

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting (“7th AGM”) of HSS Engineers Berhad (the “Company” or “HEB”) will be conducted as a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via the online meeting platform of TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration no. with MYNIC: D1A282781) on Wednesday, 8 June 2022 at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
- To approve the payment of Directors’ Fees payable to the Non-Executive Directors of the Company up to an amount of RM396,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 1 (Please refer to Note 2 of the Explanatory Notes)**
- 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 RM126,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 2 (Please refer to Note 2 of the Explanatory Notes)**
- To re-elect the following Directors who are retiring pursuant to Clause 93 of the Constitution of the Company:
(i) Dato’ Mohd Zakhir Siddiqy Bin Sidek
(ii) Ir. Prem Kumar A/L M Vasudevan **Ordinary Resolution 3
Ordinary Resolution 4
(Please refer to Note 3 of the Explanatory Notes)**
- To re-elect Tai Keat Chai who is retiring pursuant to Clause 99 of the Constitution of the Company. **Ordinary Resolution 5
(Please refer to Note 3 of the Explanatory Notes)**
- To re-appoint KPMG PLT as External Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

To consider and, if thought fit, to pass the following resolutions:

- Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares** **Ordinary Resolution 7
(Please refer to Note 4 of the Explanatory Notes)**
“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.”
- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001203)

TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)

SULIANA BINTI ROSLI (MAICSA 7057610) (SSM PC No.: 202008000912)

Company Secretaries

Selangor Darul Ehsan

Date: 27 April 2022

NOTES:

- The 7th AGM will be conducted on a fully virtual basis via TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for the 7th AGM for the procedures to register, participate and vote remotely through the RPV facilities.

The Administrative Guide on the conduct of the fully virtual 7th AGM of the Company is available at the Company’s website at <https://www.hssgroup.com.my/>.

- The conduct of a fully virtual 7th AGM is in line with the revised Guidance Note and Frequently Asked Questions on the conduct of General Meetings for Listed Issuers issued by Securities Commission of Malaysia. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.
- A member of the Company entitled to participate and vote at the meeting is entitled to appoint a proxy or proxies to participate and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to participate and vote at the 7th AGM shall have the same rights as the member to participate at the 7th AGM.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”) as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy must be executed under its Common Seal or signed by an officer or attorney so authorised, if the appointor is a corporation.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s Share Registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan. Alternatively to be submitted electronically, via TIH Online at website <https://tjih.online>, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof, otherwise the instrument of proxy shall not be treated as valid. Please refer to the Administrative Guide for the 7th AGM for further information on electronic submission of proxy form via TIH Online.
- The members, proxies or corporate representatives may submit questions in relation to the resolutions to be tabled at the 7th AGM to the Board of Directors at <https://tjih.online> prior to the 7th AGM or to use the query box to transmit questions by typed texts via RPV facilities during live streaming of the 7th AGM.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 1 June 2022 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions at the 7th AGM of the Company shall be put to vote by way of poll.

EXPLANATORY NOTES

- To receive the Audited Financial Statements**
The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (“the Act”) for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.
- Ordinary Resolution 1 and Ordinary Resolution 2**
The Directors’ fees payable includes fees payable to Non-Executive Directors as members of Board and Board Committees from this AGM until the conclusion of the next AGM of the Company pursuant to the Act which shareholders’ approval will be sought at this 7th AGM in accordance with Section 230 of the Act.
The Directors’ benefits (excluding Directors’ Fees) payable to Directors comprises meeting allowance from this AGM until the conclusion of the next AGM of the Company pursuant to the Act which shareholders’ approval will be sought at this 7th AGM in accordance with Section 230 of the Act.
- Ordinary Resolution 3, 4 and 5 on Re-election of Directors**
The profiles of the Directors who are standing for re-election under item 4 and 5 of this Agenda are set out in the Board of Directors’

profile of the Annual Report 2021. Based on the recommendation of the Nomination and Remuneration Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:-

Ordinary Resolution 3 – Re-election of Dato’ Mohd Zakhir Siddiqy Bin Sidek

- Dato’ Mohd Zakhir Siddiqy Bin Sidek has been actively making independent assessment of the information, reports or statements to constructively challenge management’s proposals and contribute to the development of business strategy and direction of the Company.
- He has been managing the interface between the Board and the Management by encouraging active participation and allowing dissenting views to be freely expressed during board meetings.
- He has exercised his due care and carried out his professional duties proficiently and independently during his tenure as Independent Non-Executive Chairman of the Company.

Ordinary Resolution 4 – Re-election of Ir. Prem Kumar A/L M Vasudevan

- Ir. Prem Kumar A/L M Vasudevan has been actively involved in the mechanical & electrical engineering design, construction and supervision and project management for more than 37 years. He is familiar with the Company’s business operations and able to provide valuable input to steer the Company forward.
- He has exercised his due care and carried out his professional duties proficiently during his tenure as Executive Director of the Company.

Ordinary Resolution 5 – Re-election of Tai Keat Chai

- Tai Keat Chai has brought impartiality and scrutiny to Board’s deliberations and decision-making and also serve to stimulate and constructively challenge the Management in an objective manner by asking probing questions.
- He has exercised his due care and carried out his professional duties proficiently and independently during his tenure as Independent Non-Executive Director of the Company.

4. Ordinary Resolution 7 on the Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares

The Ordinary Resolution 7 proposed under item 7 of the Agenda seeks the 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.

This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

The Company did not allot and issue any shares pursuant to the general mandate granted by the shareholders at the previous AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

ADMINISTRATIVE GUIDE FOR THE SEVENTH ANNUAL GENERAL MEETING (7TH AGM) OF HSS ENGINEERS BERHAD

Date : Wednesday, 8 June 2022
Time : 10.00 a.m.
Online Meeting : <https://tiih.online> or <https://tiih.com.my> (Domain Registration No. with MYNIC – D1A282781)
Platform

(i) MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the 7th AGM will be conducted fully virtual through **live streaming from the online meeting platform** and online remote voting via the Remote Participation and Voting Facilities (“**RPV**”) via TIIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd via its website at <https://tiih.online> or <https://tiih.com.my> (Domain Registration No. with MYNIC – D1A282781).

(ii) RPV

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the 7th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) via its TIIH Online website at <https://tiih.online>. Please refer to item (iii) below for the Procedure for RPV.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to participate at this 7th AGM via RPV must request his/her proxy(ies) or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to item (iii) below for the Procedure for RPV.

As the 7th AGM is a fully virtual AGM, shareholders who are unable to participate in this 7th AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

(iii) PROCEDURES FOR RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 7th AGM using the RPV facilities:

Before the 7th AGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none">Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance.Registration as a user will be approved within one (1) working day and you will be notified via e-mail.If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.

ADMINISTRATIVE GUIDE FOR THE SEVENTH ANNUAL GENERAL MEETING (7TH AGM) OF HSS ENGINEERS BERHAD

Before the 7th AGM Day

Procedure	Action
ii. Submit your request to attend 7 th AGM remotely	<ul style="list-style-type: none"> • Registration is open from Wednesday, 27 April 2022 until the day of 7th AGM on Wednesday, 8 June 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 7th AGM to ascertain their eligibility to participate the 7th AGM using the RPV. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) HSS ENGINEERS BERHAD 7th AGM • Read and agree to the Terms & Conditions and confirm the Declaration. • Select “Register for Remote Participation and Voting”. • Review your registration and proceed to register. • System will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the Record of Depositors as at 1 June 2022, the system will send you an e-mail after 6 June 2022 to approve or reject your registration for remote participation. <i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i>

On the 7th AGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the 7th AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of meeting at 10.00 a.m. on Wednesday, 8 June 2022.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: (Live Stream Meeting) HSS ENGINEERS BERHAD 7th AGM to engage in the proceedings of the HSSEB 7th AGM remotely. <p>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 7th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</p>
iii. Online remote voting	<ul style="list-style-type: none"> • Voting session commences from 10.00 a.m. on Wednesday, 8 June 2022 until a time when the Chairman announces the end of the session. • Select the corporate event: (Remote Voting) HSS ENGINEERS BERHAD 7th AGM or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the conclusion of the 7th AGM, the Live Streaming will end.

Note to users of the RPV facilities:

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

ADMINISTRATIVE GUIDE FOR THE SEVENTH ANNUAL GENERAL MEETING (7TH AGM) OF HSS ENGINEERS BERHAD

(iv) APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the 7th AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor not later than **Monday, 6 June 2022 at 10.00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at 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, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the item (v) below for the Procedure for Electronic Submission of Proxy Form.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at 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, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not later than **Monday, 6 June 2022 at 10.00 a.m.** to participate via RPV in the 7th AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Share Registrar of the Company at 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, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not later than **Monday, 6 June 2022 at 10.00 a.m.** to participate via RPV in the 7th AGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

ADMINISTRATIVE GUIDE FOR THE SEVENTH ANNUAL GENERAL MEETING (7TH AGM) OF HSS ENGINEERS BERHAD

(v) PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of form of proxy	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: “HSS ENGINEERS BERHAD 7th AGM - Submission of Proxy Form”. • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. • Review and confirm your proxy(ies) appointment. • Print the form of proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate exercise name: “HSS ENGINEERS BERHAD 7th AGM - Submission of Proxy Form”. • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate exercise name: “HSS ENGINEERS BERHAD 7th AGM - Submission of Proxy Form”. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

(vi) POLL VOTING

The voting at the 7th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from 8 June 2022, 10.00 a.m. but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (iii) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the 7th AGM, the Independent Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

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(vii) PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 7th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically not later than **Monday, 6 June 2022 at 10.00 a.m.** The Board will endeavor to answer the questions received at the 7th AGM.

(viii) DOOR GIFT/FOOD VOUCHER

There will be no door gifts or food vouchers for attending the 7th AGM.

(ix) NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 7th AGM.

(x) ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar at following during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com