

SYSTECH BHD
(the “Company”)
(Company No. 897114-T)
(Incorporated in Malaysia)

Minutes of the Ninth Annual General Meeting of the members of the Company held at Unit T05, Tower Block, Plaza Dwtasik, Jalan Tasik Permaisuri 1, Bandar Sri Permaisuri, 56000 Kuala Lumpur on Wednesday, 31 July 2019 at 9.00 a.m.

Present : Board of Directors

Mr. Robert Koong Yin Leong	Chairman/Independent Non-Executive Director
Mr. Tan Hock Ann	Group Chief Executive Officer
Mr. Tan Hock Soon	Executive Director
Madam Chong Miew Lai	Group Chief Operation Officer
Mr. Terence Selvarajah A/L Peter Selvarajah	Independent Non-Executive Director
Mr. Chuar Sew Tin	Independent Non-Executive Director
Ms. Ooi Chaw Ying	Independent Non-Executive Director

Shareholders

- As per attendance list

Proxies

- As per attendance list

Invitees

- As per attendance list

In Attendance : Ms. Wong Youn Kim
Ms. Chew Siok Bee

MINUTES

1. CHAIRMAN

Mr. Robert Koong Yin Leong, the Chairman of the Company took the chair and welcomed all the Ninth Annual General Meeting (“AGM”) of the Company.

2. QUORUM

The Chairman called the meeting to order at 9.00 a.m. upon the confirmation of the presence of a quorum by the Company Secretary.

3. NOTICE

The Notice, having been properly circulated to all the members on 3 July 2019, was taken as read without any objection from the members and proxies.

The Chairman then invited the Secretary to brief the meeting on the proceedings of the meeting and the voting procedures.

The Secretary, Ms. Chew Siok Bee then proceeded to explain the meeting's proceedings and the requirement for resolutions set out in the notice of the annual general meeting or notice of resolution to be voted by poll pursuant to the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), before inviting the Chairman to continue with the meeting's proceedings.

4. PRESENTATION ON ISSUES RAISED FROM MINORITY SHAREHOLDERS WATCH GROUP

The Chairman informed the Meeting that the Company had received a letter from the Minority Shareholders Watch Group ("MSWG") dated 24 July 2019 and had raised issues on strategy and financial matters as well as corporate governance matters.

Before proceeding with the first item of the Agenda, Mr Tan Hock Soon presented to the shareholders the issues raised by the MSWG and the clarification from the Company as annexed herewith and marked Appendix "1".

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019 AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements ("AFS") for the financial year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon, having been circulated to all the shareholders within the prescribed period, were tabled before the Meeting.

The Chairman informed the Meeting that the AFS was meant for discussion only as it would not require approval from the members in accordance with Section 248(1) and Section 340(1)(a) of the Companies Act 2016 ("Act"). Hence, this Agenda item was not put forward for voting.

The Chairman then invited questions on the financial statements from the floor.

A question and answer session ensued and the following questions raised by shareholders/proxies were duly replied:-

- i. Mr. Ahmad Bin Ibrahim enquired on the expected revenue growth in e-business solutions segment.

The Chairman replied that the revenue of the e-business solutions segment is expected to register a growth of approximately 10%-12% in the coming financial year. Despite the stable revenue from the e-business solutions segment, the Management is expecting to increase its marketing efforts to further grow the said business segment.

There being no further question raised from the floor, the Chairman declared that the AFS for the financial year ended 31 March 2019 have, in accordance with the Act, been properly laid and received.

6. DECLARATION AND PAYMENT OF A SINGLE TIER FINAL DIVIDEND OF 0.2 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 MARCH 2019

The next item on the Agenda was to approve the declaration an payment of the single tier final dividend of 0.2 sen per ordinary share for the financial year ended 31 March 2019.

The following motion was duly proposed by Ms. Yap Chooi Peng and seconded by Mr. Bryan Lee Kung Chern:-

“Ordinary Resolution 1

- **Single Tier Dividend of 0.2 sen per Ordinary Share for the financial year ended 31 March 2019**

THAT the single tier dividend of 0.2 sen per ordinary share for the financial year ended 31 March 2019 be hereby approved.”

7. DIRECTORS’ FEES OF RM80,000.00 PAYABLE TO THE DIRECTORS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019

The next item on the Agenda was to approve the payment of directors’ fees of RM80,000.00 payable to the Directors for the financial year ended 31 March 2019.

The following motion was duly proposed by Mr. Bryan Lee Kung Chern and seconded by Mr. Lim Kok Tean:-

“Ordinary Resolution 2

- **Directors’ Fees of RM80,000.00 payable to the Directors for the financial year ended 31 March 2019**

THAT the payment of Directors’ fees of RM80,000.00 for the financial year ended 31 March 2019 be hereby approved.”

8. DIRECTORS’ FEES AND ALLOWANCES TO THE NON-EXECUTIVE DIRECTORS OF UP TO RM120,000.00 WITH EFFECT FROM 31 JULY 2019 UNTIL THE NEXT AGM OF THE COMPANY

The Meeting move on to approve the payment of directors’ fees and allowances to the non-executive directors of up to RM120,000.00 with effect from 31 July 2019 until the next AGM of the Company.

The following motion was duly proposed by Ms. Tham Sweet Leng and seconded by Mr. Lim Kok Tean:-

“Ordinary Resolution 3

- **Directors’ Fees and Allowances to the Non-Executive Directors of up to RM120,000.00 with effect from 31 July 2019 until the next AGM of the Company**

THAT the Directors’ fees and allowances to the non-executive directors of up to RM120,000.00 with effect from 31 July 2019 until the next AGM be hereby approved.”

9. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 91 OF THE COMPANY’S CONSTITUTION

The Chairman informed that the next two resolutions on the agenda were in relation to the re-election of Mr. Tan Hock Soon and Mr. Terence Selvarajah A/L Peter Selvarajah as Directors’ of the Company. The Directors are retiring pursuant to Article 91 and being eligible, had offered themselves for re-election.

i. RE-ELECTION OF MR. TAN HOCK SOON

The following motion was duly proposed by Mr. Teoh Sheung Huey and seconded by Mr. Bryan Lee Kung Chern:-

“Ordinary Resolution 4

- **Re-election of Director – Mr. Tan Hock Soon**

THAT Mr. Tan Hock Soon retiring pursuant to Article 91 of the Company’s Constitution, be re-elected as a Director of the Company.”

ii. RE-ELECTION OF MR. TERENCE SELVARAJAH A/L PETER SELVARAJAH

The following motion was duly proposed by Mr. Lim Kok Tean and seconded by Ms. Tham Sweet Leng:-

“Ordinary Resolution 5

- **Re-election of Director – Mr. Terence Selvarajah A/L Peter Selvarajah**

THAT Mr. Terence Selvarajah A/L Peter Selvarajah retiring pursuant to Article 91 of the Company’s Constitution, be re-elected as a Director of the Company.”

10. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 98 OF THE COMPANY’S CONSTITUTION

The Chairman informed that the next two resolutions on the agenda were in relation to the re-election of Madam Chong Miew Lai and Ms. Ooi Chaw Ying as Directors’ of the Company. The Directors are retiring pursuant to Article 98 and being eligible, had offered themselves for re-election.

i. RE-ELECTION OF MADAM CHONG MIEW LAI

The following motion was duly proposed by Mr. Bryan Lee Kung Chern and seconded by Ms. Tham Sweet Leng:-

“Ordinary Resolution 6

- **Re-election of Director – Madam Chong Miew Lai**

THAT Madam Chong Miew Lai retiring pursuant to Article 98 of the Company’s Constitution, be re-elected as a Director of the Company.”

ii. RE-ELECTION OF MS. OOI CHAW YING

The following motion was duly proposed by Mr. Teoh Sheung Huey and seconded by Mr. Lim Kok Tean:-

“Ordinary Resolution 7

- **Re-election of Director – Ms. Ooi Chaw Ying**

THAT Ms. Ooi Chaw Ying retiring pursuant to Article 98 of the Company’s Constitution, be re-elected as a Director of the Company.”

11. RE-APPOINTMENT OF MESSRS T.H. KUAN & CO. AS AUDITORS OF THE COMPANY

The Meeting moved on to consider the re-appointment of Messrs T.H. Kuan & Co. as Auditors of the Company for the ensuring year and to authorise the Directors to fix their remuneration.

The Chairman informed the members that the retiring Auditors, Messrs T.H. Kuan & Co. had indicated their willingness to continue in office.

The following motion was duly proposed by Mr. Chin Teck Kah and seconded by Ms. Tham Sweet Leng:-

“Ordinary Resolution 8

- **Re-appointment of Messrs T.H. Kuan & Co. as Auditors of the Company**

THAT Messrs T.H. Kuan & Co. be hereby re-appointed as the Company’s Auditors for the ensuing year **AND THAT** the Board of Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS

12. AUTHORITY TO ISSUE SHARES

The Meeting proceeded to consider the motion on the authority to issue shares pursuant to the Act (“General Mandate”). The Meeting noted that the motion, if passed, would empower the Directors of the Company to allot and issue new shares in the Company from time to time provided that the aggregate number of shares to be issued pursuant to the General Mandate does not exceed 10% of the total issued share capital of the Company for the time being.

The following motion was duly proposed by Mr. Bryan Lee Kung Chern and seconded by Mr. Lim Kok Tean:-

“Ordinary Resolution 9

- **Authority to Issue Shares**

THAT subject always to the Act, Company’s Constitution and approvals of the relevant authorities, the Directors be and are hereby empowered pursuant to Section 75 of the Act, to allot and issue shares in the Company at any time 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 10% of the issued share capital of the Company at the time of issue and the Directors are hereby further empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

13. PROPOSED SHARE BUY-BACK

The Chairman moved onto the next item on the agenda which was to consider and if thought fit, to pass an Ordinary Resolution for proposed renewal of shareholders’ mandate for share buy-back as explained in the Share Buy-Back Statements for approval.

The following motion was duly proposed by Ms. Yap Chooi Peng and seconded by Mr. Bryan Lee Kung Chern:-

“Ordinary Resolution 10

- **Proposed Share Buy-Back**

THAT subject to the Act, the provisions of the Company’s Constitution, the AMLR and all other prevailing laws, guidelines, rules, regulations and orders issued and/or amended from

time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase its own ordinary shares (“Shares”) of up to 10% of the total issued share capital of the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company be allocated by the Company for the Proposed Renewal of Share Buy-Back Mandate;

AND THAT upon completion of the purchase(s) of the Shares by the Company, authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either cancel the Shares so purchased and/or to retain the Shares so purchased as treasury shares and if retained as treasury shares, may resell the treasury shares on Bursa Securities and/or to distribute as share dividends to shareholders and/or subsequently cancelling the treasury shares or any combination of the three;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Renewal of Share Buy-Back Mandate immediately upon the passing of this ordinary resolution until:-

- i. The conclusion of the next AGM of the Company, at which time the authority shall lapse unless renewed by ordinary resolution, wither unconditionally or conditionally; or
- ii. The expiration of the period within which the next AGM is required by law to be held; or
- iii. Revoked or varied by ordinary resolution passed by the shareholders in a general meeting

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the Shares before the aforesaid expiry date and to take all such steps as are necessary and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Mandate with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.”

14. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

The Meeting proceeded to the Adoption of New Constitution of the Company. The adoption of New Constitution of the Company to aligned with the relevant provisions in the Act and other statutory and regulatory requirements as well as for clarity and consistency.

The following motion was duly proposed by Mr. Choo Meng Hoi and seconded by Mr. Lim Kok Tean:-

“Special Resolution 1

- Proposed Adoption of New Constitution of the Company

THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Part B of the Statement/Circular to Shareholders dated 3 July 2019, be and is hereby adopted as the Constitution of the Company.

AND THAT the Directors and Secretaries of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption.”

15. ANY OTHER BUSINESS

As no notice had been received to transact any other business, the Chairman invited the Company Secretary to brief the Meeting on the polling procedures where the whole polling process would be conducted in approximately 30 minutes followed by the declaration of the poll results. BoardRoom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) was the Poll Administrator conducting the polling process and Ferrier Hodgson MH Sdn. Bhd. was the appointed Scrutineer to verify the poll results.

16. ADJOURNMENT OF MEETING FOR POLL VOTING

The meeting was adjourned at 9.30 a.m. for the poll voting to commence immediately.

17. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF POLL RESULTS

The meeting was re-convened at 9.50 a.m. for the announcement of the results of the poll voting by the Chairman of the Company.

The results of the poll were as follow:-

Resolution 1: To approve the declaration and payment of a single tier dividend of 0.2 sen per ordinary share in respect of the financial year 31 March 2019

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 1	183,637,220	100.00	0	0.00

Resolution 1 was carried unanimously.

Resolution 2: To approve the payment of Directors' fees amounting to RM80,000.00 for the financial year ended 31 March 2019

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 2	183,637,220	100.00	0	0.00

Resolution 2 was carried unanimously.

Resolution 3: To approve the payment of Director's fees and allowances to the Non-Executive Directors of up to RM120,000.00 with effect from 31 July 2019 until the next Annual General Meeting of the Company

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 3	183,637,220	100.00	0	0.00

Resolution 3 was carried unanimously.

Resolution 4: Re-election of Mr. Tan Hock Soon as Director pursuant to Article 91 of the Company's Constitution

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 4	183,637,220	100.00	0	0.00

Resolution 4 was carried unanimously.

Resolution 5: Re-election of Mr. Terence Selvarajah A/L Peter Selvarajah as Director pursuant to Article 91 of the Company's Constitution

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 5	183,115,120	100.00	0	0.00

Resolution 5 was carried unanimously.

Resolution 6: Re-election of Madam Chong Miew Lai as Director pursuant to Article 98 of the Company's Constitution

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 6	182,847,220	100.00	0	0.00

Resolution 6 was carried unanimously.

Resolution 7: Re-election of Ms. Ooi Chaw Ying as Director pursuant to Article 98 of the Company's Constitution

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 7	182,837,220	100.00	0	0.00

Resolution 7 was carried unanimously.

Resolution 8: Re-appointment of Messrs T.H. Kuan & Co. as Auditors of the Company

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 8	182,837,220	100.00	0	0.00

Resolution 8 was carried unanimously.

Resolution 9: Authority to Issue Shares

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 9	182,837,220	100.00	0	0.00

Resolution 9 was carried unanimously.

Resolution 10: Proposed Share Buy-Back

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 10	182,837,220	100.00	0	0.00

Resolution 10 was carried unanimously.

Resolution 11: Proposed Adoption of New Constitution of the Company

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 11	182,837,220	100.00	0	0.00

Resolution 11 was carried unanimously.

18. CLOSURE OF MEETING

As there was no other matter to be discussed, for which due notice had been given in accordance with the Act, the meeting concluded at 9.55 a.m. with a vote of thanks to the Chairman and the Board of Directors.

Confirmed as a correct record,

ROBERT KOONG YIN LEONG
CHAIRMAN