

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



HSS ENGINEERS BERHAD

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

NOTICE TO WARRANT HOLDERS

IN RELATION TO THE

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS A 2018/2023
("WARRANTS A")**

**(STOCK NAME: HSSEB-WA)
(STOCK CODE: 0185WA)**

IMPORTANT RELEVANT DATES AND TIME:-

Last date and time for trading of Warrants A	: Monday, 27 February 2023 at 5.00 p.m.
Date and time of suspension of trading of the Warrants A	: Tuesday, 28 February 2023 at 9.00 a.m.
Last date and time for transfer into Depositors CDS account	: Wednesday, 8 March 2023 at 4.30 p.m.
Last date and time for the exercise of Warrants A (Expiry Date)	: Wednesday, 15 March 2023 at 5.00 p.m.
Date and time for delisting of the Warrants A	: Thursday, 16 March 2023 at 9.00 a.m.

This Notice is dated **10 February 2023**.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice:

Act	: Companies Act, 2016
Board	: Board of directors of HEB
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
CDS	: Central Depository System
Deed Poll	: The deed poll dated 5 February 2018 governing the terms and conditions of Warrants A 2018/2023
Depositor	: Holder of a CDS securities account
Directors	: The Directors for the time being of HEB
Exercise Period	: The period commencing on and including the Issue Date of the Warrants A and ending at the close of business at 5.00 p.m. on Wednesday, 15 March 2023.
Exercise Price	: Ringgit Malaysia One and Seventy Cent (RM1.70), or such other varied or adjusted as may result from an adjustment pursuant to the Third Schedule of the Deed Poll, payable in respect of each New Share subscribed for upon exercise of the Subscription Right;
Exercise Rights	: The rights of a Warrant Holder to subscribe for one (1) new HEB Shares at the Exercise Price on any Market Day during the Exercise Period, upon and subject to the conditions contained in the Deed Poll
Expiry Date	: Wednesday, 15 March 2023 being a date five (5) years from the date of issuance of warrants. If the Expiry Date falls on a Saturday, Sunday and/or public holiday, the last preceding Market Day prior to the maturity date of the Warrants shall be the Expiry Date. Any Warrants A which have not been exercised during the Exercise Period will lapse and cease thereafter to be valid for any purpose.
HEB or Company	: HSS Engineers Berhad [Registration No. 201501003232 (1128564-U)]
Issue Date	: The date on which the Warrants A are issued i.e. 16 March 2018.
Market Day(s)	: A day on which Bursa Securities is open for trading of securities
MMLR	: Main Market Listing Requirements of Bursa Securities
New HEB Share(s)	: The new ordinary shares in HEB to be issued by HEB upon exercise of the Exercise Rights by a Warrant Holder on or before the Expiry Date
Record of Depositors	: The record provided by Bursa Depository to the Company under the Rules of Bursa Depository
Warrants A	: Warrants A 2018/2023 of the Company constituted by the Deed Poll
Warrant Registrar	: Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)], having its business address at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Warrant Holder(s)	: Holder(s) of Warrants A 2018/2023

DEFINITIONS (CONT'D)

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise stated.

References to “we”, “us”, “our” and “ourselves” are to the Company save where the context otherwise required, include our subsidiaries and references to “you” or “your” are to the Warrant Holders of the Company.

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ENGINEERS

*(Registration No. 201501003232 (1128564-U))
(Incorporated in Malaysia)*

Registered Office:

12th Floor, Menara Symphony, No. 5,
Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya,
Selangor Darul Ehsan,

10 February 2023

Board of Directors

Dato' Mohd Zakhir Siddiqy Bin Sidek *(Independent Non-Executive Chairman)*
Tan Sri Ir. Kunasingam A/L V.Sittampalam *(Executive Vice Chairman/ Acting Group Chief Executive Officer)*
Datuk Ir. Teo Chok Boo *(Executive Director)*
Ir. Sharifah Azlina Bt Raja Kamal Pasmah *(Executive Director)*
Ir. Prem Kumar A/L M Vasudevan *(Executive Director)*
Dato' Sri Ir. Hj. Ismail Bin Md.Salleh *(Senior Independent Non-Executive Director)*
Tai Keat Chai *(Independent Non-Executive Director)*
Vanessa A/P Santhakumar *(Non-Independent Non-Executive Director)*
Ir. Syed Mohamed Adnan Bin Mansor Alhabshi *(Alternate Director to Datuk Ir. Teo Chok Boo)*

To: Warrant Holders of HEB

Dear Sir/Madam,

**HSS ENGINEERS BERHAD (“HEB” OR THE “COMPANY”)
NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE
EXERCISE OF WARRANTS A**

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll governing the Warrants A, the Exercise Period for the Warrant Holders to exercise the exercise rights will expire at **5.00 p.m.** on **Wednesday, 15 March 2023** being the last Market Day of the Exercise Period.

Accordingly, Warrant Holders intending to exercise their Warrants A are advised to submit the documents referred to in Section 4 of this Notice to the Warrant Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not later than 5.00 p.m. on Wednesday, 15 March 2023.

As at **2 February 2023**, being the latest practicable date prior to the issuance of this Notice, the Company has a total of 47,862,136 outstanding Warrants A which have not been exercised.

WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS A WHICH ARE NOT EXERCISED BY 5.00 P.M. ON WEDNESDAY, 15 MARCH 2023 WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE EXERCISABLE THEREAFTER. ACCORDINGLY, THE WARRANTS A WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON THURSDAY, 16 MARCH 2023.

Warrant Holders are advised to read carefully the procedures set out below:-

1. SUSPENSION OF TRADING AND LAST DAY OF TRADING

The trading of the Warrants A on Bursa Securities will be suspended with effect from 9:00 a.m. on Tuesday, 28 February 2023 until the Expiry Date. Hence the last day and time for trading of the Warrants A will be 5.00 p.m. on Monday, 27 February 2023.

2. EXERCISE PRICE

The Exercise Price of the Warrants A is RM1.70 for every one (1) New HEB Share. For example, if a Warrant Holder wishes to exercise 100 Warrants A into 100 new HEB Shares, the total Exercise Price shall be RM170.00, excluding the processing fee as mentioned in Section 4 herein below.

3. PAYMENT OF EXERCISE PRICE

Payment must be made in full for the Exercise Price, payable in Ringgit Malaysia via banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia, made out in favour of "**HSSEB WARRANTS EXERCISE ACCOUNT**" crossed "A/C Payee only" and endorsed on the reverse side with the name and address of the Warrant Holder.

4. SUBSCRIPTION OF EXERCISE RIGHTS

In order to subscribe the Exercise Rights, Warrant Holder should:

- (i) complete and sign the exercise form for Warrants A;

Additional copies of the exercise form for Warrants A can be obtained from the Warrant Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, during normal office hours.

- (ii) deliver to the Warrant Registrar, the following documents no later than 5.00 p.m. on Wednesday, 16 March 2023:

- (a) the duly completed, signed and stamped exercise form for Warrants A;
- (b) the remittance for the full Exercise Price as stated in Sections 2 and 3 above; and
- (c) the remittance for a processing fee of RM20.00 or such other sum as may be prescribed from time to time for each Exercise Form submitted via a banker's draft, a cashier's order or a money order or a postal order, made out in favour of "**Tricor Investor & Issuing House Services Sdn Bhd**" crossed "A/C Payee only", or in cash if you personally deliver the documents to the Warrant Registrar.
- (d) Or direct credit the processing fee of RM20.00 into the account below:

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
Malayan Banking Berhad
Account No. 5644 8140 7506

The Company shall within eight (8) Market Days of its receipt of a duly completed Exercise Form together with the requisite payments or such other period as may be prescribed by Bursa Securities will:

- (i) allot and issue the New HEB Share(s) arising from the exercise of the Warrants A;
- (ii) despatch notices of allotment to the Warrant Holders; and
- (iii) make an application to Bursa Securities for the listing of and quotation for such New HEB Shares issued.

All New HEB Shares to be issued pursuant to the Subscription of the Exercise Rights will be credited into the CDS account of the Warrant Holders respectively. The New HEB Shares to be issued pursuant to the exercise of Warrants A shall, upon allotment and issuance, rank pari passu in all respect with the then existing ordinary shares of the Company, except that such New HEB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, where the entitlement date is prior to the date of allotment of the New HEB Shares. No physical share certificates will be issued to the Warrant Holders in respect of the exercise.

5. BOOK CLOSURE DATE

- 5.1 The Warrant Holders should note that apart from the provisions contained in the Deed Poll, Bursa Depository will not accept any request for the transfer of Warrants A for the period commencing from 4.30 p.m. on Wednesday, 8 March 2023 up to the Expiry Date.
- 5.2 A depositor shall qualify for entitlement to subscribe for new HEB Shares in respect of the following:
 - (i) Warrants A transferred into the depositor's CDS account before 4.30 p.m on Wednesday, 8 March 2023 in respect of ordinary transfers; and
 - (ii) Warrants A bought on Bursa Securities on or before 5.00 p.m. on Monday, 27 February 2023, being the last day of trading of Warrants A 2018/2023.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (i) if their Exercise Rights are not exercised and the relevant Exercise Form for Warrants A is not delivered to the Warrant Registrar by 5.00 p.m. on Wednesday, 15 March 2023, the Exercise Rights will lapse and become null and void, and cease to be exercisable thereafter, and
- (ii) all unexercised Warrants A remaining in the Depositors' CDS accounts as at 5.00 p.m. on Wednesday, 15 March 2023 will be debited from the respective CDS accounts on Thursday, 16 March 2023.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Warrant Registrar at:

Tricor Investor & Issuing House Services Sdn. Bhd.

Registration No. 197101000970 (11324-H)

Unit 32-01, Level 30, Tower A,

Vertical Business Suite, Avenue 3,

Bangsar South, No.8, Jalan Kerinchi,

59200 Kuala Lumpur, Malaysia

Telephone : +603-27839299

Facsimile : +603-27839222

Yours faithfully

for and on behalf of the Board of

HSS ENGINEERS BERHAD

TAN SRI IR. KUNASINGAM A/L V.SITTAMPALAM

Executive Vice Chairman/ Acting Group Chief Executive Officer

HSS Engineers Berhad (1128564-U)

(Incorporated in Malaysia under the Companies Act, 2016)

PARTICULARS OF DEPOSITOR

*Name of Depositor (Applicant) : _____

*Old/New NRIC : _____

*Passport/Armed Forces/
Police Personnel/Registration No : _____

*Correspondence
Address of Depositor : _____

*Telephone Number : _____

(All information given above must be as per information in the records of Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”)).

Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3,
Bangsar South, No.8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
Tel: +6(03) 2783 9299 Fax: +6(03) 2783 9222

To : **HSS Engineers Berhad (“Issuer”)**

I/We, the undersigned, being the holder of the below mentioned Warrants hereby irrevocably elect to exercise the Exercise Rights by debiting the quantity of Warrants from my/our Securities Account(s) and crediting the quantity of Exercised Shares specified below (as defined in the Deed Poll) into my/our Securities Account as specified in the table below.

I/We the undersigned:

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct.
- (b) hereby confirm and declare that the information indicated with an asterisk (*) is identical with the information in the records of Bursa Depository with regard to my/our account(s) with the Bursa Depository (**Securities Account(s)**) and further agree and confirm that in the event the information differs from the information in Bursa Depository’s records, the exercise of my/our rights may at your discretion be rejected;
- (c) hereby authorise you to instruct Bursa Depository to debit the quantity of Warrants specified below (**Exercised Warrants**) from my/our Securities Account(s);
- (d) hereby confirm that the Exercised Warrants are or have been designated as “free securities” in my/our Securities Account(s);
- (e) hereby irrevocably authorise you to instruct Bursa Depository to credit the quantity of Exercised Shares into my/our Securities Account(s) specified in the table below and in the notice of allotment to be despatched to me/us at my/our risk by ordinary risk to the correspondence address mentioned above;
- (f) hereby undertake after the submission of the Exercise Form to the Issuer, I/we shall not trade, transfer or charge the Exercised Warrants until the exercise is completed by the debiting of

the Exercise Warrants from my/our Securities Account(s) or the exercise is rejected by the Issuer, whichever is applicable;

- (g) hereby make payment in full for the Exercised Shares which includes payment of the Exercise Price of **RM1.70** only for each Exercised Shares and other fees including stamp duty (if any) and any other payments required under applicable law in Ringgit Malaysia by banker's draft or cashiers order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia amounting to RM [] in favour of **"HSSEB WARRANTS EXERCISE A/C"** and endorsed on the reverse side with my/our name(s), contact number and address(es);
- (h) hereby agree to accept the Exercised Shares allotted pursuant to my/our exercise of the Exercise Rights subject to the Constitution of the Issuer;
- (i) hereby declare that I/we have complied with all exchange control and other statutory requirements applicable to the exercise of the Exercise Rights; and
- (j) hereby undertake to fully indemnify and keep the Issuer indemnified against any claims, losses, damages, liabilities, costs and expenses (including legal cost) that may be suffered or incurred by the Issuer as a result of the Issuer acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertaking herein.

Source account for debiting Warrants	
Number of Warrants (Code:0185WA)	CDS Account No. (ADA & Branch Code/Account No.)
Targeted account for crediting of the Shares	
Number of Shares (Code:0185)	CDS Account Number (ADA & Branch Code/Account No.)

(please complete and/or delete as applicable)

Dated :

If Warrant Holder is an individual

Signature of Warrant Holder

If Warrant Holder is a corporation/society

The common seal of Warrant Holder)

Is hereto affixed in the presence of:-)

Director/Secretary

Name:

Note:-

1. Any Exercise Rights which have not been exercised by 5.00 p.m. on **15 March 2023** by the Warrant Holder will lapse and be null and void.
2. No script will be issued to the depositor as the result of any exercise of rights herein.
3. No depositor shall be allowed to instruct crediting of Exercised Shares into a Securities Account other than one of those from which the securities are to be debited.
4. In exercising the Exercise Rights represented by Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
5. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Constitution.
6. Terms and expressions used in this Exercise Form shall have the same meaning as defined in the Deed Poll constituting the issue of the Warrants.
7. Bursa Depository does not recognise joint account holders. For the avoidance of doubt, if no Securities Account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed to be invalid.
8. A processing fee of **RM20.00** for the debiting of Warrants from and the crediting of the Exercised Shares to the Securities Account of the exercising Warrant Holder is payable to the Registrar.