SYSTECH BHD.
[Registration No. 201001012883 (897114-T)]

MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT GROUND FLOOR, LOBBY 1 CRYSTAL PLAZA, NO. 4, JALAN 51A/223, 46100 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON THURSDAY, 11 SEPTEMBER 2025 AT 10:00 A.M.

Present	:	Mr. Chan Soon Tat *(Chairman)* Mr. Teoh Keng Chang Dr. Low Min Yew Mr. Lim Ying Ran Mr. Hong Boon Toh Ms. Ooi Gin Hui Ms. Fong Sheng Nie Mr. Tan Wei Herng
In Attendance	:	Ms. Chia Siew Li *(Company Secretary)*
Shareholders and Proxies	:	As per the attendance list
By Invitation	:	As per the attendance list

1.0 CHAIRMAN

1.1 The Chairman, Mr. Chan Soon Tat welcomed all shareholders, proxies, and guests to the Fifteenth ("**15th**") Annual General Meeting ("**AGM**") of the Company.

2.0 QUORUM

2.1 The Company Secretary confirmed that a quorum was present pursuant to Clause 70 of the Constitution of the Company.

2.2 With the requisite quorum being present, the Chairman declared the Meeting duly constituted.

2.3 The Chairman thereafter introduced the Board of Directors ("**the Board**") and the Company Secretary to the shareholders and proxies.

3.0 NOTICE OF MEETING

3.1 With the consent of the shareholders and proxies present, the notice convening the meeting having been circulated to all shareholders of the Company within the prescribed period was taken as read.

4.0 POLLING

4.1 At this juncture, the Chairman informed the meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the 15th AGM must be voted by poll.

4.2 Pursuant to the Constitution of the Company, the Chairman then demanded for a poll to be taken for all the resolutions set forth in the notice of the 15th AGM of the Company.

4.3 The Chairman informed that the Company had appointed GAP Advisory Sdn. Bhd. as poll administrator to conduct the poll voting process and Messrs TGS TW PLT as Independent Scrutineer to verify the poll results.

4.4 The Chairman informed that the meeting should go through all the motions and proceed with the polling process after the last motion has been tabled.

4.5 At the invitation of the Chairman, the Company Secretary briefed the meeting on the polling procedures.

4.6 After the briefing on the polling procedure by the Company Secretary, the Chairman then proceeded with the agenda of the notice of the 15th AGM.

5.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS THEREON

5.1 The Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Directors' and the Auditors' Reports thereon which had been previously circulated to all shareholders were laid at the meeting for discussion.

5.2 The Chairman informed that the Audited Financial Statements of the Company for the financial year ended 31 March 2025 were meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require formal approval from shareholders of the Company. Therefore, the item was not put forward for voting.

5.3 The Chairman then invited and addressed questions from the attendees, details of which were set out in Appendix A attached. The Chairman proceeded to declare that the Audited Financial Statements of the Company for the financial year ended 31 March 2025 be hereby received.

6.0 TO NOTE THE RETIREMENT OF CHAN SOON TAT

6.1 The Chairman, being an interested party in the resolution on the re-election of himself as a Director of the Company, invited Dr. Low Min Yew ("**Dr. Low**") to take over the chair.

6.2 Dr. Low informed that Mr. Chan Soon Tat who was due for re-election pursuant to Clause 97.1 of the Constitution of the Company had indicated his intention not to be re-elected and will therefore retire at the conclusion of the 15th AGM.

6.3 Dr. Low recorded the Board's appreciation to Mr. Chan Soon Tat for his valuable contributions to the Company during his tenure as a Non-Independent Non-Executive Chairman.

6.4 Dr. Low handed the chair back to Mr. Chan Soon Tat to continue with the meeting.

7.0 TO NOTE THE RETIREMENT OF HONG BOON TOH

7.1 The Chairman informed that Mr. Hong Boon Toh who was due for re-election pursuant to Clause 97.1 of the Constitution of the Company had indicated his intention not to be re-elected and will therefore retire at the conclusion of the 15th AGM.

7.2 The Chairman recorded the Board's appreciation to Mr. Hong Boon Toh for his valuable contributions to the Company during his tenure as a Senior Independent Non-Executive Chairman.

8.0 ORDINARY RESOLUTION 1
TO RE-ELECT TAN WEI HERNG WHO RETIRES IN ACCORDANCE WITH CLAUSE 104 OF THE COMPANY'S CONSTITUTION

8.1 The Chairman informed that Ordinary Resolution 1 on the agenda was on the re-election of Mr. Tan Wei Herng who retires as Director of the Company pursuant to Clause 104 of the Constitution of the Company, and being eligible, had offered himself for re-election. The Chairman then put the motion to the meeting for consideration.

9.0 ORDINARY RESOLUTION 2
TO RE-ELECT LIM YING RAN WHO RETIRES IN ACCORDANCE WITH CLAUSE 104 OF THE COMPANY'S CONSTITUTION

9.1 The Chairman informed that Ordinary Resolution 2 on the agenda was on the re-election of Mr. Lim Ying Ran who retires as Director of the Company pursuant to Clause 104 of the Constitution of the Company, and being eligible, had offered himself for re-election. The Chairman then put the motion to the meeting for consideration.

10.0 ORDINARY RESOLUTION 3
TO RE-ELECT DR. LOW MIN YEW WHO RETIRES IN ACCORDANCE WITH CLAUSE 104 OF THE COMPANY'S CONSTITUTION

10.1 The Chairman informed that Ordinary Resolution 3 on the agenda was on the re-election of Dr. Low Min Yew who retires as Director of the Company pursuant to Clause 104 of the Constitution of the Company, and being eligible, had offered himself for re-election. The Chairman then put the motion to the meeting for consideration.

11.0 ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES UP TO AN AGGREGATE AMOUNT OF RM500,000.00 FOR THE PERIOD FROM 12 SEPTEMBER 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

11.1 The Chairman informed that Ordinary Resolution 4 on the agenda was to approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount to RM500,000.00 for the period from 12 September 2025 until the next Annual General Meeting of the Company. The Chairman then put the motion to the meeting for consideration.

12.0 ORDINARY RESOLUTION 5
TO RE-APPOINT MESSRS FORVIS MAZARS PLT *(FORMERLY KNOWN AS MAZARS PLT)* AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION

12.1 The Chairman informed that Ordinary Resolution 5 on the agenda was on the re-appointment of Messrs Forvis Mazars PLT *(formerly known as Mazars PLT)* as Auditors of the Company and to authorise the Directors to determine their remuneration. The Chairman then put the motion to the meeting for consideration.

13.0 ORDINARY RESOLUTION 6
AUTHORITY UNDER SECTIONS 75 AND SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES

13.1 The Chairman informed that Ordinary Resolution 6 on the agenda was to authorise the Directors to allot and issue an aggregate number of shares not exceeding ten per centum (10%) of the total number of issued shares of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016, and to waive the statutory pre-emptive rights of the shareholders in relation to shares issued under the mandate, pursuant to Section 85 of the Companies Act 2016. The Chairman then put the motion to the meeting for consideration.

14.0 ORDINARY RESOLUTION 7
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES

14.1 The Chairman informed that Ordinary Resolution 7 on the agenda was on the proposed renewal of authority for the Company to purchase its own ordinary shares of up to 10% of the issued share capital of the Company. The details of the proposal were set out in the Statement to Shareholders dated 31 July 2025. The Chairman then put the motion to the meeting for consideration.

15.0 ANY OTHER BUSINESS

15.1 The Chairman informed that there was no other business to be transacted of which due notice had been given in accordance with the Constitution of the Company and the Companies Act 2016.

16.0 POLLING

16.1 After all the resolutions had been tabled to the meeting, the Chairman directed for the closing of the registration of the shareholders and proxies for the meeting

16.2 The Chairman declared the polling closed at 10:18 a.m. and adjourned the meeting for the Poll Administrator and Independent Scrutineers to tabulate the results of the poll. The meeting resumed at 10:26 a.m. for the declaration of the results of the poll.

17.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 1 TO RE-ELECT TAN WEI HERNG WHO RETIRES IN ACCORDANCE WITH CLAUSE 104 OF THE COMPANY'S CONSTITUTION

17.1 Ordinary Resolution 1 was voted by poll and the result of the poll was presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	**%**	**No. of Votes**	**%**
368,172,993	99.9837	60,000	0.0163

17.2 Based on the above result, the Chairman declared that Ordinary Resolution 1 was carried. Accordingly, it was RESOLVED:

17.3 That the retiring Director, Tan Wei Herng, is hereby re-elected as Director of the Company.

18.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 2 TO RE-ELECT LIM YING RAN WHO RETIRES IN ACCORDANCE WITH CLAUSE 104 OF THE COMPANY'S CONSTITUTION

18.1 Ordinary Resolution 2 was voted by poll and the result of the poll was presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	**%**	**No. of Votes**	**%**
364,412,993	99.9835	60,000	0.0165

18.2 Based on the above result, the Chairman declared that Ordinary Resolution 2 was carried. Accordingly, it was RESOLVED:

18.3 That the retiring Director, Lim Ying Ran, is hereby re-elected as Director of the Company.

19.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 3 TO RE-ELECT DR. LOW MIN YEW WHO RETIRES IN ACCORDANCE WITH CLAUSE 104 OF THE COMPANY'S CONSTITUTION

19.1 Ordinary Resolution 3 was voted by poll and the result of the poll was presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	**%**	**No. of Votes**	**%**
354,400,093	99.9831	60,000	0.0169

19.2 Based on the above result, the Chairman declared that Ordinary Resolution 3 was carried. Accordingly, it was RESOLVED:

19.3 That the retiring Director, Dr. Low Min Yew, is hereby re-elected as Director of the Company.

20.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 4 TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES UP TO AN AGGREGATE AMOUNT OF RM500,000 FOR THE PERIOD FROM 12 SEPTEMBER 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

20.1 Ordinary Resolution 4 was voted by poll and the result of the poll was presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	**%**	**No. of Votes**	**%**
368,172,793	99.9837	60,200	0.0163

20.2 Based on the above result, the Chairman declared that Ordinary Resolution 4 was carried. Accordingly, it was RESOLVED:

20.3 That the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM500,000.00 for the period from 12 September 2025 until the next Annual General Meeting of the Company.

21.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 5 TO RE-APPOINT MESSRS FORVIS MAZARS PLT (FORMERLY KNOWN AS MAZARS PLT) AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION

21.1 Ordinary Resolution 5 was voted by poll and the result of the poll was presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	**%**	**No. of Votes**	**%**
368,172,993	99.9837	60,000	0.0163

21.2 Based on the above result, the Chairman declared that Ordinary Resolution 5 was carried. Accordingly, it was RESOLVED:

21.3 That the retiring Auditors, Messrs Forvis Mazars PLT (formerly known as Mazars PLT), having indicated their willingness to accept re-appointment, be hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby authorised to determine their remuneration.

22.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 6 AUTHORITY UNDER SECTIONS 75 AND SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES

22.1 Ordinary Resolution 6 was voted by poll and the result of the poll was presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	**%**	**No. of Votes**	**%**
368,172,993	99.9837	60,000	0.0163

22.2 Based on the above result, the Chairman declared that Ordinary Resolution 6 was carried. Accordingly, it was RESOLVED:

22.3 THAT pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit; provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares or total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Companies Act 2016, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company, ranking equally to the existing issued Company’s shares arising from any issuance of new Company’s shares pursuant to Section 76 of the Companies Act 2016.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

23.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 7 PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES

23.1 Ordinary Resolution 7 was voted by poll and the result of the poll was presented to the meeting as follows:

Votes For		**Votes Against**	
No. of Votes	**%**	**No. of Votes**	**%**
368,172,993	99.9837	60,000	0.0163

23.2 Based on the above result, the Chairman declared that Ordinary Resolution 7 was carried. Accordingly, it was RESOLVED:

23.3 THAT subject to the Companies Act 2016 ("**Act**"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the Company's aggregate retained profits as at 31 March 2025 to purchase such amount of ordinary shares in the Company ("**Proposed Renewal of Share Buy-Back Authority**") 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 interest of the Company, provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.

THAT an amount not exceeding the Company's retained profits is to be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority.

24.0 CONCLUSION

24.1 There being no other business to be transacted, the meeting concluded at 10:27 a.m. with a vote of thanks to the Chairman.

CONFIRMED AS CORRECT RECORD
OF THE PROCEEDINGS THEREAT

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CHAIRMAN

Appendix A

No.	Questions	Answers
1.	Despite a significant 138% increase in revenue to RM64 million for the financial year ended 31 March 2025, the Company and its subsidiaries ("**the Group**") recorded a higher loss before and after tax compared to the financial year ended 31 March 2024. What key strategies and initiatives is the Group implementing to reverse these losses and achieve sustainable profitability moving forward?	The financial year ended 31 March 2025 was still part of the Group's business scale-up phase, aimed at achieving economies of scale, particularly across the Artificial Intelligence (AI), Internet of Things (IoT), and Corporate Solutions divisions. In view of this, additional costs were incurred due to an increase in headcount, which was one of the key factors contributing to the reduction in profit margin. The second key factor contributing to the reduced profit margin was the spillover of costs related to several corporate exercises. The Group had undertaken various mergers and acquisitions activities, such as the acquisition of Systech Digital Solutions Sdn. Bhd. (formerly known as Wilstech Sdn. Bhd.), as well as a private placement exercise to raise working capital for the Group. These activities incurred one-off expenses, which also impacted the overall profitability. Having said that, excluding these one-off costs, the Group is showing improvement and is moving towards a lower loss position, indicating progress toward achieving profitability. The Board and Management are of the view that the Group should be able to achieve sustainable profitability within a shorter timeframe hopefully by the next financial year and look forward to sharing more positive results then.
2.	What is the Board and Management realistic timeline in returning profitability?	The Board and Management remain committed to achieving sustainable profitability within a shorter timeframe, hopefully by the next financial year. The Board and Management, including the newly appointed members, are currently driving several strategic projects and look forward to sharing positive developments in the coming months.