



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

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**MINUTES OF THE TENTH ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT BANYAN ROOM, GROUND FLOOR, SIME DARBY CONVENTION
CENTRE (SDCC), 1A, JALAN BUKIT KIARA 1, BUKIT KIARA, 60000 KUALA
LUMPUR ON THURSDAY, 11 JUNE 2025 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>
Mr Tai Keat Chai	<i>(Independent Non-Executive Director)</i>

Absent with Apologies

Dato' Sri Ir. Hj. Ismail Bin Md.Salleh	<i>(Senior 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>
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By invitation

Mr Austin Wang Thee Kit	<i>(General Manager, Finance)</i>
Mr Anandanayagam A/L Sharvanandan	<i>(Group General Manager)</i>
Ms Roobini Stephanie Sittampalam	<i>(General Manager, Legal)</i>
Ms Choe Siau Yen	<i>(Finance Manager / Company Secretary)</i>
Mr Terence	<i>(Representative from Aquilas Advisory (M) Sdn Bhd)</i>
Mr Lam Shuh Siang	<i>(Representative from KPMG PLT, the External Auditors)</i>
Mr Ng Chee Kiat	<i>(Representative from KPMG PLT, the External Auditors)</i>

The lists of shareholders, proxies and invitees who participated in the Tenth Annual General Meeting ("10th AGM") are set out in the Attendance Sheets and shall form an integral part of these Minutes.

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CHAIRMAN

Dato' Mohd Zakhir Siddiqy Bin Sidek ("**Dato' Zakhir**"), the Chairman of the Board of Directors presided as Chairman of the Meeting and welcomed all members, proxies and invitees to the 10th 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 the Board, the General Manager, Finance 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 10th AGM.

The Chairman informed that 101 proxy forms were received from shareholders for a total of 354,657,241 ordinary shares representing 69.75% of the issued share capital of the Company. Out of those, there were 45 shareholders who had appointed the Chairman of the Meeting as proxy to vote on their behalf and their 167,715,352 ordinary shares represented 32.98% 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 10th 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 10th AGM pursuant to Clause 74 of the Constitution of the Company.

Shareholders and proxies were informed that the Questions and Answers Session will be held after all resolutions set out in the Notice of the 10th 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 process and Scrutineer Solutions Sdn Bhd as the Scrutineer to verify the poll results. The polling process would be conducted after the deliberation of all items in the Agenda.

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AS ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORTS THEREON

The Chairman informed the Meeting that the AFS for the financial year ended 31 December 2024 together with the Directors’ and Auditors’ Reports were meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (“the Act”) does not require formal approval of the shareholders.

At the invitation of the Chairman, Tan Sri Ir. Kunasingam A/L V.Sittampalam (“**Tan Sri Kuna**”), the Executive Vice Chairman and the Acting Group Chief Executive Officer, and Mr Austin Wang Thee Kit, the General Manager, Finance of the Company gave a brief overview on the key financial highlights for the financial year ended 31 December 2024, operational highlights, financial dashboards, future prospects, sustainability growth.

There were no questions after the presentation, and it was recorded that the AFS of the Company for the financial year ended 31 December 2024 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 1.46 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Ordinary Resolution 1 was to approve the final single tier dividend of 1.46 sen per ordinary share in respect of the financial year ended 31 December 2024. The Board having considered all aspects and after inquiry into the affairs and solvency test of the Company had formed an opinion that:-

- The Company was solvent as at the date of the declaration;
- The distribution of the final dividend would not result in the Company being insolvent; and
- The Company will remain solvent immediately after the date of distribution of dividend and is 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 was to approve the Directors’ Fees payable to the Non-Executive Directors of the Company up to an amount of RM475,200.00 from this Annual General Meeting (“AGM”) until the next AGM of the Company. The interested Directors had abstained from voting on the resolution.

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4. PAYMENT OF DIRECTORS' BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES

Ordinary Resolution 3 was 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 had abstained from voting on the resolution.

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

Ordinary Resolution 4 was on the re-election of Tan Sri Ir. Kunasingam A/L V.Sittampalam who retired as Director of the Company pursuant to Clause 93 of the Constitution of the Company and being eligible, had offered himself for re-election.

6. RE-ELECTION OF MR. IR. PREM KUMAR A/L M VASUDEVAN

Ordinary Resolution 5 was on the re-election of Mr. Ir. Prem Kumar A/L M Vasudevan who retired as Director of the Company pursuant to Clause 93 of the Constitution of the Company and being eligible, had offered himself for re-election.

7. RE-ELECTION OF MR. TAI KEAT CHAI

Ordinary Resolution 6 was on the re-election of Mr. Tai Keat Chai who retired as Director of the Company pursuant to Clause 93 of the Constitution of the Company and being eligible, had offered himself for re-election.

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

Ordinary Resolution 7 was on the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS**9. AUTHORITY TO ISSUE AND ALLOT SHARES**

Ordinary Resolution 8 was under Special Business to seek shareholders' approval of a general mandate for issuance of shares by the Company under Sections 75 and 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 Company's Group.

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*- Minutes of the Tenth Annual General Meeting held on 11 June 2025***VOTING**

The Chairman informed that the registration of shareholders and proxies for the Meeting would be closed to ensure proper conduct of the poll.

The Poll Administrator briefed the floor on the polling procedures and directed the shareholders and proxies to cast their votes. The Chairman placed on record that several shareholders had appointed him as proxy and he would vote according to their instructions.

The Chairman informed that the counting and verification of the votes by Poll Administrator and Scrutineer respectively, would take approximately 20 minutes. The AGM was then adjourned at 11.02 am.

POLL RESULTS

The Chairman called the Meeting to order at 11.14 a.m. and the results were 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 1.46 sen per ordinary share for the financial year ended 31 December 2024.	355,882,848	100.0000	0	0.0000	Accepted

It was RESOLVED:-

THAT the declaration of a final single tier dividend of 1.46 sen per ordinary share for the financial year ended 31 December 2024 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 RM475,200.00 from this AGM until the next AGM of the Company.	354,187,798	100.0000	0	0.0000	Accepted

It was RESOLVED:-

THAT the payment of Directors' Fees payable to the Non-Executive Directors of the Company up to an amount of RM475,200.00 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.	188,643,034	100.0000	0	0.0000	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.	261,674,216	100.0000	0	0.0000	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 Mr. Ir. Prem Kumar A/L M Vasudevan as Director.	328,862,801	94.3703	19,618,600	5.6297	Accepted

It was RESOLVED:-

THAT Mr. Ir. Prem Kumar A/L M Vasudevan 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 Mr. Tai Keat Chai as Director.	355,882,848	100.0000	0	0.0000	Accepted

It was RESOLVED:-

THAT Mr. Tai Keat Chai 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.	355,882,848	100.0000	0	0.0000	Accepted

It was RESOLVED:-

THAT the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2025 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 Sections 75 and 76 of the Act for the Directors to allot and issue shares.	315,100,548	88.5405	40,782,300	11.4595	Accepted

It was RESOLVED:-

THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company (“**New Shares**”) from time to time, at such price, to such persons 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 such New Shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory authorities being obtained for such allotment and issuance (“**Proposed General Mandate**”).

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THAT such approval on the Proposed General Mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company held after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also authorised and empowered to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities and to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

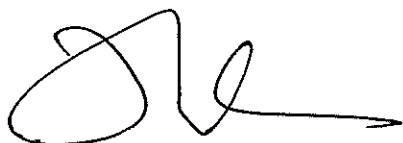
THAT in connection with the above, pursuant to Section 85 of the Act read together with Clause 8 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights to be offered New Shares in proportion of their holdings ranking equally to the existing issued shares in the Company at such price and at such terms to be offered arising from any issuance of New Shares of the Company pursuant to Sections 75 and 76 of the Act.

AND THAT the New Shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing issued 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 may be declared, made or paid before the date of allotment of such New Shares.

CONCLUSION

The Chairman expressed his appreciation to shareholders, proxies and corporate representatives who had participated at this AGM. There being no other business to be transacted, the Chairman declared the AGM closed at 11.50 a.m.

SIGNED AS A CORRECT RECORD



CHAIRMAN