting to order at 10.00 a.m.

BOARD MEMBERS

The Chairman then proceeded to introduce the members of Board to the shareholders. He also informed that majority of the Directors participated in the Meeting remotely in accordance with the Guidance Note on the Conduct of General Meetings issued by Securities Commission of Malaysia on 14 May 2020 with as few individuals physically present at the broadcast venue as possible.

NOTICE AND SUMMARY OF PROXIES RECEIVED

The Notice convening the Meeting, having been circulated in the prescribed period, was with the consent of the members present, taken as read. The Chairman then proceeded with the business of the 5th AGM.

As part of good governance, the Chairman informed the members that the Company had received in total 62 proxy forms from shareholders for a total of 408,759,580 ordinary shares representing 82.434% of the issued shares of the Company.

Out of those, there were 51 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented stood at 212,107,099, which represented 42.775% of the issued and paid up share capital of the Company.

HSS ENGINEERS BERHAD

Registration No. 201501003232 (1128564-U)

- Summary of the key matters discussed at the 5th AGM held on 10 June 2020

POLLING

The Chairman informed the Meeting that pursuant to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), all resolutions set out in the Notice of the 5th AGM must be voted by poll. The Chairman thereafter demanded for a poll to be taken on all the resolutions set forth in the Notice of the 5th AGM pursuant to Clause 74 of the Constitution of the Company.

The Chairman further informed that the Company had appointed Tricor Investor & Issuing House Services Sdn Bhd to conduct the poll voting electronically and BDO Consulting Sdn Bhd as the Scrutineer to verify the poll results. The results of the poll voting will be announced after the Scrutineer verified the poll results upon closure of the voting session.

Shareholders were informed that voting on the resolutions could be done at any time throughout the meeting until the closure of the voting session. The process of how voting could be done using the RPV facility and the hotline number for support were shared by Poll Administrator vide video presentation.

QUESTIONS AND ANSWERS

After the presentation on the financial performance of the Company, milestones, the Group’s proactive responses to Covid-19, the key financial highlights for the financial year ended 31 December 2019 and the Group’s overall growth and future strategy, the Chairman proceeded with the business of the 5th AGM and opened to the floor for questions. The following salient points were duly responded by the Executive Vice Chairman, Group Chief Executive Officer and Group Chief Financial Officer:-

1. Resumption of oversea order book.
2. Course of actions taken to minimise loss during MCO period.
3. Any winding up process undertaking by the Group’s business partners.
4. Any restructuring of the Board.
5. Minimisation of business operation cost in current and upcoming quarter.
6. Any declaration of dividend.
7. Distribution of E-vouchers.
8. Immunity of share price performance against the market reaction in winning mega-projects.
9. Competitors of the Group.
10. Cost spent on virtual AGM.

HSS ENGINEERS BERHAD

Registration No. 201501003232 (1128564-U)

- Summary of the key matters discussed at the 5th AGM held on 10 June 2020

11. Any corporate exercise in the future.
12. Amount of order book remained in the Group.

POLL RESULTS

All the resolutions as set out in the Notice of the 5th AGM were duly passed by the shareholders of the Company as follows:-

Resolutions	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Ordinary Resolution 1 Approval of 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 AGM until the next AGM.	403,435,242	98.9737	4,183,494	1.0263	Carried
Ordinary Resolution 2 Approval of 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 AGM until the next AGM.	234,360,483	99.9864	31,994	0.0136	Carried
Ordinary Resolution 3 Re-election of Tan Sri Ir. Kunasingam A/L V.Sittampalam as Director.	409,564,594	99.9998	892	0.0002	Carried
Ordinary Resolution 4 Re-election of Mohan A/L Ramalingam as Director.	409,564,594	99.9998	892	0.0002	Carried

HSS ENGINEERS BERHAD

Registration No. 201501003232 (1128564-U)

- Summary of the key matters discussed at the 5th AGM held on 10 June 2020

Resolutions (cont'd)	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Ordinary Resolution 5 Re-election of Ir. Sharifah Azlina Bt Raja Kamal Pasmah as Director.	409,564,592	99.9998	894	0.0002	Carried
Ordinary Resolution 6 Appointment of KPMG PLT as Auditors of the Company and authorises the Directors to fix their remuneration.	409,563,994	99.9998	892	0.0002	Carried
Ordinary Resolution 7 Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares.	373,189,912	91.1185	36,375,574	8.8815	Carried

CONCLUSION

There being no other matters, the Meeting concluded at 12.05 p.m. with a vote of thanks to the Chair.