Systech Bhd 201001012883 (897114-T)
Smarter Solutions
(Incorporated in Malaysia)

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("**16th AGM**") of Systech Bhd. ("**SYSTECH**" or "**Company**") will be held at Ground Floor, Lobby 1 Crystal Plaza, No. 4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 11 September 2026 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2026 together with the reports of the Directors and Auditors thereon. — **Please refer to Explanatory Note 1**
2. To re-elect Tan Wei Herng who retire pursuant to Clause 97.1 of the Company's Constitution and being eligible has offered himself for re-election. — **Ordinary Resolution 1**
3. To re-elect Chan Yit Wei who retire pursuant to Clause 104 of the Company's Constitution and being eligible has offered herself for re-election. — **Ordinary Resolution 2**
4. To re-elect Goh Kok Wei who retire pursuant to Clause 104 of the Company's Constitution and being eligible has offered himself for re-election. — **Ordinary Resolution 3**
5. To re-elect Dr. Michele Adelene Sagan who retire pursuant to Clause 104 of the Company's Constitution and being eligible has offered herself for re-election. — **Ordinary Resolution 4**
6. To re-elect Chin Jian Ji who retire pursuant to Clause 104 of the Company's Constitution and being eligible has offered himself for re-election. — **Ordinary Resolution 5**
7. To re-elect Dato' Ong Theng Soon who retire pursuant to Clause 104 of the Company's Constitution and being eligible has offered himself for re-election. — **Ordinary Resolution 6**
8. To re-elect Datuk Charlie Ching Wee Chun who retire pursuant to Clause 104 of the Company's Constitution and being eligible has offered himself for re-election. — **Ordinary Resolution 7**
9. 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 2026 until the next Annual General Meeting of the Company. — **Ordinary Resolution 8**
10. To appoint Messrs YH Tan & Associates PLT as Auditors of the Company in place of the retiring Auditors, Messrs Forvis Mazars PLT, and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors. — **Ordinary Resolution 9**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

11. **AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES** — **Ordinary Resolution 10**

"THAT pursuant to Sections 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/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 Sections 75 and 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 so issued on the Bursa Malaysia Securities Berhad ("**Bursa Securities**") and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

12. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES** — **Ordinary Resolution 11**

"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 2026 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 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."

13. **PROPOSED ALLOCATION OF EMPLOYEES' SHARE SCHEME ("ESS") OPTIONS**

"THAT subject to the approvals of the relevant authorities for the ESS, including the approval from Bursa Securities for the listing of and quotation for the Company's Shares to be issued arising from the exercise of the ESS options, approval be and is hereby given to the Directors of the Company to authorise the ESS Committee, at any time and from time to time throughout the duration of the ESS, to offer and grant to the following persons, ESS options to subscribe for the Company's Shares under the ESS:-

a) Dato' Ong Theng Soon — **Ordinary Resolution 12**
b) Dr. Low Min Yew — **Ordinary Resolution 13**
c) Chin Jian Ji — **Ordinary Resolution 14**
d) Lim Ying Ran — **Ordinary Resolution 15**
e) Goh Kok Wei — **Ordinary Resolution 16**
f) Chan Yit Wei — **Ordinary Resolution 17**
g) Datuk Charlie Ching Wee Chun — **Ordinary Resolution 18**
h) Dr. Michele Adelene Sagan — **Ordinary Resolution 19**
i) Tan Wei Herng — **Ordinary Resolution 20**

Provided always that:

a) he/she must not participate in the deliberation and/or discussion of his/her own allocation;
b) not more than 10% of the total number of new Company's Shares to be issued under the ESS would be allocated to him/her who, either individually or collectively through persons connected to him/her, holds 20% or more of the total number of issued shares of the Company; and
c) the allocation of ESS Options to him/her shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ESS By-Laws, the ACE Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities, as amended from time to time."

14. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC No.: 202008004409)
CHIA SIEW LI (MAICSA 7075719) (SSM PC No.: 202208000715)
Company Secretaries
Kuala Lumpur
31 July 2026

Explanatory Notes on Ordinary and Special Businesses:

1. **Item 1 of the Agenda**

Agenda item 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016 do not require formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda item is **not put forward for voting**.

2. **Items 2, 3, 4, 5, 6, 7 and 8 of the Agenda**

The Nomination Committee ("**NC**") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election. Based on the results of the Board Evaluation conducted for the financial year ended 31 March 2026, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justifications:

Tan Wei Herng	:	Tan Wei Herng fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. He remains objective and independent in expressing his views and participating in Board's deliberations and decision-making process. Tan Wei Herng has exercised his due care and carried out his professional duties proficiently during his tenure as an Independent Non-Executive Director of the Company.
Chan Yit Wei	:	Chan Yit Wei fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. She remains objective and independent in expressing her views and participating in Board's deliberations and decision-making process. Chan Yit Wei has exercised her due care and carried out her professional duties proficiently during her tenure as an Independent Non-Executive Director of the Company.
Goh Kok Wei	:	Goh Kok Wei fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. He remains objective and independent in expressing his views and participating in Board's deliberations and decision-making process. Goh Kok Wei has exercised his due care and carried out his professional duties proficiently during his tenure as a Senior Independent Non-Executive Director of the Company.
Dr. Michele Adelene Sagan	:	Dr. Michele Adelene Sagan fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. She remains objective and independent in expressing her views and participating in Board's deliberations and decision-making process. Dr. Michele Adelene Sagan has exercised her due care and carried out her professional duties proficiently during her tenure as an Independent Non-Executive Director of the Company.
Chin Jian Ji	:	Chin Jian Ji has the overall responsibility for leading the planning of the Group's medium and long-term growth and strategy plan as well as overseeing the execution of the strategy. Chin Jian Ji has exercised his due care and carried out his professional duties proficiently during his tenure as an Executive Director of the Company.
Dato' Ong Theng Soon	:	Dato' Ong Theng Soon has overall responsibility for planning, implementing and integrating the strategic direction of the Company. He is familiar with the Company's business operations and able to provide valuable input to steer the Company forward. Dato' Ong Theng Soon has exercised his due care and carried out his professional duties proficiently during his tenure as an Executive Chairman of the Company.
Datuk Charlie Ching Wee Chun	:	Datuk Charlie Ching Wee Chun fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. He remains objective and independent in expressing his views and participating in Board's deliberations and decision-making process. Datuk Charlie Ching Wee Chun has exercised his due care and carried out his professional duties proficiently during his tenure as an Independent Non-Executive Director of the Company.

3. **Item 9 of the Agenda**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 8, if passed, will facilitate the payment of proposed Directors' fees and any benefits payable of RM500,000 for the period from 12 September 2026 until the conclusion of the next annual general meeting to the Directors of the Company and its subsidiaries.

4. **Item 10 of the Agenda**

The Company's Existing Auditors, Messrs Forvis Mazars PLT, had indicated their intention to retire and they are not seeking for re-appointment as External Auditors of the Company at the forthcoming 16th AGM, and that they will hold office until the conclusion of the 16th AGM.

The Board, through the Audit and Risk Management Committee ("**ARMC**"), had on 30 July 2026, considered the profile, resources, experience, proposed audit fees and engagement scope of potential audit firms, taking into account the size and complexity of the operations of the Company and its subsidiaries ("**Group**"), recommended the appointment of Messrs YH Tan & Associates PLT, who has consented to act as Auditors, in place of the outgoing auditors.

The ARMC and the Board, had assessed the suitability, objectivity and independence of Messrs YH Tan & Associates PLT to be the External Auditors of the Company, collectively agreed and are satisfied that Messrs YH Tan & Associates PLT meets the relevant criteria prescribed under Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The appointment of Messrs YH Tan & Associates PLT as the External Auditors of the Company is subject to shareholders' approval at the forthcoming 16th AGM. If approved, Messrs YH Tan & Associates PLT will serve as Auditors and hold office until the conclusion of the next Annual General Meeting of the Company.

5. **Item 11 of the Agenda**

The Company had, at its Fifteenth Annual General Meeting held on 11 September 2025, obtained its shareholders' approval for the general mandate for the issuance of shares pursuant to Section 75 and Section 76 of the Companies Act 2016 ("**Act**"). As the date of the Notice of the 16th AGM, 64,262,496 ordinary shares were issued and the total proceeds raised amounted to RM9,010,523.78, pursuant to the mandate obtained from the shareholders at the 15th AGM held on 11 September 2025.

The proposed Ordinary Resolution 10 is a renewal of the general mandate for the issuance of shares by the Company under Section 75 and Section 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The waiver of pre-emptive rights pursuant to Section 85 of the Act will 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 new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

The authority will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares for purposes of funding investment project(s), working capital and/or acquisition.

6. **Item 12 of the Agenda**

The proposed Ordinary Resolution 11 if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company. This authority unless revoked or varied by the company at a general meeting will expire at the next AGM of the Company.

Please refer to the Statement to Shareholders dated 31 July 2026 for further information.

7. **Item 13 of the Agenda**

The ESS was implemented on 25 April 2024 following the shareholders' approval obtained at the Extraordinary General Meeting of the Company held on 18 April 2024.

The proposed Ordinary Resolutions 12, 13, 14, 15, 16, 17, 18, 19, and 20 if passed, will provide flexibility to the Directors to grant ESS Options to the following Directors to subscribe for new Company's Shares, subject to the By-Laws of the ESS:

(a) Dato' Ong Theng Soon, the Executive Chairman of the Company;
(b) Dr. Low Min Yew, the Managing Director of the Company;
(c) Lim Ying Ran, the Executive Director of the Company;
(d) Chin Jian Ji, the Executive Director of the Company;
(e) Goh Kok Wei, the Senior Independent Non-Executive Director of the Company;
(f) Tan Wei Herng, the Independent Non-Executive Director of the Company;
(g) Dr. Michele Adelene Sagan, the Independent Non-Executive Director of the Company;
(h) Chan Yit Wei, the Independent Non-Executive Director of the Company; and
(i) Datuk Charlie Ching Wee Chun, the Independent Non-Executive Director of the Company.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
2. In the case of a corporate member, the instrument appointing a proxy ("**Form of Proxy**") shall be either (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
3. If a member appoints more than one (1) proxy to attend and vote at the 16th AGM, the appointment shall be invalid unless the member specifies the proportion of their holdings to be represented by each proxy.
4. Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company. Where an authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
5. Where a member is an exempt authorised nominee ("**EAN**") as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds. EAN is advised to list down the name of proxies and the particulars of their NRIC No. (both new and old) and attach it to the Form of Proxy.
6. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 16th AGM or at any adjournment thereof, as follows:

(a) In hard copy form

The original instrument appointing a proxy must be deposited at the share registrar of the Company, GAP Advisory Sdn. Bhd. at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia.

(b) By electronic means

The Form of Proxy can also be lodged electronically via email at ir.shareregistry@gapadvisory.my.

7. The Form of Proxy, if submitted by a member, will not preclude that member from attending, participating and voting in person at the 16th AGM should the member subsequently decide to do so.
8. For the purpose of determining whether a member is entitled to attend, participate and vote at the 16th AGM, the Company shall be requesting the Record of Depositors as at 27 August 2026. Only depositors whose names appear in the Record of Depositors as at 27 August 2026 shall be entitled to attend, participate and vote at the 16th AGM or appoint proxy/proxies on his/her behalf.
9. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 16th AGM will be conducted by poll.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 16th 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 16th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 16th 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 the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents) 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.