

SYSMA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201207614H)

**VOLUNTARY UNCONDITIONAL CASH OFFER BY RHT CAPITAL PTE. LTD. FOR AND
ON BEHALF OF GTV CAPITAL PTE. LTD.**

DELISTING DATE

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of Sysma Holdings Limited (the "**Company**") refers to:

- (a) the offer announcement dated 1 June 2023 (the "**Offer Announcement**") in relation to the voluntary conditional cash offer (the "**Offer**") by RHT Capital Pte. Ltd. ("**RHTC**") for and on behalf of GTV Capital Pte. Ltd. (the "**Offeror**"), to acquire all the issued and paid-up ordinary shares ("**Shares**") in the capital of the Company in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers ("**Code**");
- (b) the announcement dated 1 June 2023 made by the Company informing the shareholders of the Company (the "**Shareholders**") of the Offer;
- (c) the announcement dated 7 June 2023 made by the Company in relation to the appointment of Xandar Capital Pte. Ltd. as the independent financial adviser ("**IFA**") to the Directors who are considered independent for the purposes of making a recommendation to Shareholders in respect of the Offer ("**Independent Directors**");
- (d) the formal offer document dated 22 June 2023 (the "**Offer Document**") issued by RHTC, for and on behalf of the Offeror, in relation to the Offer, in accordance with Rule 15 of the Code;
- (e) the announcement dated 22 June 2023 made by RHTC, for and on behalf of the Offeror, in relation to the electronic despatch of the Offer Document and the despatch of the notification containing instructions for the electronic retrieval of the Offer Document (the "**Offer Document Despatch Announcement**");
- (f) the notification containing the address and instructions for the electronic retrieval of the Offer Document despatched to Shareholders on 22 June 2023 (the "**Offer Document Notification**");
- (g) the offeree circular dated 6 July 2023 issued by the Company to the Shareholders in relation to the Offer which contains, *inter alia*, the recommendation of the IFA to the Independent Directors and the recommendation of the Independent Directors to Shareholders ("**Offeree Circular**");
- (h) the notice to Shareholders dated 6 July 2023 issued by the Company in connection with the electronic dissemination of the Offeree Circular containing, *inter alia*, the website addresses and instructions for the electronic access and retrieval of the Offeree Circular ("**Notice to Shareholders**");

- (i) the announcement dated 6 July 2023 by the Company relating to the despatch of the Notice to Shareholders;
- (j) the announcement dated 10 July 2023 made by RHTC, for and on behalf of the Offeror, announcing that the Offer Price of S\$0.168 in cash for each Offer Share is final and that the Offeror will not revise the Offer Price (“**No Revision of Offer Price Announcement**”);
- (k) the announcement dated 19 July 2023 made by RHTC, for and on behalf of the Offeror, in relation to, *inter alia*, (i) the level of acceptances of the Offer as at 6.00 p.m. (Singapore time) on 19 July 2023, (ii) the Offer being declared unconditional in all respects; (iii) the Offeror’s entitlement and intention to compulsorily acquire the remaining Offer Shares pursuant to Section 215(1) of the Companies Act 1967 of Singapore (“**Companies Act**”), at a price equal to the Offer Price; and (iv) the extension of the Closing Date of the Offer (“**Offer Declared Unconditional Announcement**”);
- (l) the announcement dated 20 July 2023 made by the Company in relation to the loss of free float of the Company (“**Loss of Free Float Announcement**”);
- (m) the announcement dated 3 August 2023 issued by RHTC, for and on behalf of the Offeror, relating to, *inter alia*, the close of the Offer and the final level of acceptances (“**Close of Offer Announcement**”);
- (n) the announcement dated 3 August 2023 made by the Company in relation to the Close of Offer Announcement;
- (o) the announcement dated 4 August 2023 by RHTC, for and on behalf of the Offeror, in relation to the despatch of notices pursuant to Section 215(1) and Section 215(3) of the Companies Act (the “**Compulsory Acquisition Announcement**”); and
- (p) announcement dated 18 August 2023 in relation to the Company’s receipt of no-objection from SGX-ST in relation to the delisting and waivers from compliance with certain Catalist Rules requirements.

Unless otherwise defined herein, capitalized terms used herein shall bear the same meaning as ascribed to them in the aforesaid announcements and documents.

2. DELISTING DATE

As stated in the Compulsory Acquisition Announcement, the Offeror has on 5 September 2023 exercised its right of Compulsory Acquisition to acquire the Shares of the Dissenting Shareholders. The Company has been informed by the Offeror that the target completion date of the Compulsory Acquisition is 12 September 2023.

Following completion of the Compulsory Acquisition, the Company will become a wholly-owned subsidiary of the Offeror. Accordingly, the Board wishes to announce that the Company will be delisted from the Official List of the Catalist Board of the SGX-ST with effect from 9.00 a.m. (Singapore time) on 13 September 2023.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, the Offer Document, the No Revision of Offer Price Announcement, the Offer Declared Unconditional Announcement, the Close of Offer Announcement and the Compulsory Acquisition Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Sin Soon Teng
Executive Chairman and Group Chief Executive Officer
11 September 2023

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.