

NOTICE OF THE TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of the Company will be 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. to transact the following business:

AGENDA

- As Ordinary Business**
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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon. | Explanatory Note B |
| 2. To approve the 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. | Resolution 1 |
| 3. To approve the payment of Directors' fees and allowances to the Non-Executive Directors of up to RM120,000 with effect from 28 August 2020 until the next Annual General Meeting ("AGM") of the Company. | Resolution 2 |
| 4. To re-elect the following Directors who are retiring under Article 97 of the Constitution: | |
| (i) Mr. Tan Hock Ann | Resolution 3 |
| (ii) Mr. Chuar Sew Tin | Resolution 4 |
| 5. To re-appoint Messrs. T. H. Kuan & Co. as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 5 |

As Special Business

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

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| 6. Ordinary Resolution
Retention of 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." | Resolution 6 |
| 7. Ordinary Resolution
Retention of Independent Non-Executive Director
"THAT Mr. Terence Selvarajah A/L Peter Selvarajah, 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." | Resolution 7 |
| 8. Ordinary Resolution
Authority to allot and issue shares pursuant to the Companies Act, 2016 ("the Act")
"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 Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next AGM of the Company." | Resolution 8 |
| 9. Ordinary Resolution
Authority for the Company to purchase its own ordinary shares of up to 10% of its issued share capital ("Proposed Renewal of Share Buy-Back Mandate")
"THAT subject to the Act, the provisions of the Company's Constitution, the ACE Market Listing Requirements of Bursa Securities ("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, either 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." | Resolution 9 |
| 10. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Act. | |

NOTICE OF DIVIDEND PAYMENT AND DIVIDEND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Tenth AGM of the Company, a single tier final dividend of 0.2 sen per ordinary share in respect of the financial year ended 31 March 2020 will be paid to the shareholders of the Company on 18 September 2020. The entitlement date for the said dividend shall be 11 September 2020.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the Depositor's securities account before 4.00 p.m. on 11 September 2020 in respect of ordinary transfers; and
- Share bought on Bursa Securities on a cum entitlement basis according to the Rule of Bursa Securities.

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

CHEW SIOK BEE (MAICSA 7023967)

Company Secretaries

Kuala Lumpur

30 July 2020

Notes:

- A. Proxy**
- A proxy may but need not be a member of the Company.
 - To be valid, this form, duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy 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).
 - A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his 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, this 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 24 August 2020 shall be entitled to attend the Tenth AGM.

B. Audited Financial Statements

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

C. Explanatory Notes on Special Business

1. Resolution 6 and 7 – Retention of Independent Non-Executive Director

The Board has assessed the independence of Mr. Robert Koong Yin Leong and Mr. Terence Selvarajah A/L Peter Selvarajah, who have served as Independent Non-Executive Directors of the Company for a cumulative term of nine (9) years. The Board is satisfied that they have met the independence criteria and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justification:

- they have declared and confirmed that they have fulfilled the independence guidelines as set out in Chapter 1 of the AMLR;
- they have vast experience in their field of expertise which could provide the Board with a diverse set of experience, expertise and independent judgement;
- they have good knowledge of the Company's business operations;
- they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making; and
- they have exercised due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.

2. Resolution 8 – Authority to allot and issue shares pursuant to Section 75 of the Act

The Company had, during the Ninth AGM held on 31 July 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 75 of the Companies Act, 2016. As at the date of this notice, the Company did not issue any shares pursuant to the mandate obtained.

The Ordinary Resolution proposed under item 8, is a new mandate and if passed, will authorise the Directors of the Company to allot and issue shares up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

The mandate is to provide flexibility to the Company to allot and issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to eliminate any delay and avoid incurring additional cost. The purpose of this mandate is to facilitate the Company to undertake possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

3. Resolution 9 – Authority for the Company to purchase its own ordinary shares of up to 10% of its issued share capital

The Company had, during the Ninth AGM held on 31 July 2019, also obtained its shareholders' approval for the general mandate for the Company to purchase its own ordinary shares of up to 10% of the issued share capital of the Company.

The Ordinary Resolution proposed under item 9, is a renewal of the mandate and if passed, will empower the Company to buy-back and/or hold up to a maximum of 10% of the Company's issued share capital at any point of time on Bursa Securities, by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

For further information on the Proposed Renewal of Share Buy-Back Mandate, please refer to the Statement to Shareholders dated 30 July 2020, which can be viewed and downloaded from the Company's website at www.systemch.com.

4. Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent 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.