

# NOTICE OF THE NINTH ANNUAL GENERAL MEETING (9<sup>TH</sup> AGM)

**NOTICE IS HEREBY GIVEN THAT** the Ninth Annual General Meeting (“9<sup>th</sup> 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 Thursday, 6 June 2024 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

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
- To declare a final single tier dividend of 1.21 sen per ordinary share for the financial year ended 31 December 2023. **Ordinary Resolution 1**
- To approve the payment of Directors’ Fees payable to the Non-Executive Directors of the Company up to an amount of RM475,200 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 2**  
*(Please refer to Explanatory Note 2)*
- 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 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 3**  
*(Please refer to Explanatory Note 2)*
- To re-elect the following Directors who are retiring pursuant to Clause 93 of the Constitution of the Company:-
  - Dato’ Mohd Zakhir Siddiqy Bin Sidek
  - Dato’ Sri Ir. Hj. Ismail Bin Md.Salleh
  - Vanessa A/P Santhakumar**Ordinary Resolution 4**  
**Ordinary Resolution 5**  
**Ordinary Resolution 6**  
*(Please refer to Explanatory Note 3)*
- 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:

- Proposed Continuation in Office of Dato’ Mohd Zakhir Siddiqy Bin Sidek as Independent Non-Executive Director** **Ordinary Resolution 8**  
*(Please refer to Explanatory Note 4)*

“THAT approval be and is hereby given to Dato’ Mohd Zakhir Siddiqy Bin Sidek who has served as the Independent Non-Executive Director cum Chairman of the Company for a cumulative term of nine (9) years as of 16 April 2024, to continue to serve as an Independent Non-Executive Director cum Chairman of the Company for the period from 16 April 2024 until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance.”
- Proposed Variation for the Utilisation of Proceeds raised from the Initial Public Offering (“IPO Proceeds”) (“Proposed Variation”)** **Ordinary Resolution 9**  
*(Please refer to Explanatory Note 5)*

“THAT approval be and is hereby given to the Company for the variation for the utilisation of the IPO Proceeds, the details of which are set out in Section 3 of the Circular to Shareholders of the Company dated 30 April 2024.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things, and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Variation.”

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

**Ordinary Resolution 10**

*(Please refer to Explanatory Note 6)*

“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.

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.”

10. 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 9<sup>th</sup> AGM of the Company, a final single tier dividend of 1.21 sen per ordinary share in respect of the financial year ended 31 December 2023 will be paid on 26 June 2024 to depositors whose name appear in the Record of Depositors on 11 June 2024.

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 11 June 2024 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 2024

### 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 9<sup>th</sup> AGM shall have the same rights as the member to participate at the 9<sup>th</sup> 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 Customer Service Centre 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 9<sup>th</sup> 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 2024 (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 9<sup>th</sup> 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 2023

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 9<sup>th</sup> 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 9<sup>th</sup> 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.

### 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.

Dato’ Mohd Zakhir Siddiqy Bin Sidek, Dato’ Sri Ir. Hj. Ismail Bin Md.Salleh and Ms. Vanessa A/P Santhakumar, being eligible, have offered themselves for re-election at this 9<sup>th</sup> AGM pursuant to Clause 93 of the Constitution. Their profiles are set out on pages 22, 27 and 28 of the Annual Report 2023.

The Board, via the Nomination and Remuneration Committee (“NRC”), 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 9<sup>th</sup> AGM under Ordinary Resolutions 4, 5 and 6 based on the following justifications:-

#### Ordinary Resolution 4 – Re-election of Dato’ Mohd Zakhir Siddiqy Bin Sidek

- a. **Dato’ Mohd Zakhir Siddiqy Bin Sidek** has been actively making independent assessments of the information, reports or statements to constructively challenge Management’s proposals and contribute to the development of the business strategy and direction of the Company.
- b. As Chairman, 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 meeting. He has accumulated over 35 years of working experience and has been involved in various industries.
- c. 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 5 – Re-election of Dato’ Sri Ir. Hj. Ismail Bin Md.Salleh

- a. **Dato’ Sri Ir. Hj. Ismail Bin Md.Salleh** has successfully acted as a liaison for the Chairman, ensuring that Independent Directors are fully engaged in agenda setting, advising on the adequacy of information provided by Management for effective decision-making and facilitating discussions on sensitive issues.
- b. As Senior Independent Non-Executive Director, he actively functions as the primary point of contact for Independent Directors and shareholders for consultations and direct communications on issues not resolved through regular interactions with the Chairman or Group Chief Executive Officer.
- c. He has exercised his due care and carried out his professional duties proficiently and independently during his tenure as Senior Independent Non-Executive Director of the Company.

Ordinary Resolution 6 – Re-election of Ms. Vanessa A/P Santhakumar

- a. **Ms. Vanessa A/P Santhakumar** contributes valuable insights to the Board and serves to stimulate and constructively challenge the Management by asking probing questions.
- b. She has exercised her due care and carried out her professional duties proficiently during her tenure as Non-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 – Proposed Continuation in Office of Dato’ Mohd Zakhir Siddiqy Bin Sidek as Independent Non-Executive Director**

**Dato’ Mohd Zakhir Siddiqy Bin Sidek** was appointed as an Independent Non-Executive Director of the Company on 17 April 2015 and has served the Board for a cumulative term of nine (9) years as of 16 April 2024.

The Board had via the NRC assessed the independence of Dato’ Mohd Zakhir Siddiqy Bin Sidek and recommended that he shall continue to act as Independent Non-Executive Director cum Chairman of the Company based on the following justifications:-

- a) He fulfills the criteria under the definition of an “Independent Director” as outlined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and has expressed his intent to continue serving as an Independent Non-Executive Director cum Chairman of the Company.
- b) His broad and deep experience equips him to endow the Board with a wide array of knowledge, skills, and independent insight, enhancing the governance and operational strategies of the Company and its subsidiaries (“**Group**”).
- c) Throughout his tenure as an Independent Non-Executive Director, he has consistently remained objective, acted with integrity and dedication to the Company’s best interests. He is able to exercise his independent judgment in all deliberations and decision-making processes, both in Board and Board Committee meetings, demonstrating a thorough understanding of the Company’s business operations.
- d) He has established himself as a dependable Independent Director, characterised by his professional competence and insightful business acumen. He has committed ample time and attention to fulfill his duties, contributing to well-informed and equitable decision-making, thereby safeguarding the interests of both the Company and its shareholders.

The proposed resolution, if approved by the shareholders via the two-tier voting process, will allow Dato’ Mohd Zakhir Siddiqy Bin Sidek, who is also the Chairman of the Company, to continue his office as Independent Non-Executive Director of the Company for the period from 16 April 2024 until the next AGM.

5. **Ordinary Resolution 9 – Proposed Variation for the Utilisation of Proceeds raised from the Initial Public Offering (“Proposed Variation”)**

Further information on the Proposed Variation is set out in the Circular to Shareholders dated 30 April 2024 which is dispatched together with the Company’s Annual Report 2023.

6. **Ordinary Resolution 10 – Authority to Allot and Issue Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016**

The Ordinary Resolution 10 proposed under item 9 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.

By approving the issuance and allotment of shares pursuant to Sections 75 and 76 of the 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.*