



HSS ENGINEERS BERHAD
201501003232 (1128564-U)

NOTICE OF THE TENTH ANNUAL GENERAL MEETING

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

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
- To declare a final single tier dividend of 1.46 sen per ordinary share for the financial year ended 31 December 2024. **Ordinary Resolution 1**
- To approve the payment of Directors' Fees payable to the Non-Executive Directors of the Company up to an amount of RM475,200.00 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 RM126,000.00 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:-
 - Tan Sri Ir. Kunasingam A/L V.Sittampalam **Ordinary Resolution 4**
 - Mr. Ir. Prem Kumar A/L M Vasudevan **Ordinary Resolution 5**
 - Mr. Tai Keat Chai **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:

- Authority to Allot and Issue Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 8**
(Please refer to Explanatory Note 4)

"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:

- the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- 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."

- 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:-

- Shares transferred to the Depositor's securities account before 4.30 p.m. on 20 June 2025 in respect of transfers.
- 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

NOTES:

- 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.
- 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.
- 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 must be executed under its Common Seal or signed by an officer or attorney so authorised, if the appointor is a corporation.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notariated 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 TIH Online website at <https://tihh.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 TIH Online.

- 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.
- 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

- 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.

- 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.

- 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

- 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.
- 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

- 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.
- 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

- 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.
- 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.

- 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.

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.

ADMINISTRATIVE GUIDE FOR THE 10TH AGM

Meeting Day & Date : Wednesday, 11 June 2025

Time : 10.00 a.m.

Venue : Banyan Room, Ground Floor, Sime Darby Convention Centre (SDCC), 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur

INDIVIDUAL MEMBERS

Individual members who are unable to attend the 10th AGM and who wish to exercise their votes are encouraged to appoint proxy or Chairman of the Meeting to attend and/or vote on your behalf at the 10th AGM by indicating the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

CORPORATE MEMBERS

1. Corporate members who wish to appoint authorised representative(s) instead of a proxy to attend and vote at the 10th AGM **MUST** deposit their **original** or **duly certified** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd.'s ("**Tricor**") office not later than Monday, 9 June 2025 at 10.00 a.m.
2. Attorney(s) appointed by Power of Attorney **MUST** deposit their original Power of Attorney with the Share Registrar of the Company at Tricor's office not later than **Monday, 9 June 2025 at 10.00 a.m.** to attend and vote at the 10th AGM.
3. If a corporate member [through its corporate representative(s) or appointed proxy(ies)] is unable to attend the 10th AGM, you may appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

SHAREHOLDERS' ENTITLEMENT TO ATTEND AND VOTE AT THE 10TH AGM

Only shareholders whose names appear on the Record of Depositors of the Company ("**ROD**") as of **Friday, 30 May 2025** shall be eligible to attend and vote at the 10th AGM or to appoint proxy(ies), corporate representative(s) or attorney(s) to attend and vote on his/her behalf at the 10th AGM.

Shareholder who wishes to personally attend the 10th AGM **MUST NOT** submit any Proxy Form for the 10th AGM. A shareholder will not be allowed to attend the 10th AGM together with the appointed proxy(ies).

APPOINTMENT OF PROXY / CORPORATE REPRESENTATIVE / ATTORNEY

Shareholders may appoint proxy(ies), corporate representative(s) or attorney(s) to attend and vote on his/her behalf at the 10th AGM of the Company.

DULY EXECUTED Proxy Form(s) and/or document(s) relating to the appointment of proxy(ies) for the 10th AGM, whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Monday, 9 June 2025 at 10.00 a.m.**:-

(i) In hard copy form

By hand or post to Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; OR

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(ii) By electronic means via TIIH Online

Shareholders may submit their Proxy Form(s) electronically via Tricor's TIIH Online. The procedures to submit the Proxy Form(s) electronically are summarised below:-

Procedure	Action
i. Steps for Individual Shareholders	
<i>Note: Shareholder MUST register as a user of Tricor's TIIH Online prior to the appointment of proxy(ies).</i>	
Register as a user with Tricor's TIIH Online <i>Registered user may proceed to the next step – "Submission of Proxy Form"</i>	<ul style="list-style-type: none"> Using your computer, access TIIH Online website at https://tiih.online. Register as a user under the "e-Services" by selecting the "Sign Up" button, followed by "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance. User registration will be approved within one (1) working day and you will be notified via e-mail. If you are already a registered user with TIIH Online, you are not required to register again.
Submission of Proxy Form(s)	<ul style="list-style-type: none"> Login to Tricor's TIIH Online website at https://tiih.online with your user ID (i.e. email address) and password. Select the corporate event: "HSS ENGINEERS BERHAD 10TH AGM – SUBMISSION OF PROXY FORM". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote(s). Review and confirm your proxy(ies) appointment. Print proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders	
<i>Note: The representative of a Corporation or Institutional Shareholder MUST register as a user before subscribing to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications/ assistance on the user registration.</i>	
Register as a user with Tricor's TIIH Online	<ul style="list-style-type: none"> Access Tricor's TIIH Online website at https://tiih.online. Under "e-Services", the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the e-mail and re-set your own password.
Submission of Proxy Form(s)	<ul style="list-style-type: none"> Login to Tricor's TIIH Online website at https://tiih.online. Select the corporate event: "HSS ENGINEERS BERHAD 10TH AGM – SUBMISSION OF PROXY FORM". Read and agree to the Terms & Conditions and confirm the Declaration. Proceed to download the file format for "SUBMISSION OF PROXY FORM" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxy(ies) by inserting the required data. Proceed to upload the duly completed proxy appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record.

ADMINISTRATIVE GUIDE FOR THE 10TH AGM

REGISTRATION ON THE DAY OF THE 10TH AGM

1. Registration will commence at 8:30 a.m. and shall remain open until the conclusion of the 10th AGM or such other time as may be determined by Chairman of the Meeting. Please read the signage to ascertain the registration area and proceed for registration.
2. Please present your **original** National Registration Identity Card ("**NRIC**") or Passport (for foreign member) to the registration staff for verification. Please ensure your original NRIC or Passport is returned to you after registration.
3. Upon verification and registration:-
 - (a) please sign on the attendance list and an identification wristband will be provided at the registration counter;
 - (b) if you are attending the 10th AGM as a member as well as a proxy, you will be registered once and will only be given one identification wristband;
 - (c) the identification wristband has passcode printed, which will be required for electronic voting purposes. No person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that the identification wristband is lost or misplaced; and
 - (d) you may proceed to the meeting venue thereafter.
4. Registration must be done in person. Please also note that you will not be allowed to register on behalf of another person even with the original NRIC or Passport of that other person.
5. The registration counters will only handle verification of identity, registration and revocation of proxy/proxies. If you have any queries, please proceed to the Help Desk.

PARKING

- Indoor and outdoor parking are available at SDCC.

MEETING PROCEEDINGS

- You may enter the meeting hall after registration.
- Please ensure that your mobile devices are switched off or put on silent mode during the AGM to ensure smooth and uninterrupted proceedings.
- All members or proxies are encouraged to be seated at least ten (10) minutes before the commencement of the AGM.
- Resolutions set out on the Notice of AGM will be considered at the AGM. You will be asked to vote on these resolutions.

POLL VOTING AT THE MEETING

The voting at the 10th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**"). The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting and Scrutineer Solutions Sdn. Bhd. as Independent Scrutineers to verify the poll results.

Voting for all the resolutions set out in the Notice of AGM will take place concurrently upon the conclusion of the deliberation of all businesses to be transacted at the AGM.

Upon completion of the voting session for the 10th AGM, the Independent Scrutineers will verify the poll results, followed by the Chairman's declaration of the poll results at the 10th AGM. Subsequently, poll results will be announced via an announcement by the Company through Bursa Malaysia at www.bursamalaysia.com.

NO RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the 10th AGM is allowed.

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ANNUAL REPORT 2024 AND OTHER DOCUMENTS

The Company's Annual Report 2024 is available under the 'Investor Relations' section on the Company's website at <https://hssgroup.listedcompany.com/home.html> and Bursa Malaysia's website at www.bursamalaysia.com under Company's announcements.

You may request for a printed copy of the Annual Report 2024 at <https://tjih.online> by selecting "**Request for Annual Report/Circular**" under the "**Investor Services**". Nevertheless, we hope you would consider the environment before you decide to request for the printed copy.

ENQUIRY

If you have any enquiries on the above, please contact the Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

Registration No. 197101000970 (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3,
Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur, Malaysia

General Line: +603-2783 9299

Fax Number: +603-2783 9222

Email: is.enquiry@vistra.com