

## SYSMA HOLDINGS LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of SYSMA HOLDINGS LIMITED (the “**Company**”) will be held by way of electronic means on 26 November 2021 at 10:30 a.m. for the purposes set out below.

The Notice has been made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s Website at URL [www.sysma.com.sg](http://www.sysma.com.sg). A printed copy of this Notice, the proxy form and other documents related to the EGM will **NOT** be despatched to shareholders of the Company (“**Shareholders**”).

#### **ORDINARY RESOLUTION 1: The proposed adoption of the Sysma Performance Share Plan 2021 (the “Sysma PSP 2021”)**

#### **ORDINARY RESOLUTION 2: The proposed grant of authority to grant awards and to allot and issue Shares under the Sysma PSP 2021**

That:

- (i) the performance share plan to be known as Sysma Performance Share Plan 2021 (the “**Sysma PSP 2021**”) details of which are set out in the Circular dated 3 November 2021 to the Shareholders, under which awards (“**Awards**”) of Shares or cash, wholly or partly (as the case may be), will be granted, free of payment, to selected employees of the Group, be and is hereby approved.
- (ii) the Directors of the Company be and are hereby authorised:
  - a. to establish and administer the Sysma PSP 2021;
  - b. to modify and/or amend the Sysma PSP 2021 from time to time provided that such modification(s) and/or amendment(s) are effected in accordance with the provisions of the Sysma PSP 2021 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Sysma PSP 2021;
  - c. to grant Awards in accordance with the provisions of the Sysma PSP 2021 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the Sysma PSP 2021, together with other existing share schemes of the Company (if any), subject to the passing of the Ordinary Resolution 1, shall not exceed fifteen per cent (15%) of the issued Shares of the Company from time to time (excluding Treasury Shares); and
  - d. to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by these Resolutions.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 3 November 2021.

#### **BY ORDER OF THE BOARD**

Pan Mi Keay  
Company Secretary  
Singapore  
3 November 2021

### Additional Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM in person. Shareholders will be able to watch the proceedings of the EGM through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, Shareholders who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 10:30 a.m. on 23 November 2021, at <https://conveneagm.sg/sysmaagm2021> (the “Sysma AGM Website”). Shareholders will receive an email verification authenticating their status as Shareholders immediately upon pre-registration, along with the accompanying instructions on accessing the webcast and audio feed of the proceedings. Shareholders who do not receive an email 24 hours after pre-registration may contact technical support via email at [agm2021@sysma.com.sg](mailto:agm2021@sysma.com.sg) or <mailto:support@conveneagm.com>.

Persons holding shares through relevant intermediaries, including SRS investors, who wish to participate in the EGM via webcast should contact their relevant intermediaries (e.g. their respective SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

3. Shareholders who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolutions to be tabled for approval at the EGM. Please note that Shareholders will not be able to ask questions at the EGM “live” during the webcast and the audio feed.

All questions must be submitted to the Company by **5:00 p.m. on 19 November 2021** (“**Questions Cut-Off Date**”) in the following manner:-

- (a) via the Sysma AGM Website;
- (b) if submitted electronically, be submitted via email to the Company at [agm2021@sysma.com.sg](mailto:agm2021@sysma.com.sg); or
- (c) if submitted by post, be lodged at the Company’s Registered Office Address, at 2 Balestier Road, #03-669 Balestier Hill Shopping Centre, Singapore 320002.

The Company will address substantial questions relevant to the resolutions to be tabled for approval at the EGM as received from Shareholders before the Questions Cut-Off Date, on or prior to the EGM. The Company will, within one month after the date of the EGM, publish the minutes of the EGM, together with responses to subsequent clarifications sought or follow-up questions raised by Shareholders in respect of substantial and relevant matters (if any) on SGXNET and the Company’s website.

4. Shareholders (whether individuals or corporates) who wish to exercise their voting rights at the EGM must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM as proxy, Shareholders (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
  - (a) in the electronic format accessible on the Sysma AGM Website; or

- (b) if sent personally or by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #11-02, Singapore 068898; or
- (c) if submitted by email, be submitted via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case no later than **10:30 a.m. on 24 November 2021**, and in default the instrument of proxy shall not be treated as valid.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

SRS Investors are to approach their respective SRS Operators to submit their votes by at least seven (7) days before the time appointed for the holding of the EGM.

- 7. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
- 8. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- 9. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
- 10. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

### **Important Reminders**

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM.

**Personal data privacy:**

By (a) submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to Shareholders to the "live" webcast or "live" audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the EGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.