

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of HSS Engineers Berhad will be held at The Summit 1, Level M1, Connexion Conference & Event Centre at The Vertical, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Thursday, 27 April 2017 at 10.00 a.m.

## AGENDA

### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 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 for the financial year ended 31 December 2016. **Ordinary Resolution 1**
- To approve the payment of Directors' Fees and Benefits Payable for the Company and its subsidiaries for the period from 1 January 2017 until the following Annual General Meeting of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors retiring pursuant to Article 88 of the Articles of Association of the Company:
  - Dato' Ir. Khairudin Bin Sidek **Ordinary Resolution 3**
  - Foo Lee Khean **Ordinary Resolution 4**
- To re-appoint Messrs Azman, Wong, Salleh & Co as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**
- To approve the declaration of a single tier final dividend of 0.63 sen per ordinary share in respect of the financial year ended 31 December 2016. **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**  
 "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 issued and paid-up share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."
- Proposed Shareholders' Ratification and Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Ordinary Resolution 8**  
 "THAT approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars which are set out in Section 2.5 and with the specified classes of related parties as specified in Section 2.4 of the Circular to Shareholders dated 5 April 2017, provided that:
  - such arrangements and/or transactions are necessary for the Group's day-to-day operations;
  - such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
  - such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
  - the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
    - the related transacting parties and their respective relationship with the Company; and
    - the nature of the recurrent transactions.
 THAT such authority shall continue to be in force until:
  - the conclusion of the next Annual General Meeting ("AGM"), unless the authority is renewed by a resolution passed at the next AGM; or
  - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
  - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.
 AND THAT all Recurrent Related Party Transactions entered into by its subsidiary(ies) from 10 August 2016, being the date of listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.5 be and are hereby approved, confirmed and ratified;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- Proposed Amendments to the Articles of Association of the Company to facilitate the proposed transfer listing of and quotation for the entire issued and paid-up share capital of the Company from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad ("Proposed Transfer") ("Proposed Amendments")** **Special Resolution**  
 "THAT the proposed amendments to the Articles of Association of the Company to facilitate the Proposed Transfer as set out in the Appendix A of the Notice of Annual General Meeting be and is hereby approved. AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments.
- To transact any other business for which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a single tier final dividend of 0.63 sen per ordinary share for the financial year ended 31 December 2016, if approved at the Second Annual General Meeting, will be paid on Wednesday, 31 May 2017 to Depositors whose names appear in the Record of Depositors on Friday, 5 May 2017.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on Friday, 5 May 2017 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

### BY ORDER OF THE BOARD

**TAI YIT CHAN** (MAICA5 7009143)

**TAN AI NING** (MAICA5 7015852)

**NG KUAN YEE** (MIA 17693)

Company Secretaries

Selangor Darul Ehsan

Date: 5 April 2017

### NOTES:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend 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 but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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 shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
- 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, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 April 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his behalf.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

- To receive the Audited Financial Statements**  
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- 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 Companies Act 2016. 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 issued

share capital 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.

- Ordinary Resolution 8 on Proposed Shareholders' Ratification and Proposed Renewal of Shareholders' Mandate for HSS Engineers Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**  
For further information on Ordinary Resolution 8, please refer to the Circular to Shareholders dated 5 April 2017 accompanying the Annual Report of the Company for the financial year ended 31 December 2016.

- Special Resolution on Proposed Amendments to the Articles of Association of the Company to facilitate the Proposed Transfer**  
The Special Resolution, if passed, will facilitate the proposed transfer listing from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad, the Securities Commission Malaysia and other relevant government and/or regulatory authorities

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote 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.

### Appendix A

#### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association of the Company are proposed to be amended in the following manner:-

Article No.	Existing Articles	Amended Articles
To amend Article No. 2	<p><b>Words</b> Articles</p> <p><b>Meanings</b> The Articles of Association as originally framed or as altered from time to time by special resolution subject to the Act and the written approval of the Exchange.</p>	<p><b>Words</b> Articles</p> <p><b>Meanings</b> The Articles of Association as originally framed or as altered from time to time by special resolution subject to the Act and the approval by shareholders and/or Exchange.</p> <p><b>The Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under the Articles pertaining to the amendments to the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted therein whereupon the Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.</b></p>
	<p><b>Listing Requirements</b> The Listing Requirements of the Exchange for the ACE Market for the time being, including any amendments thereto that may be made from time to time.</p>	<p><b>Listing Requirements</b> The Listing Requirements of the Exchange for the ACE Market or Main Market for the time being, including any amendments thereto that may be made from time to time.</p>