

**HSS ENGINEERS BERHAD**  
**(Company No. 1128564-U)**

**SUMMARY OF THE KEY MATTERS DISCUSSED AT THE FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE BALLROOM I, MAIN WING TROPICANA GOLF & COUNTRY RESORT, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON TUESDAY, 18 JUNE 2019 AT 10.30 A.M.**

**CHAIRMAN**

The Chairman, Dato' Mohd Zakhir Siddiqy bin Sidek called the Meeting to order at 10.30 a.m. and welcomed all members present to the Meeting.

The Chairman thereafter introduced the Board of Directors, Company Secretaries 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 in 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 166 proxy forms from shareholders for a total of 326,687,613 ordinary shares representing 65.88% of the share capital of the Company.

The Chairman also 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 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 AGM pursuant to Article 72 of the Articles of Association of the Company.

The Chairman further informed that the Company has appointed BDO Governance Advisory Sdn Bhd as independent scrutineers to facilitate the polling process and the polling process would be conducted after the deliberation of all items on the Agenda.

**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 2018, the Chairman invited questions from the floor and the following salient points were duly responded by the Chairman, Executive Vice Chairman, Group Chief Executive Officer and Group Chief Financial Officer:-

**HSS ENGINEERS BERHAD (Company No. 1128564-U)****- Summary of the key matters discussed at the 4<sup>th</sup> AGM held on 18 June 2019**

1. Rationale of writing off the goodwill in one (1) financial year instead of several financial years.
2. Opportunities for provision of consultancy services in India given the known challenges faced by foreign companies, including Malaysian companies.
3. Potential impact to the business (in particular consultancy services) should the Government of Malaysia proceeds with their plan to take over tolled highways.
4. Impact of termination/ suspension of mega projects on the Company's staff morale.
5. The expected timeline for the positive impact from the recent revival of major projects by the Government of Malaysia to be reflected in the revenue of the Company.
6. The margin contribution of water sector projects undertaken by SMHB Engineering Sdn Bhd.
7. The future plan on business expansion in Philippines and Indonesia.

**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 2018 together with the Reports of Directors and Auditors thereon.

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

Resolutions	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Ordinary Resolution 1 • Approval of the additional payment of Directors' Fees amounting to RM60,200.00	390,864,736	99.796	800,842	0.204	Carried
Ordinary Resolution 2 • Approval of the payment of Directors' Fees Payable to the Independent Non-Executive Directors of the Company up to an amount of RM429,000.00 from this AGM until the next AGM	372,097,936	94.588	21,289,992	5.412	Carried

**HSS ENGINEERS BERHAD (Company No. 1128564-U)****- Summary of the key matters discussed at the 4<sup>th</sup> AGM held on 18 June 2019**

Resolutions (cont'd)	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Ordinary Resolution 3 • 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 RM168,000.00 from this AGM until the next AGM	310,869,559	99.981	59,992	0.019	Carried
Ordinary Resolution 4 • Re-election of Dato' Ir. Nitchiananthan A/L Balasubramaniam as Director	393,385,727	99.998	8,351	0.002	Carried
Ordinary Resolution 5 • Re-election of Dato' Mohd Zakhir Siddiqy Bin Sidek as Director	393,391,077	99.999	3,001	0.001	Carried
Ordinary Resolution 6 • Re-election of Datuk Ir. Teo Chok Boo as Director	393,391,077	99.999	3,001	0.001	Carried
Ordinary Resolution 7 • Re-election of Dato' Sri Ir. Hj. Ismail Bin Md.Salleh as Director	393,391,077	99.999	3,001	0.001	Carried
Ordinary Resolution 8 • Re-election of Ir. Prem Kumar A/L M Vasudevan as Director	393,391,077	99.999	3,001	0.001	Carried
Ordinary Resolution 9 • Re-appointment of Messrs Azman, Wong, Salleh & Co as Auditors of the Company and authorises the Directors to fix their remuneration	393,344,477	99.987	49,601	0.013	Carried

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Resolutions (cont'd)	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Ordinary Resolution 10 <ul style="list-style-type: none"> <li>Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares</li> </ul>	372,871,227	94.783	20,522,851	5.217	Carried
Special Resolution <ul style="list-style-type: none"> <li>Proposed Adoption of New Constitution of the Company</li> </ul>	393,391,077	99.999	3,001	0.001	Carried

**CONCLUSION**

There being no other matters, the Meeting concluded at 12.25 p.m. with a vote of thanks to the Chair.