

NOTICE OF THE TENTH ANNUAL GENERAL MEETING (10TH AGM)

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting (“**10th AGM**”) of HSS Engineers Berhad (“**the Company**”) will be held at Banyan Room, Ground Floor, Sime Darby Convention Centre (SDCC), 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Wednesday, 11 June 2025 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice:

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. | <i>(Please refer to Explanatory Note 1)</i> |
| 2. To declare a final single tier dividend of 1.46 sen per ordinary share for the financial year ended 31 December 2024. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors’ Fees payable to the Non-Executive Directors of the Company up to an amount of RM475,200.00 from this Annual General Meeting until the next Annual General Meeting of the Company. | Ordinary Resolution 2
<i>(Please refer to Explanatory Note 2)</i> |
| 4. 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 3
<i>(Please refer to Explanatory Note 2)</i> |
| 5. To re-elect the following Directors who are retiring pursuant to Clause 93 of the Constitution of the Company:-

(i) Tan Sri Ir. Kunasingam A/L V.Sittampalam
(ii) Mr. Ir. Prem Kumar A/L M Vasudevan
(iii) Mr. Tai Keat Chai | Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6
<i>(Please refer to Explanatory Note 3)</i> |
| 6. To re-appoint KPMG PLT as External Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

As Special Business

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

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| 7. Authority to Allot and Issue Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“ 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 ”).

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

(a) the conclusion of the next Annual General Meeting (“ 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. | Ordinary Resolution 8
<i>(Please refer to Explanatory Note 4)</i> |
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NOTICE OF THE TENTH ANNUAL GENERAL MEETING (10TH AGM)

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 Malaysia Securities Berhad ("**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 which may be declared, made or paid before the date of allotment of such New Shares."

8. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 10th AGM of the Company, a final single tier dividend of 1.46 sen per ordinary share in respect of the financial year ended 31 December 2024 will be paid on 18 July 2025 to depositors whose name appear in the Record of Depositors on 20 June 2025.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- a) Shares transferred to the Depositor's securities account before 4.30 p.m. on 20 June 2025 in respect of transfers.
- b) 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 (MAICSA 7009143) (SSM PC No. 202008001023)
TAN AI NING (MAICSA 7015852) (SSM PC No. 202008000067)
Company Secretaries

Selangor Darul Ehsan
Date: 30 April 2025

NOTICE OF THE TENTH ANNUAL GENERAL MEETING (10TH AGM)

NOTES:

1. A member of the Company entitled to attend 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.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at the 10th AGM shall have the same rights as the member to participate at the 10th AGM.
3. 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.
4. 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.
5. 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 drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur. Alternatively, to be submitted electronically via TIIH Online website at <https://tiih.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 10th AGM for further information on electronic submission of proxy form via TIIH Online.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 May 2025 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
7. Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 10th AGM of the Company shall be put to vote by way of poll. Poll administrator and independent scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.

EXPLANATORY NOTES

1. Agenda Item 1 – To receive the Audited Financial Statements for the financial year ended 31 December 2024

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 item 1 as it does not require shareholders’ approval. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolutions 2 and 3 – Payment of Directors’ Fees and Benefits

The Directors’ Fees payable includes fees payable to Non-Executive Directors as member of the Board and Board Committees from this Annual General Meeting (“AGM”) until the conclusion of the next AGM of the Company pursuant to the Act which shareholders’ approval will be sought at this 10th 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 10th AGM in accordance with Section 230 of the Act.

In determining the estimated total amount of Directors’ Fees and benefits payable to the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees, general meeting(s) and provisional sum as a contingency for future appointment of Director(s) to the Board.

Payment of Directors’ Fees and any benefits payable will be made by the Company on a monthly basis or as and when incurred. The Board is of view that it is just and equitable for the Directors’ Fees to be paid on monthly basis or as and when incurred, after the Directors have discharged their responsibilities and rendered their services to the Company.

NOTICE OF THE TENTH ANNUAL GENERAL MEETING (10TH AGM)

3. Ordinary Resolutions 4, 5 and 6 – Re-election of Directors

Clause 93 of the Constitution states that at every AGM, one-third of the Directors for the time being, or the number nearest to one-third, shall retire from office. The said clause also states that all Directors shall retire from office at least once in every three (3) years and all Directors who retire from office shall be eligible for re-election.

Tan Sri Ir. Kunasingam A/L V.Sittampalam, Mr. Ir. Prem Kumar A/L M Vasudevan and Mr. Tai Keat Chai, being eligible, have offered themselves for re-election at this 10th AGM pursuant to Clause 93 of the Constitution. Their profiles are set out on pages 25, 28 and 31 of the Annual Report 2024.

The Board, via the Nomination and Remuneration Committee (“NRC”) of the Company, was satisfied with the performance, contribution as well as the fitness and properness of each retiring Directors, and have recommended to the shareholders the proposed re-election of each retiring Directors at the 10th AGM under Ordinary Resolutions 4, 5 and 6 based on the following justifications:-

Ordinary Resolution 4 – Re-election of Tan Sri Ir. Kunasingam A/L V.Sittampalam

- a. **Tan Sri Ir. Kunasingam A/L V.Sittampalam** is the co-founder of the Company and he has accumulated over 45 years of experience within the engineering and project management services market and contributed to the development of business strategies and direction of the Group. He also probed Management of the Company to take into consideration the varying opportunities and risks whilst developing strategic plans.
- b. He has exercised due care and carried out his professional duties proficiently during his tenure as Executive Vice Chairman and Acting Group Chief Executive Officer of the Company.

Ordinary Resolution 5 – Re-election of Mr. Ir. Prem Kumar A/L M Vasudevan

- a. **Mr. 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 40 years. He is familiar with the Company's business operations and able to provide valuable input to steer the Company forward.
- b. He has exercised his due care and carried out his professional duties proficiently during his tenure as an Executive Director of the Company.

Ordinary Resolution 6 – Re-election of Mr. Tai Keat Chai

- a. **Mr. 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.
- b. 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.

The retiring Directors have consented to their re-election and abstained from deliberations and voting in relation to their re-election at the NRC Meeting and/or Board Meeting.

4. Ordinary Resolution 8 – Authority to Allot and Issue Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 8 proposed under item 7 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act and empowering the Directors of the Company to issue and allot shares in the Company from time to time, provided that the aggregate number of such 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 (“**Proposed General Mandate**”).

The Proposed General Mandate, if passed, will provide flexibility to the Company and empower the Directors to allot and issue new shares speedily in the Company for purpose of funding working capital or strategic development of the Group. This would also eliminate any delay arising from and cost involved in convening a general meeting to obtain approval from the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

NOTICE OF THE TENTH ANNUAL GENERAL MEETING (10TH AGM)

By approving the issuance and allotment of shares pursuant to Sections 75 and 76 of Act and the Constitution of the Company, the shareholders, having agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Act read together with Clause 8 of the Constitution of the Company which will result in a dilution to their shareholding percentage in the Company, allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the Proposed General Mandate.

If there should be a decision to issue new shares after the Proposed General Mandate is obtained, the Company will make an announcement in respect thereof.

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.*