

SYSTECH BHD

[Registration No. 201001012883 (897114-T)]
(Incorporated in Malaysia)

Minutes of the Tenth 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 Friday, 28 August 2020 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. 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 Tenth 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 30 July 2020, 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. Wong Youn Kim 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 14 August 2020 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 2020 AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements (“AFS”) for the financial year ended 31 March 2020 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.

There being no question raised from the floor, the Chairman declared that the AFS for the financial year ended 31 March 2020 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 2020

The next item on the Agenda was to approve the declaration and payment of the single tier final dividend of 0.2 sen per ordinary share for the financial year ended 31 March 2020.

The following motion was duly proposed by Ms. Neo Chin Eng and seconded by Mr. Tiw Chee Keong:-

“Ordinary Resolution 1

- **Single Tier Dividend of 0.2 sen per Ordinary Share for the financial year ended 31 March 2020**

THAT the single tier dividend of 0.2 sen per ordinary share for the financial year ended 31 March 2020 be hereby approved.”

7. DIRECTORS’ FEES AND ALLOWANCES TO THE NON-EXECUTIVE DIRECTORS OF UP TO RM120,000.00 WITH EFFECT FROM 28 AUGUST 2020 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 28 August 2020 until the next AGM of the Company

The following motion was duly proposed by Mr. Khao Tai Loo and seconded by Ms. Neo Chin Eng:-

“Ordinary Resolution 2

- **Directors’ Fees of RM120,000.00 payable to the Directors for the financial year ended 31 March 2020**

THAT the Directors’ fees and allowances to the non-executive directors of up to RM120,000.00 with effect from 28 August 2020 until the next AGM be hereby approved.”

8. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 97 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 Ann and Mr. Chuar Sew Tin as Directors’ of the Company. The Directors are retiring pursuant to Article 97 and being eligible, had offered themselves for re-election.

i. RE-ELECTION OF MR. TAN HOCK ANN

The following motion was duly proposed by Ms. Wendy Lim Siew Cheng and seconded by Mr. Ng Guan Heng:-

“Ordinary Resolution 3

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

THAT Mr. Tan Hock Soon retiring pursuant to Article 97 of the Company’s Constitution, be re-elected as a Director of the Company.”

ii. RE-ELECTION OF MR. CHUAR SEW TIN

The following motion was duly proposed by Mr. Ng Guan Heng and seconded by Ms. Neo Chin Eng:-

“Ordinary Resolution 4

- **Re-election of Director – Mr. Chuar Sew Tin**

THAT Mr. Chuar Sew Tin retiring pursuant to Article 97 of the Company’s Constitution, be re-elected as a Director of the Company.”

9. 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. Khao Tai Loo and seconded by Ms. Neo Chin Eng:-

“Ordinary Resolution 5

- **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

10. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As the Chairman involved in the interest of the proposed resolution, therefore Ms. Wong Youn Kim the Company Secretary was invited to take over the Chair to put forth the motion on the retention of Mr. Robert Koong Yin Leong as an Independent Non-Executive Director of the Company.

i. RETENTION OF MR. ROBERT KOONG YIN LEONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The following motion was duly proposed by Ms. Wendy Lim Siew Cheng and seconded by Mr. Ng Guan Heng:-

"Ordinary Resolution 6

- Retention of Mr. Robert Koong Yin Leong as an Independent Non-Executive Director

THAT Mr. Robert Koong Yin Leong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."

ii. RETENTION OF MR. TERENCE SELVARAJAH A/L PETER SELVARAJAH AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Meeting moved on to the next item of the agenda that is the retention of Mr. Terence Selvarajah A/L Peter Selvarajah as an Independent Non-Executive Director of the Company.

The Chairman inform that Mr. Terence Selvarajah A/L Peter Selvarajah has expressed his intention not to continue in office. Therefore, Resolution 7 is now withdrawn.

THAT Mr. Terence Selvarajah A/L Peter Selvarajah who had expressed his intention not to continue in office, be and is hereby retired at the conclusion of the Tenth Annual General Meeting of the Company with effect from 28 August 2020. Following his retirement, Mr. Terence Selvarajah A/L Peter Selvarajah also ceased as Chairman of the Audit and Risk Management Committee, Member of the Nomination Committee and Member of the Remuneration Committee of the Company.

11. 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. Ng Guan Heng and seconded by Ms. Neo Chin Eng:-

“Ordinary Resolution 8
- 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.”

12. 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 Mr. Ng Guan Heng and seconded by Ms. Neo Chin Eng:-

“Ordinary Resolution 9
- 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) if 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.”

13. 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.

14. ADJOURNMENT OF MEETING FOR POLL VOTING

The meeting was adjourned at 9.45 a.m. for the poll voting to commence immediately.

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

The meeting was re-convened at 10.05 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 2020

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 1	183,568,671	99.9999	150	0.0001

Resolution 1 was carried by majority votes.

Resolution 2: To approve the payment of Director's fees and allowances to the Non-Executive Directors of up to RM120,000.00 with effect from 28 August 2020 until the next Annual General Meeting of the Company

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 2	183,568,821	100.00	0	0.00

Resolution 2 was carried unanimously.

Resolution 3: Re-election of Mr. Tan Hock Ann as Director pursuant to Article 97 of the Company's Constitution

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 3	183,568,671	100.00	50	0.00

Resolution 3 was carried by majority votes.

Resolution 4: Re-election of Mr. Chuar Sew Tin as Director pursuant to Article 97 of the Company's Constitution

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 4	183,568,771	100.00	50	0.00

Resolution 4 was carried by majority votes.

Resolution 5: 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 5	183,568,671	100.00	50	0.00

Resolution 5 was carried by majority votes.

Resolution 6: Retention of Mr. Robert Koong Yin Leong as an Independent Non-Executive Director

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 6	183,568,671	99.9999	150	0.0001

Resolution 6 was carried by majority votes.

Resolution 7: was withdrawn.

Resolution 8: Authority to Issue Shares

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 8	183,568,771	100.00	50	0.00

Resolution 8 was carried by majority votes.

Resolution 9: Proposed Share Buy-Back

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 10	183,568,771	100.00	50	0.00

Resolution 9 was carried by majority votes.

16. 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 10.15 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