

VOLUNTARY CONDITIONAL CASH OFFER

by



RHT CAPITAL PTE. LTD.

(Company Registration No.: 201109968H)
(Incorporated in the Republic of Singapore)

for and on behalf of

GTV CAPITAL PTE. LTD.

(Company Registration No.: 202229435K)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of



SYSMA HOLDINGS LIMITED

SYSMA HOLDINGS LIMITED

(Company Registration No.: 201207614H)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by
GTV Capital Pte. Ltd. as at the date of the Offer

22 June 2023

To : The Shareholders of Sysma Holdings Limited

Dear Shareholders,

NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS

1. INTRODUCTION

1.1 RHT Capital Pte. Ltd. ("**RHTC**") refers to:

- (a) the offer announcement dated 1 June 2023 ("**Offer Announcement**") in relation to the voluntary conditional cash offer ("**Offer**") by RHTC, for and on behalf of GTV Capital Pte. Ltd. ("**Offeror**"), to acquire all the issued and paid-up ordinary shares ("**Shares**") in the capital of Sysma Holdings Limited ("**Company**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers ("**Code**"); and
- (b) the formal offer document ("**Offer Document**") issued the date hereof by RHTC, for and on behalf of the Offeror, in relation to the Offer, in accordance with Rule 15 of the Code.

1.2 Unless otherwise defined herein, capitalized terms used in this letter ("**Notification**") shall have the same meanings ascribed to them as in the Offer Document.

2. ELECTRONIC DISSEMINATION OF THE OFFER DOCUMENT AND RELATED DOCUMENTS

RHTC has today issued the Offer Document and its related documents for and on behalf of the Offeror. Pursuant to the Securities Industry Council's Public Statement on the Further Extension of Temporary Measures to Allow for Electronic Dissemination of Rights Issue and Take-over Documents on 29 June 2021, the Offeror has opted to electronically disseminate the Offer Document. **Accordingly, please note that no printed copies of the Offer Document will be despatched to Shareholders.**

3. ACCESS, VIEW AND DOWNLOAD THE OFFER DOCUMENT AND ITS RELATED DOCUMENTS FROM THE SGX-ST'S WEBSITE

3.1 The electronic versions of the Offer Document and its related documents are located on the SGX-ST announcement page of the Company.

3.2 To access the electronic version of the Offer Document and its related documents:

- (a) Please access the following URL: <https://www.sgx.com>;
- (b) Select the section "**Securities**", select "**Company Information**" and then "**Company Announcements**" from the drop-down menu list; and
- (c) Type the name of the Company: "**SYSMA HOLDINGS LIMITED**" in the box titled "**Filter by Company / Security Name**". "**SYSMA HOLDINGS LIMITED**" will appear as a drop-down item below the filter box.

Please select the announcement dated 22 June 2023 titled "General Announcement:: Voluntary Conditional Cash Offer – Despatch of Offer Document". The Offer Document and its related documents can be accessed by clicking on the links under the section titled "Attachments" at the bottom of the announcement.

3.3 Printed copies of this Notification sent to you would also be accompanied by:

- (a) (if you hold Offer Shares deposited with CDP) a Form of Acceptance and Authorisation for Offer Shares ("**FAA**") or (if you hold Offer Shares in scrip form) a Form of Acceptance and Transfer for Offer Shares ("**FAT**" and together with the FAA, "**Relevant Acceptance Forms**"); and
- (b) a pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting is made outside of Singapore.

3.4 If you are a Shareholder and do not receive the Notification containing the address and instructions for the electronic retrieval of the Offer Document and related documents, and the FAA and/or FAT, as the case may be, within a week of the date of this Announcement, please contact either (1) CDP (if you hold Offer Shares deposited with CDP) or (2) the Registrar (if you hold Offer Shares in scrip form), as the case may be, immediately. You may find the email address, address and/or telephone number of CDP and the Registrar below:

(1) The Central Depository (Pte) Limited

Tel: +65 6535 7511
Email: asksgx@sgx.com

(2) Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)

80 Robinson Road,
#11-02, Singapore 068898
Tel: +65 6236 3550 or +65 6236 3555
Email: IS.Corporateactions@sg.tricorglobal.com

3.5 Electronic copies of the Relevant Acceptance Forms may also be obtained on the website of the SGX-ST at www.sgx.com, by following the instructions on locating the Offer Document and its related documents set out in paragraph 3.2 above.

- 3.6 SRS Investors should receive further information on how to accept the Offer from their respective SRS Agent Banks directly.

4. PROCEDURES FOR ACCEPTANCE

- 4.1 If you wish to accept the Offer in respect of all or part of your Offer Shares:

- (a) (if you hold Offer Shares deposited with CDP) please ensure that you complete and return the FAA:
- (i) **by post**, in the enclosed pre-addressed envelope¹, to GTV Capital Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
 - (ii) **in electronic form**, via the SGX Investor Portal at investors.sgx.com (in respect of Individual and Joint-Alt account holders only). Depositors who are corporations or Joint-And account holders cannot submit their FAA in electronic form and should sign the enclosed FAA per its/their signing mandate and where appropriate, affix its/their common seal to the FAA in accordance with its constitution or relevant constitutive documents; and
- (b) (if you hold Offer Shares in scrip form) please ensure that you complete and return the FAT:
- (i) **by hand**, to GTV Capital Pte. Ltd. c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #11-02, Singapore 068898; or
 - (ii) **by post**, in the enclosed pre-addressed envelope¹, to GTV Capital Pte. Ltd. c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #11-02, Singapore 068898,

in each case so as to arrive not later than **5.30 p.m. (Singapore time) on 20 July 2023 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror ("Closing Date"))**. If the completed Relevant Acceptance Form(s) are delivered by post to the Offeror, please use the enclosed pre-addressed envelope at your own risk, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting is made outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above addresses. Settlement of the Offer Price for such Offer Shares cannot be made until all relevant documents have been properly completed and delivered.

- 4.2 The procedures for acceptance of the Offer are also set out in **Appendix 2** to the Offer Document and in the accompanying FAA and/or FAT (as applicable).
- 4.3 SRS Investors will receive further information on how to accept the Offer from their respective SRS Agent Banks directly.

5. GENERAL

- 5.1 The views of the directors of the Company who are considered independent for the purposes of the Offer on the Offer and the independent financial adviser to such directors of the Company on the Offer will be made available to you in due course by the Company. You may wish to consider their views before taking any action in relation to the Offer.
- 5.2 If you are in any doubt about the Offer or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

¹ The Relevant Acceptance Forms returned by post shall be done at your own risk and the Offeror shall not be responsible or liable in the event the Relevant Acceptance Forms are lost or not received for whatever reason.

6. DIRECTORS' RESPONSIBILITY STATEMENT

- 6.1 The Director of the Offeror (including where he has delegated detailed supervision of this Announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and the Director accepts responsibility accordingly.
- 6.2 Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Company), the sole responsibility of the Director of the Offeror 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.

Issued by
RHT Capital Pte. Ltd.

For and on behalf of
GTV Capital Pte. Ltd.

22 June 2023

Any enquiries relating to this Notification or the Offer should be directed during office hours to:

RHT Capital Pte. Ltd.
Tel: (65) 6381 6966

IMPORTANT NOTICE

All statements other than statements of historical facts included in this Notification are or may be forward-looking statements. Forward-looking statements include, but are not limited to, those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast", "targets" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Offeror and RHTC undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.