



Malaysia's Engineering DNA
HSS ENGINEERS BERHAD (1128564-U)

ENGINEERS

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**MINUTES OF THE EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY
CONDUCTED FULLY VIRTUALLY VIDE ONLINE MEETING PLATFORM
USING REMOTE PARTICIPATION AND VOTING FACILITIES AT
HTTPS://TIIH.ONLINE. ON THURSDAY, 8 JUNE 2023 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>(Senior Independent Non-Executive Director)</i> |
| Mr Tai Keat Chai | <i>(Independent Non-Executive Director)</i> |
| Ms Vanessa A/P Santhakumar | <i>(Non-Independent Non-Executive Director)</i> |

In Attendance

| | |
|----------------|----------------------------|
| Ms Tan Ai Ning | <i>(Company Secretary)</i> |
|----------------|----------------------------|

By invitation

| | |
|-----------------------------------|--|
| Mr Austin Wang Thee Kit | <i>(Senior Finance Manager)</i> |
| Mr Anandanayagam A/L Sharvanandan | <i>(General Manager, Corporate Communications)</i> |
| Ms Roobini Stephanie Sittampalam | <i>(Senior Legal Manager)</i> |
| Mr Lam Shuh Siang | <i>(Representative from KPMG PLT, the External Auditors)</i> |

The lists of shareholders, proxies and invitees who participated in the Eighth Annual General Meeting ("8th 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 8th AGM. The Meeting noted that this AGM was conducted fully virtually vide online meeting platform using Remote Participation and Voting facilities at <https://tiih.online> which is located in Malaysia and was in compliance with Section 327 of the Companies Act 2016 ("the Act") and

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the provisions of the Constitution of the Company. All meeting participants including the Chairman of the meeting, board members, senior management and shareholders participated virtually in this AGM.

QUORUM

The Company Secretary, Ms Tan Ai Ning, 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, the Senior Finance Manager and 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 8th AGM.

As part of good governance, the Chairman informed that based on the report issued by the Share Registrar, a total of 187 members, comprising shareholders, proxies and corporate representatives, representing 100,511,849 ordinary shares or 20.3% 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 44 proxy forms were received from shareholders for a total of 356,053,944 ordinary shares representing 71.8% of the issued share capital of the Company. Out of those, there were 32 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and their 242,044,639 ordinary shares represented 48.8% 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 8th 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 8th 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 (“**Poll Administrator**”) and Asia Securities Sdn Bhd as the Scrutineer to verify the poll results. The results of the poll voting

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will be announced after the Scrutineer has 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 the Poll Administrator vide video presentation.

AS ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORTS THEREON

The Chairman informed the Meeting that the AFS for the financial year ended 31 December 2022 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 formal approval of the shareholders.

It was recorded that the AFS for the financial year ended 31 December 2022 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 Mr Austin Wang Thee Kit, the Senior Finance Manager of the Company gave a brief overview on the key financial highlights for the financial year ended 31 December 2022, 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 2022 together with the Directors’ and Auditors’ Reports thereon had been duly received and adopted by the shareholders.

2. DECLARATION OF A FINAL SINGLE TIER DIVIDEND OF 0.92 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Ordinary Resolution 1 is to approve the final single tier dividend of 0.92 sen per ordinary share in respect of the financial year ended 31 December 2022. The Board having considered all aspects and after inquiry into the affairs and solvency test of the Company has formed an opinion that:-

- The Company is solvent as at the date of the declaration;
- The distribution of the final dividend would not result in the Company being insolvent; and

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- The Company will remain solvent immediately after the date of distribution of dividend and able to pay its debts as and when they become due within 12 months immediately after the distribution of dividend is made.

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 RM126,000.00 from this AGM until the next AGM of the Company. The interested Directors have abstained from voting on the resolution.

5. RE-ELECTION OF TAN SRI IR. KUNASINGAM A/L V.SITTAMPALAM

Ordinary Resolution 4 is on the re-election of Tan Sri Ir. Kunasingam A/L V.Sittampalam 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 IR. SHARIFAH AZLINA BT RAJA KAMAL PASMAH

Ordinary Resolution 5 is on the re-election of Ir. Sharifah Azlina Bt Raja Kamal Pasmah who retires as Director of the Company pursuant to Clause 93 of the Constitution of the Company and being eligible, has offered herself for re-election.

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

Ordinary Resolution 6 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.

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 2023 and to authorise the Directors to fix their remuneration.

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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 the purpose of funding the working capital or strategic development of the Group.

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 been covered earlier during the presentation while similar questions would be moderated to avoid repetition. The salient issues raised were as follows:-

1. To the first query on an increase of dividend distribution to approximately 0.10 sen to 0.15 sen per ordinary share. Tan Sri Kuna responded that the Board had adopted a dividend policy to distribute a target of 30% of net profit to shareholders and will endeavour to distribute higher dividends in accordance with the same.
2. In response to the next query on distribution of e-vouchers to virtual attendees of the 8th AGM, Tan Sri Kuna thanked the shareholder for the suggestion, but expressed the Company's preference to reward shareholders in the form of dividends and capital appreciation. In relation thereto, the Company had proposed a final single tier dividend of 0.92 sen per ordinary share for the financial year ended 31 December 2022 as an appreciation to shareholders for their continuous support to the Company.
3. To the third query on conducting future general meeting(s) physically, Tan Sri Kuna expressed that the Company will consider and endeavour to hold a physical general meeting in the upcoming year.
4. To the fourth query on the costs spent for this virtual AGM, Tan Sri Kuna replied that the total cost spent was approximately RM40,000.00 to RM 45,000.00.
5. The last query raised concerned the decline in share prices. Tan Sri Kuna explained that share prices are influenced by factors beyond the Company's control. Nevertheless, the Company has been actively focused on strengthening its expertise and delivery capabilities to improve its financial performance, consequently providing a basis for capital appreciation. It was further explained that the Company has recovered from the economic recession caused by COVID-19 restrictions with a steady earnings rise in the financial year ended 31 December 2022 attributed to significant project wins. Additionally, the Company's current order book is at a record high and there are expectations for future enhancement in the future. Tan Sri Kuna expressed optimism that the Company would benefit from the Government's support in implementing key

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infrastructure projects and emphasized the Company's strategy to target opportunities in high-growth and essential sectors, particularly the digital, technology and telecommunications sectors.

VOTING

After having addressed all the questions raised, the Chairman informed that the Meeting will 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 as proxy and he 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 adjourned at 11.01 a.m. for the shareholders and proxies to cast their votes.

POLL RESULTS

The Chairman called the Meeting to order at 11.19 a.m. and the results are as follows:-

| Ordinary Resolution 1 | Votes in favour | | Votes against | | Results |
|---|-----------------|---------|---------------|--------|----------|
| | No. of shares | % | No. of shares | % | |
| Declaration of a final single tier dividend of 0.92 sen per ordinary share for the financial year ended 31 December 2022. | 357,055,216 | 99.9994 | 2,003 | 0.0006 | Accepted |

It was RESOLVED:-

That the declaration of a final single tier dividend of 0.92 sen per ordinary share for the financial year ended 31 December 2022 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. | 354,709,085 | 99.9928 | 25,634 | 0.0072 | Accepted |

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.

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| 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 RM126,000.00 from this AGM until the next AGM of the Company. | 174,977,480 | 99.9863 | 23,975 | 0.0137 | 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 RM126,000.00 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 Tan Sri Ir. Kunasingam A/L V.Sittampalam as Director. | 357,052,495 | 99.9987 | 4,624 | 0.0013 | Accepted |

It was RESOLVED:-

That Tan Sri Ir. Kunasingam A/L V.Sittampalam 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 Ir. Sharifah Azlina Bt Raja Kamal Pasmah as Director. | 357,053,995 | 99.9991 | 3,124 | 0.0009 | Accepted |

It was RESOLVED:-

That Ir. Sharifah Azlina Bt Raja Kamal Pasmah 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 6 | Votes in favour | | Votes against | | Results |
|--|------------------------|----------|----------------------|----------|----------------|
| | No. of shares | % | No. of shares | % | |
| Re-election of Datuk Ir. Teo Chok Boo as Director. | 357,054,095 | 99.9992 | 3,024 | 0.0008 | Accepted |

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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.

| 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. | 356,332,203 | 99.7969 | 725,016 | 0.2031 | Accepted |

It was RESOLVED:-

That the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2022 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. | 340,559,771 | 95.3796 | 16,497,448 | 4.6204 | 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.

That in connection with the above, pursuant to Section 85 and Clause 8 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

And that the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

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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 11.20 a.m.

SIGNED AS A CORRECT RECORD

A handwritten signature in black ink, consisting of a large, stylized 'O' followed by a series of loops and a long horizontal stroke extending to the right.

CHAIRMAN