

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Systemch Bhd ("Systemch" or the "Company") will be conducted on a fully virtual basis for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Meeting Date : Thursday, 18 April 2024
Time : 10.00 a.m. or at any adjournment thereof
Meeting Platform : <https://meeting.boardroomlimited.my>
Mode of communication : (1) Domain Registration No. with MYNIC - D6A357657
(2) Submit questions to the Board of Directors of Systemch ("Board") prior to the EGM by emailing to info@systemch.asia commencing from Wednesday, 3 April 2024 and in any event no later than 5.00 p.m., Wednesday, 17 April 2024.
(3) Post questions to the Board via real time submission of typed text at <https://meeting.boardroomlimited.my> during live streaming of the EGM.

AGENDA

As Special Business

To consider and, if thought fit, to pass with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SHARES ISSUANCE OF UP TO 144,000,000 ORDINARY SHARES IN SYSTEMCH ("SYSTEMCH SHARES" OR "SHARES") ("SUBSCRIPTION SHARES"), REPRESENTING APPROXIMATELY 29.4% OF THE ENLARGED TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES) AFTER THE SHARES ISSUANCE ("PROPOSED SHARES ISSUANCE")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and the fulfilment of the conditions precedent set out in the subscription agreements dated 22 December 2023 entered into between the Company and the subscribers as set out in Section 2.2 of Part A of the circular to shareholders of the Company dated 3 April 2024 ("Subscribers") ("Circular") ("Subscription Agreements"), approval be and is hereby given to the Board to:

- allot and issue up to 144,000,000 Subscription Shares, at a subscription price of RM0.36 per Subscription Share to the Subscribers in accordance with the terms and conditions of the Subscription Agreements and any supplemental thereto (if any); and
- utilise the proceeds from the Proposed Shares Issuance for the purposes as set out in Section 2.7 of Part A of the Circular and to vary the manner and/or purposes of such proceeds as the Board may deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT the Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the existing Systemch Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the said Subscription Shares;

THAT pursuant to Section 85 of the Companies Act, 2016 ("Act") read together with Clause 8.2 of the Company's constitution ("Constitution"), the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of new Systemch Shares to the Subscribers pursuant to the Proposed Shares Issuance be and is hereby noted and waived;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem fit, necessary, expedient and/or appropriate to implement and give full effect to complete the Proposed Shares Issuance including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit, necessary, expedient and/or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Shares Issuance.

ORDINARY RESOLUTION 2

PROPOSED ALLOTMENT OF 72,222,600 SUBSCRIPTION SHARES TO HOOI JIA HAO ("HJH"), A PERSON CONNECTED TO SMARTPRO CAPITAL SDN. BHD. ("SCSB"), THE MAJOR SHAREHOLDER OF SYSTEMCH, PURSUANT TO THE PROPOSED SHARES ISSUANCE ("PROPOSED ALLOCATION TO HJH")

"THAT subject to the passing of Ordinary Resolution 1, the approvals being obtained from the relevant authorities and/or parties (where applicable) and the fulfilment of the conditions precedent set out in the Subscription Agreement, approval be and is hereby given to the Board to allot and issue 72,222,600 Subscription Shares, at a subscription price of RM0.36 per Subscription Share to HJH, whereby the proceeds will be utilised for the purposes set out in Section 2.7 of Part A of the Circular, in accordance with the terms and conditions of the Subscription Agreement and any supplemental thereto (if any);

THAT the Subscription Shares to HJH shall, upon allotment and issuance, rank equally in all respects with the existing Systemch Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the said Subscription Shares;

THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of 72,222,600 Subscription Shares to HJH pursuant to the Proposed Shares Issuance be and is hereby noted and waived;

AND THAT the Board (save for Chan Soon Tat, Lee Choon Teng and Teoh Keng Chang, being the interested directors for the Proposed Allocation to HJH), be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem fit, necessary, expedient and/or appropriate to implement and give full effect to complete the Proposed Allocation to HJH including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit, necessary, expedient and/or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Allocation to HJH."

ORDINARY RESOLUTION 3

PROPOSED ACQUISITION OF 552,255 ORDINARY SHARES IN WILSTECH SDN. BHD. ("WILSTECH"), REPRESENTING THE ENTIRE EQUITY INTEREST OF WILSTECH, FOR A TOTAL PURCHASE CONSIDERATION OF RM75,000,000, TO BE SATISFIED VIA CASH CONSIDERATION OF RM20,000,000 AND THE REMAINING RM55,000,000 TO BE SETTLED VIA THE ISSUANCE OF 152,777,777 SYSTEMCH SHARES ("CONSIDERATION SHARES") AT AN ISSUE PRICE OF RM0.36 PER CONSIDERATION SHARE ("PROPOSED ACQUISITION")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and conditional upon the passing of the Ordinary Resolution 1 and the fulfilment of the conditions precedent set out in the conditional share sale agreement dated 22 December 2023 and supplemental agreement dated 11 March 2024 entered into between Systemch and Low Mlin Yew ("LMY"), Sea Capital LP and Maybank Trustees Berhad (for Securities Commission MYCIF) (collectively referred to as the "Vendors") ("SSA"), approval be and is hereby given to Systemch to acquire 552,255 ordinary shares in Wilstech, representing the entire equity interest of Wilstech, for the purchase consideration of RM75,000,000, to be satisfied via cash consideration of RM20,000,000 and the remaining RM55,000,000 to be settled via the issuance of 152,777,777 Consideration Shares at an issue price of RM0.36 each, in accordance with the terms and conditions of the SSA and any supplemental thereto (if any);

THAT the Board be and is hereby authorised to allot and issue from time to time such number of the Consideration Shares to the Vendors, in accordance with the terms and conditions of the SSA and any supplemental thereto (if any);

THAT the Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the existing Systemch Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Consideration Shares;

THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from the issuance of the Consideration Shares to the Vendors pursuant to the Proposed Acquisition be and is hereby noted and waived;

AND THAT the Board (save for Chan Soon Tat, Lee Choon Teng and Teoh Keng Chang, being the interested directors for the Proposed Acquisition) be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem fit, necessary, expedient and/or appropriate to implement and give full effect to complete the Proposed Acquisition including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit, necessary, expedient and/or appropriate in order to carry out, finalise and give full effect to the Proposed Acquisition.

ORDINARY RESOLUTION 4

PROPOSED BONUS ISSUE OF UP TO 160,659,399 NEW WARRANTS IN SYSTEMCH ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING SYSTEMCH SHARES HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to:

- issue and allot up to 160,659,399 Warrants on the basis of 1 Warrant for every 4 existing Systemch Shares held by the entitled shareholders whose names appear in the Record of Depositors of the Company on an entitlement date to be determined and announced later, in accordance with the provisions in the deed poll to be executed by the Company constituting the Warrants ("Deed Poll"), the salient terms of the Deed Poll are set out in Appendix IV of the Circular;
- fix the exercise price of the Warrants at RM0.50 per Warrant;
- issue and allot new Systemch Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, and

(iv) utilise the proceeds arising from the exercise of the Warrants, if any, for the purpose set out in Section 4.4 of Part A of the Circular and to vary the manner and/or purposes of the utilisation of such proceeds as the Board may deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT the new Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the existing Systemch Shares, save and except that the new Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said new Shares;

THAT approval be and is hereby given to the Board to allot and issue additional Warrants as a consequence of any adjustments in accordance with the provisions of the Deed Poll and to allot and issue further new Systemch Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

THAT approval be and is hereby given to the Board to adjust the exercise price of the Warrants as a consequence of any adjustments in accordance with the provisions of the Deed Poll;

THAT fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit, expedient and/or in the best interest of the Company;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to do all acts, deeds and things as they may deem fit, necessary and/or expedient in order to implement, finalise and give effect to the Deed Poll;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem fit, necessary, expedient and/or appropriate to implement and give full effect to complete the Proposed Bonus Issue of Warrants including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit, necessary, expedient and/or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 5

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME OF UP TO 15.0% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES) ("SCHEME") AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF SYSTEMCH AND ITS SUBSIDIARIES ("SYSTEMCH GROUP") (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED ESS")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to:

- establish, implement and administer the Proposed ESS for the benefit of the eligible directors and employees of Systemch Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws governing the terms, rules and conditions of the Proposed ESS ("By-Laws"), a draft of which is set out in Appendix VIII of the Circular;
- allot and issue and/or procure the transfer of such number of new or existing Systemch Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of Systemch Shares be allotted and issued and/or transferred pursuant to granting of Systemch Shares ("Shares Grant") and/or option to subscribe for Systemch Shares ("ESS Options") (collectively referred to as the "Awards") to eligible Director(s) (including non-executive Directors) and eligible employees of Systemch Group in relation to the Proposed ESS shall not exceed 15.0% in aggregate of the total number of issued Shares (excluding treasury shares, if any) at any point in time throughout the duration of the Scheme;
- appoint and authorise a committee ("ESS Committee") by which the Proposed ESS will be administered in accordance with the By-Laws by the said ESS Committee, who will be responsible for the implementation, administering and administering the Proposed ESS. The members of the ESS Committee shall comprise such number of Directors and/or senior management personnel of Systemch Group to be identified from time to time;
- make the necessary application to Bursa Malaysia Securities Berhad ("Bursa Securities") for permission to deal in and for the listing and quotation of the new Systemch Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be fit, necessary and/or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

THAT the Systemch Shares to be allotted and issued and/or transferred from treasury shares (as the case may be) upon the vesting of the Shares Grant and/or upon exercise of the ESS Options pursuant to the Awards shall, upon allotment and issuance and/or transfer from treasury shares (as the case may be), rank equally in all respects with the existing Systemch Shares, save and except that the said Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment or transfer of the said Shares;

THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed ESS be and is hereby noted and waived;

AND THAT the By-Laws which is in compliance with the ACE Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved and adopted and the Board be and is hereby empowered, authorised and administered to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem fit, necessary, expedient and/or appropriate to implement and give full effect to complete the Proposed ESS including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit, necessary, expedient and/or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed ESS."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO LEE CHOO TENG PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO LEE CHOO TENG")

"THAT subject to the passing of Ordinary Resolution 5 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Lee Choon Teng, being the Executive Director and Group Chief Executive Officer of the Company, of not more than 10% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Lee Choon Teng be and is hereby noted and waived."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO TEOH KENG CHANG PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO TEOH KENG CHANG")

"THAT subject to the passing of Ordinary Resolution 5 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Teoh Keng Chang, being the Executive Director of the Company, of not more than 10% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Teoh Keng Chang be and is hereby noted and waived."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF AWARDS TO CHAN SOON TAT PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO CHAN SOON TAT")

"THAT subject to the passing of Ordinary Resolution 5 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Chan Soon Tat, being the Non-Independent Non-Executive Chairman of the Company, of not more than 2% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Chan Soon Tat be and is hereby noted and waived."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF AWARDS TO HONG BOON TOH PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO HONG BOON TOH")

"THAT subject to the passing of Ordinary Resolution 5 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Hong Boon Toh, being the Senior Independent Non-Executive Director of the Company, of not more than 1% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Hong Boon Toh be and is hereby noted and waived."

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF AWARDS TO FONG SHENG NIE PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO FONG SHENG NIE")

"THAT subject to the passing of Ordinary Resolution 5 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Fong Sheng Nie, being the Independent Non-Executive Director of the Company, of not more than 1% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Fong Sheng Nie be and is hereby noted and waived."

ORDINARY RESOLUTION 11

PROPOSED ALLOCATION OF AWARDS TO OOI GIN HUI PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO OOI GIN HUI")

"THAT subject to the passing of Ordinary Resolution 5 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Ooi Gin Hui, being the Independent Non-Executive Director of the Company, of not more than 1% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Ooi Gin Hui be and is hereby noted and waived."

ORDINARY RESOLUTION 12

PROPOSED ALLOCATION OF AWARDS TO LMY, A PERSON CONNECTED TO SCSB, THE MAJOR SHAREHOLDER OF SYSTEMCH, PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION OF AWARDS TO LMY")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 5 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to LMY, being the director of Wilstech, a wholly-owned subsidiary of Systemch upon completion of the Proposed Acquisition and a person connected to SCSB, the major shareholder of Systemch, of not more than 10% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 8.2 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new Systemch Shares ranking equally to the existing issued Systemch Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to LMY be and is hereby noted and waived."

By Order of the Board
SYSTEMCH BHD

WONG YOUNG KIM (MAICSA 7018778)
CHIA SIEW LI (MAICSA 7075719)
CHIN WAI YI (MAICSA 7069783)
Company Secretaries
Kuala Lumpur
3 April 2024

Notes:

- The EGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities. Please follow the procedures provided in the Administrative Guide of the EGM in order to register, participate and vote remotely. The Administrative Guide of the EGM is also available for download at www.systemch.asia/investor.php.
- This is in accordance with the Guidance Note and FAQs on the Conduct of General Meetings for listed issuers and all its subsequent revisions issued by the Securities Commission Malaysia ("SC Guidance"). This is also in line with Practice 13.1 of the Malaysian Code on Corporate Governance 2021 which recommends that listed companies leverage on technology to facilitate remote shareholders' participation at general meetings.
- According to the SC Guidance, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online platform is located in Malaysia. All meeting participants including the Chairman of the meeting, board members, senior management and shareholders / proxies / corporate representatives / attorneys are required to participate in the meeting online.

A. Proxy

- A proxy may but need not be a member of the Company.
- To be valid, the original instrument appointing a proxy ("Proxy Form"), duly completed must be deposited in hard copy form or by electronic means, not less than 48 hours before the time for holding the meeting PROVIDED THAT in the event the member(s) duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, PROVIDED ALWAYS that the rest of the Proxy Form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
- Proxy forms may be deposited in the following manner:
 - In hard copy form**
The Proxy Form must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Sphynx, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means**
The Proxy Form can also be lodged electronically with the Company's Share Registrar through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide of the EGM in order to deposit the Proxy Form electronically.
- A member may appoint up to 2 proxies to attend and vote at the same meeting. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- If the appointor is a corporation, the Proxy Form must be executed under its common seal or under the hand of an attorney duly authorised.
- Only depositors whose names appear in the Record of Depositors as at 9 April 2024 shall be entitled to attend the EGM.
- Pursuant to Paragraph 8.31A(1) of the Listing Requirements, all the resolutions set out in the Notice of EGM will be put to vote by way of poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.