

**MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF THE COMPANY
CONDUCTED FULLY VIRTUAL VIDE ONLINE MEETING PLATFORM USING
REMOTE PARTICIPATION AND VOTING FACILITIES AT
HTTPS://TIIH.ONLINE. ON THURSDAY, 10 JUNE 2021 AT 10.00 A.M.**

Present:

Directors

Dato' Mohd Zakhir Siddiqy bin Sidek	<i>(Independent Non-Executive Chairman)</i>
Tan Sri Ir. Kunasingam A/L V.Sittampalam	<i>(Executive Vice Chairman and Acting Group Chief Executive Officer)</i>
Datuk Ir. Teo Chok Boo	<i>(Executive Director)</i>
Puan Ir. Sharifah Azlina Bt. Raja Kamal Pasmah	<i>(Executive Director)</i>
Mr Ir. Prem Kumar A/L M Vasudevan	<i>(Executive Director)</i>
Dato' Sri Ir. Hj. Ismail bin Md.Salleh	<i>(Independent Non-Executive Director)</i>
Ms Vanessa A/P Santhakumar	<i>(Non-Independent Non-Executive Director)</i>
Encik Ir. Syed Mohamed Adnan bin Mansor Alhabshi	<i>(Alternate Director to Datuk Ir. Teo Chok Boo)</i>

In Attendance

Ms Ng Kuan Yee – Group Chief Financial Officer
Ms Lan Yee Li – Representing the Company Secretary
Mr Lam Shuh Siang - External Auditor from KPMG PLT
Mr Vincent Chan Kim Hing - External Auditor from KPMG PLT

The list of shareholders, proxies and invitees who participated in the Sixth Annual General Meeting (“6th AGM”) are set out in the Attendance Sheets and shall form an integral part of these Minutes.

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 6th AGM. The Meeting noted that this AGM was conducted fully virtual vide online meeting platform using Remote Participation and Voting facilities at <https://tiih.online> which located in Malaysia and was in compliance with Section 327 of the Companies Act 2016 (“the Act”) and Guidance Note and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia dated 1 June 2021. All meeting participants including the Chairman of the meeting, board members, senior management and shareholders participated virtually in this AGM.

QUORUM

The Representative of the Company Secretary, Ms Lan Yee Li, 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 and the representative of the Company Secretary to the shareholders and proxies.

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 6th AGM.

As part of good governance, the Chairman informed that based on the report issued by the Poll Administrator of the Company, a total of 185 members, comprising shareholders, proxies and corporate representatives, that representing 706,391 ordinary shares or 0.14% of the total issued shares of the Company have registered for remote participation and voting (“RPV”) facilities to participate in this AGM.

The Chairman further informed that a total 49 proxy forms received from shareholders for a total of 365,965,494 ordinary shares representing 73.80% of the issued share capital of the Company. Out of those, there were 31 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 172,457,835 ordinary shares representing 34.78% of the issued share capital of the Company.

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 6th 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 6th AGM pursuant to Clause 74 of the Constitution of the Company.

Shareholders and proxies were informed that the questions posed by the shareholders and proxies before and during the AGM via the RPV facilities will be addressed after all the resolutions set out in the Notice of AGM had been tabled.

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 also 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 voting using the

RPV facilities and the hotline number for support were shared by Poll Administrator vide video presentation.

AS ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORTS THEREON

The Chairman informed the Meeting that the AFS for the financial year ended 31 December 2020 together with the Directors’ and Auditors’ Report were meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders.

It was recorded that the AFS for the financial year ended 31 December 2020 together with the Directors’ and the Auditors’ Reports thereon were properly laid and had been duly received.

At the invitation of the Chairman, Tan Sri Ir. Kunasingam A/L V.Sittampalam (“**Tan Sri Kuna**”), the Acting Group Chief Executive Officer and Ms Ng Kuan Yee, the Group Financial Officer of the Company gave a brief overview on the key highlight, financial highlights for the financial year ended 31 December 2020, operational highlights, tender book, future prospects, overall growth and future strategy.

After the presentation, it was recorded that the AFS of the Company for the financial year ended 31 December 2020 together with the Directors’ and Auditors’ Reports thereon had been duly received and adopted by the shareholders.

2. ADDITIONAL PAYMENT OF DIRECTORS’ FEES PAYABLE TO NON-INDEPENDENT NON-EXECUTIVE DIRECTORS

Ordinary Resolution 1 is to approve the additional payment of Director’s Fee amounting to RM40,626.00 payable to the Non-Independent Non-Executive Director from 21 August 2020 until the date of this AGM of the Company. The interested Director has abstained from voting on the resolution.

3. PAYMENT OF DIRECTORS’ FEES PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY

Ordinary Resolution 2 is to approve the Directors’ Fees payable to the Non-Executive Directors of the Company up to an amount of RM396,000.00 from this AGM until the next AGM of the Company. The interested Directors have abstained from voting on the resolution.

4. PAYMENT OF DIRECTORS' BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY

Ordinary Resolution 3 is 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 RM123,000.00 from this AGM until the next AGM of the Company. The interested Directors have abstained from voting on the resolution.

5. RE-ELECTION OF DATO' SRI IR. HJ. ISMAIL BIN MD.SALLEH

Ordinary Resolutions 4 is on the re-election of Dato' Sri Ir. Hj. Ismail bin Md.Salleh who retires as Director of the Company pursuant to Clause 93 of the Constitution of the Company and being eligible, has offered himself for re-election.

6. RE-ELECTION OF DATUK IR. TEO CHOK BOO

Ordinary Resolutions 5 is on the re-election of Datuk Ir. Teo Chok Boo who retires as Director of the Company pursuant to Clause 93 of the Constitution of the Company and being eligible, has offered himself for re-election.

7. RE-ELECTION OF VANESSA A/P SANTHAKUMAR

Ordinary Resolutions 6 is on the re-election of Ms Vanessa A/P Santhakumar who retires as Director of the Company pursuant to Clause 99 of the Constitution of the Company and being eligible, has offered herself for re-election.

8. RE-APPOINTMENT OF KPMG PLT AS EXTERNAL AUDITORS OF THE COMPANY

Ordinary Resolution 7 is on the re-appointment of KPMG PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

9. AUTHORITY TO ISSUE AND ALLOT SHARES

Ordinary Resolution 8 is under Special Business to seek 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.

10. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Special Resolution is required for the proposed amendments to the Constitution of the Company. The amendments were mainly made to provide greater clarity, enhance

administrative efficiency and ensure compliance with the relevant statutory and regulatory requirements so as to update in accordance with the latest development of governance.

QUESTIONS AND ANSWERS

The Company has received some questions from shareholders prior to and during the AGM via query box. The shareholders and proxies were informed that due to time constraints, the Board would summarise the questions that have covered earlier during the presentation and similar questions received would be moderated to avoid repetition. The salient issues raised were as follows:-

1. The first query from shareholder consisted of the following areas of concern and respective responses were set out as below:-

(a) Distribution of dividend

The Board has adopted a conservative approach whereby the distribution of dividend would only be determined and assessed after taking into account of the working capital of the Group for the on-going and future projects. It is also noted that the Group is currently in the expansion phase and most of the income is reinvested into the Group for expansion purposes in order to ensure sustainability earnings in the future. Tan Sri Kuna further provided assurance that the Board will align the Board's interest with the shareholders' interest in distributing dividends and appropriate announcements will be made as and when necessary.

(b) Expansion into overseas business

The strategic collaborations with leading Japanese consultants to participate in Japan International Cooperation Agency's funded projects that focus on the countries of Philippines, India and Indonesia are adequate at the near future given current Covid-19 pandemic situation and growth of the Group.

(c) Application of new technology/skill

The Group has been adopting cutting-edge technology in several on-going projects to improve the effectiveness and efficiency. In fact, the Group has global leading skill in building information modelling and has been deploying drones in the construction areas to improve accuracy and safety as well as to mitigate risks.

(d) Venture into renewable energy sector

It is a long-term strategy of the Group for venturing into renewable energy sector. However, due to the nature of high capital intensive for venturing into renewable energy sector, the Group will be prudent in making the investment and, in the meantime, the Group will actively search for strategic partners which matches the risk appetite of the Group.

2. To the next query on the cost spent for this virtual AGM, Tan Sri Kuna replied that the total cost spent for this virtual AGM was RM43,500.00.

In regard to the second part of the query on distribution of e-vouchers for attending virtual AGM, Tan Sri Kuna expressed his appreciation to shareholders who attended this AGM of the Company and he further elaborated that the Company had made extensive preparations for ensuring this virtual AGM successful, especially in pertinent matters of presenting resolutions, facilitating questions and answers as well as voting process. Tan Sri Kuna took note on the suggestion of shareholder and will consider distributing e-voucher if the circumstances allow in the future.

3. In relation to third query on the sustainability of the Group given the delay of mega-projects in Malaysia, Tan Sri Kuna responded that with the current amount of order book which stood at approximately RM600 million is suffice for the Group to sustain for the next three (3) to five (5) years without securing any new projects.
4. In response to fourth query on diversification of business, Tan Sri Kuna replied that the Group is in the midst of exploring opportunities in the digital & technology and 5G telecommunication sector and has embarked on a collaborative partnership alongside with global leading data centre specialists to pursue engineering and project management opportunities in Malaysia and South East Asia. The Group has also leveraging Project Management Consultancy experience to directly pursue opportunities with Digital Nasional Berhad to successfully implement its nationwide 5G roll-out. Tan Sri Kuna expressed his expectation to see fruition in the collaboration by end of this year.
5. To the fifth query on the performance and growth of the Group, Tan Sri Kuna responded that since 2018, the construction industry in Malaysia was not performing well. However, the Government of Malaysia is focusing to revive the construction sector by introducing several mega projects.

In spite of that, Tan Sri Kuna expressed his satisfaction towards 2021 prospects and optimistic towards the Group's performance as the Group won RM186 million project during the year. In addition, on the grounds that Pan Borneo project as well as other projects which are allowed to commence during the Full Movement Control Order, Tan Sri Kuna is optimistic that the Group would be able to accelerate revenue recognition in the coming quarters. The prospect of 2021 would be further enhanced with the tendering projects with total value of RM437 million and the plans of venturing into digital & technology sector and 5G telecommunications sector.

6. In response to the query on next three (3) years' prospect, Tan Sri Kuna replied that the prospects for the next three (3) years look promising considering that the amount of current order book stood at approximately RM600 million which can sustain the Group for the next three (3) to five (5) years.
7. To the last query on the performance of the Group as compared to OM Holdings Limited, Tan Sri Kuna responded that the Group is currently performing well in its areas of expertise. In terms of regional plans, the Group is making good headway despite the regional borders remain closed. The Group has strategically formed collaboration with leading Japanese consultants to participate projects in Philippines and India despite of rising nationalism in the countries. The Group through its Japanese partner, Oriental

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Consultants Global, commenced supervision services for North-South Commuter Railway Extension project in Philippines and working with another Japanese partner, Nippon-Koei on a potential collaboration for supervision services for Chennai Metro Phase 3 in India.

In addition, the Group is part of the “Expert Committee” with Indian Institute of Technology Mumbai in a lead role to develop a roadmap for the framework on the usage of precast concrete on structures by the National Highways Authority of India.

VOTING

After having addressed all the questions raised, the Chairman proceeded to inform the Meeting to proceed with voting and that the verification of the votes would take approximately 20 minutes. The Chairman placed on record that several shareholders have appointed him to be their proxy and will vote according to their instructions.

The Chairman informed that the outcome of the poll would be announced after a short break as it would take some time for the Scrutineers to tabulate the results of the poll. The AGM was then adjourned at 11.15 a.m. for the shareholders and proxies to cast their votes.

POLL RESULTS

The Chairman called the Meeting to order at 12.05 p.m. and the results are as follows:-

Ordinary Resolution 1	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Approval of the additional payment of Director’s Fee amounting to RM40,626.00 payable to the Non-Independent Non-Executive Director from 21 August 2020 until the date of this AGM of the Company.	374,540,373	99.9779	82,860	0.0221	Accepted

It was RESOLVED:-

That the additional payment of Director’s Fee amounting to RM40,626.00 payable to the Non-Independent Non-Executive Director from 21 August 2020 until the date of this AGM of the Company be and is hereby approved.

Ordinary Resolution 2	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Approval of the payment of Directors’ Fees payable to the Non-Executive Directors of the Company up to an amount of RM396,000.00 from this AGM until the next AGM of the Company.	373,968,503	99.9862	51,680	0.0138	Accepted

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It was RESOLVED:-

That the payment of Directors' Fees payable to the Non-Executive Directors of the Company up to an amount of RM396,000.00 from this AGM until the next AGM of the Company be and is hereby approved.

Ordinary Resolution 3	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
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 RM123,000.00 from this AGM until the next AGM of the Company.	207,340,848	96.2242	8,136,018	3.7758	Accepted

It was RESOLVED:-

That the payment of Directors' benefits (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries up to an amount of RM123,000.00 from this AGM until the next AGM of the Company be and is hereby approved.

Ordinary Resolution 4	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Re-election of Dato' Sri Ir. Hj. Ismail bin Md.Salleh as Director.	359,485,788	95.9641	15,118,745	4.0359	Accepted

It was RESOLVED:-

That Dato' Sri Ir. Hj. Ismail bin Md.Salleh who retired pursuant to Clause 93 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 5	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Re-election of Datuk Ir. Teo Chok Boo as Director.	364,385,641	97.2716	10,220,692	2.7284	Accepted

It was RESOLVED:-

That Datuk Ir. Teo Chok Boo who retired pursuant to Clause 93 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

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Ordinary Resolution 6	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Re-election of Vanessa A/P Santhakumar as Director.	372,403,688	99.4120	2,202,645	0.5880	Accepted

It was RESOLVED:-

That Vanessa A/P Santhakumar who retired pursuant to Clause 99 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 7	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Re-appointment of KPMG PLT as External Auditors of the Company.	366,581,791	97.8530	8,043,192	2.1470	Accepted

It was RESOLVED:-

That the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2021 be and is hereby approved at a fee to be determined by the Directors.

Ordinary Resolution 8	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares.	337,447,911	90.0762	37,177,072	9.9238	Accepted

It was RESOLVED:-

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.

Special Resolution	Votes in favour		Votes against		Results
	No. of shares	%	No. of shares	%	
Proposed amendments to the Constitution of the Company.	366,579,802	97.8530	8,043,281	2.1470	Accepted

It was RESOLVED:-

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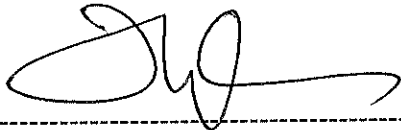
That the Proposed Amendments to the Constitution of the Company as set out in "Appendix A" of the Annual Report 2020 be and are hereby approved and adopted with immediate effect.

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 Amendments to the Constitution of the Company with full powers to assent to any conditions, modifications and/or amendments as may be required by any authorities.

CONCLUSION

The Chairman expressed his appreciation to shareholders, proxies and corporate representatives who have participated at this AGM. There being no other business to be transacted, the Chairman declared the AGM closed at 12.05 p.m.

SIGNED AS A CORRECT RECORD



CHAIRMAN