

## CIRCULAR DATED 3 NOVEMBER 2021

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

This Circular is issued by **SYSMA HOLDINGS LIMITED** (“**Company**”). If you are in any doubt in relation to this Circular or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (“**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 Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg)

Terms appearing on the cover of this Circular bear the same meanings as defined in this Circular.



### **SYSMA HOLDINGS LIMITED**

(Company Registration Number 201207614H)  
(Incorporated in the Republic of Singapore)

#### **CIRCULAR TO SHAREHOLDERS**

**in relation to**

#### **THE PROPOSED ADOPTION OF THE SYSMA PERFORMANCE SHARE PLAN 2021 (“SYSMA PSP 2021”)**

#### **IMPORTANT DATES AND TIMES**

- Last date and time for lodgement of Proxy Form : 24 November 2021 at 10:30 a.m.
- Date and time of Extraordinary General Meeting : 26 November 2021 at 10:30 a.m. (or as soon as practicable following the conclusion or adjournment of the Company’s Annual General Meeting to be held on the same day at 10:00 a.m.)
- Place of Extraordinary General Meeting : To be held by way of electronic means

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## DEFINITIONS

In this Circular, the following definitions apply throughout unless the content otherwise states or requires:-

<b>“ACRA”</b>	:	Accounting and Corporate Regulatory Authority of Singapore
<b>“Act” or “Companies Act”</b>	:	The Companies Act (Chapter 50) of Singapore, as amended, supplemented or modified from time to time
<b>“Amendment Acts”</b>	:	The Companies (Amendment) Act 2014 of Singapore and the Companies (Amendment) Act 2017 of Singapore, which were passed in Parliament on 8 October 2014 and 10 March 2017 respectively
<b>“Associate”</b>	:	Has the meaning ascribed to it in the Catalist Rules
<b>“Auditors”</b>	:	The auditors for the time being of the Company
<b>“Award”</b>	:	Has the meaning ascribed to it in Section 7 of Appendix 1 of this Circular
<b>“Award Letter”</b>	:	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee
<b>“Board” or “Board of Directors”</b>	:	The Board of Directors of the Company for the time being
<b>“Catalist”</b>	:	The Catalist Board of the SGX-ST
<b>“Catalist Rules”</b>	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, supplemented or modified from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular dated 3 November 2021
<b>“Committee”</b>	:	The Remuneration Committee of the Company duly appointed by the Board from time to time
<b>“Company”</b>	:	Sysma Holdings Limited
<b>“Date of Grant”</b>	:	The date on which an Award is granted to a Participant pursuant to the rules of the Sysma PSP 2021
<b>“Director”</b>	:	A director of the Company for the time being
<b>“Executive Director”</b>	:	A Director who performs an executive function
<b>“EGM” or “Meeting”</b>	:	The extraordinary general meeting of the Company to be held on 26 November 2021, notice of which is set out in pages 31 to 36 of this Circular
<b>“EGM Proposal”</b>	:	The proposed adoption of the Sysma PSP 2021 and proposed grant of authority to grant awards and to allot and issue Shares under the Sysma PSP 2021 by ordinary resolution
<b>“EPS”</b>	:	Earnings per Share

<b>“FY”</b>	:	Financial year ended/ending 31 July
<b>“Group”</b>	:	The Company and its subsidiaries collectively
<b>“Group Employee(s)”</b>	:	Employee(s) of the Group (including any Group Executive Director)
<b>“Group Executive Director”</b>	:	A Director of the Group who performs an executive function within the Group
<b>“Group Non-Executive Director”</b>	:	A Director of the Group, other than a Group Executive Director, but including an Independent Director
<b>“Independent Director”</b>	:	An independent Director for the time being of the Company
<b>“Latest Practicable Date” or “LPD”</b>	:	21 October 2021, being the latest practicable date prior to the printing of this Circular
<b>“Market Day”</b>	:	A day on which SGX-ST is open for trading of securities
<b>“NAV”</b>	:	Net asset value
<b>“New Share”</b>	:	The new Shares which may be allotted and issued from time to time pursuant to the vesting of an Award under the Plan
<b>“NTA”</b>	:	Net tangible asset
<b>“Participant”</b>	:	A person who is eligible and who has been selected by the Committee to participate in the Sysma PSP 2021 in accordance with the rules of the Sysma PSP 2021
<b>“Performance Target(s)”</b>	:	The performance target(s) prescribed by the Committee to be fulfilled by a Participant for any particular period determined by the Committee based on factors including but not limited to the Group’s business goals and directions for each financial year, the Participant’s job scope and responsibilities, and the prevailing market and economic conditions
<b>“Record Date”</b>	:	The date as at the close of business (or such other time as may have been prescribed by the Company) on which Shareholders must be registered with the Company or with CDP (as the case may be) in order to participate in the dividends, rights, allotments or other distributions
<b>“Register of Members”</b>	:	The register of members of the Company
<b>“Rules”</b>	:	Rules of the Plan and any reference to a particular Rule shall be construed accordingly
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
<b>“SFA”</b>	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended, supplemented or modified from time to time
<b>“SFRS(I) 2”</b>	:	Singapore Financial Reporting Standards (International) 2

“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Ordinary share(s) in the capital of the Company
“Sponsor” or “Financial Adviser”	:	PrimePartners Corporate Finance Pte. Ltd.
“Substantial Shareholder”	:	Shall have the meaning ascribed to it in Section 81 of the Act and Section 2(4) of the SFA, being a person who: <ul style="list-style-type: none"> <li>(a) has an interest or interests in one (1) or more Shares (excluding treasury shares) in the Company; and</li> <li>(b) the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the Shares in the Company (excluding treasury shares).</li> </ul>
“Sysma PSP 2021” or “Plan”	:	The proposed Sysma Performance Share Plan 2021, the rules of which are set out in the Appendix 1 of this Circular
“Vesting Period”	:	In relation to an Award, a period or periods, the duration of which is to be determined by the Committee at the date of the grant of the Award
“S\$” and “cents”	:	Singapore dollars and cents, respectively
“%”	:	Per cent or percentage

The terms “**Depositor**”, “**Depository Agent**”, “**Depository**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “**treasury shares**” and “**subsidiary**” shall have the meanings ascribed to them respectively in Sections 4 and 5 of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated. Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any term defined under the SFA, the Companies Act or the Catalist Rules, or any statutory modification thereof and used in this Circular shall, but not defined herein, where applicable, have the meaning ascribed to it under the SFA, the Companies Act or the Catalist Rules, or such modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them. Where applicable, figures and percentages are rounded to the nearest one decimal place.

# SYSMA HOLDINGS LIMITED

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

## Directors:

Sin Soon Teng (Executive Chairman and Group Chief Executive Officer)  
Sin Ee Wuen (Executive Director and Deputy Chief Executive Officer)  
Richard Tan Kheng Swee (Lead Independent Non-Executive Director)  
Teo Boon Tieng (Independent Non-Executive Director)  
Lim Kheng Hock (Independent Non-Executive Director)

## Registered Office:

Block 2 Balestier Road  
#03-669  
Balestier Hill Shopping Centre  
Singapore 320002

3 November 2021

To: The Shareholders of Sysma Holdings Limited

Dear Sir/Madam

- (1) **THE PROPOSED ADOPTION OF THE SYSMA PERFORMANCE SHARE PLAN 2021 (THE “SYSMA PSP 2021”)**
  - (2) **THE PROPOSED GRANT OF AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE SYSMA PSP 2021**
- 

## 1. INTRODUCTION

1.1 The Directors propose to convene the EGM to be held by way of electronic means on 26 November 2021 to seek Shareholders’ approval in relation to:

- a. Ordinary Resolution 1 for the proposed adoption of the Sysma PSP 2021; and
- b. Ordinary Resolution 2 for the proposed grant of authority to grant awards and to allot and issue Shares under the Sysma PSP 2021.

(the “**EGM Proposal**”).

For clarity, Ordinary Resolution 2 has the effect of granting Directors specific authority in relation to the allotment and issuance of Shares under the Sysma PSP 2021, failing which such allotment and issuance will rely on the then prevailing share issue mandate granted by Shareholders pursuant to Catalyst Rule 806 of the Catalyst Rules, which effectively reduces the aggregate number of Shares and convertible securities issuable pursuant to the prevailing share issue mandate for other usages. Furthermore, such authority has to be sought from Shareholders annually when the share issue mandate is being renewed.

The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek their approval for the above-mentioned proposals at the EGM.

## 2. THE PROPOSED ADOPTION OF THE SYSMA PSP 2021

### 2.1 SYSMA PSP 2021

The Company is proposing to implement an employee performance share award scheme known as the “Sysma Performance Share Plan 2021” (“**SYSMA PSP 2021**”), whereby eligible participants are conferred rights by the Company to be issued or transferred Shares or cash, wholly or partly (the “**Awards**”).

The Company previously adopted an employee performance share plan known as Sysma Performance Share Plan (“**SY SMA PSP 2012**”) on 5 July 2012 which is expiring on 4 July 2022. As such, the Board deems it appropriate and timely to implement a separate performance share plan that incorporates the latest plan rules and disclosures arising from updates in applicable laws, rules and regulations, and a plan that will continue to serve the Group upon the expiry of the Sysma PSP 2012.

Similar to the Sysma PSP 2012, the Sysma PSP 2021 is primarily a share incentive scheme. It recognises the fact that the services of Group Employees are important to the success and continued well-being of the Group. The implementation of the Sysma PSP 2021 will enable the Company to continue to give recognition to the contributions made by such Group Employees. At the same time, it will give such Group Employees an opportunity to have a direct interest in the Company and will also help to achieve the following positive objectives:

- a) to motivate each Participant to optimise his performance standards and efficiency and to maintain a high level of contribution to our Group;
- b) to retain key employees and Group Executive Directors whose contributions are essential to the long-term growth and profitability of our Group;
- c) to instil loyalty to and a stronger identification by the Participants with the long-term prosperity of the Company;
- d) to attract potential employees with relevant skills to contribute to the Group and to create value for the Shareholders; and
- e) to align the interests of the Participants with the interests of our Shareholders.

The Group believes that with the Sysma PSP 2021, together with the Sysma PSP 2012 and any other share-based incentive scheme which the Group may adopt, the Group is equipped with a set of flexible remuneration tools, with which the Group would be better able to attract and retain talents.

## 2.2 Expiry of the Sysma Performance Share Plan 2012

Since the establishment of Sysma PSP 2012 and up to the date of this circular, no shares were granted under the Sysma PSP 2012 to the Group employees as majority of its key employees had held shares in the Company upon its successful listing on the Catalist Board of the SGX-ST. Additionally, the Company had used cash incentives such as salary increments and bonus as principal motivational measures for staff retention.

The Sysma PSP 2012 will expire on 4 July 2022, upon attaining the maximum 10-year duration.

## 2.3 Rationale for adopting Sysma PSP 2021

In addition to incorporating the latest plan rules and disclosures arising from updates in applicable laws, rules and regulations, and a performance plan that will continue to serve the Group upon the expiry of the Sysma PSP 2012, the Company has, in recent years undertaken a review of employees’ compensation and incentive package with the aims of promoting higher performance goals and giving recognition to exceptional performers in their respective fields. With the Sysma PSP 2021 in place, especially upon the expiry of Sysma PSP 2012, the Company will have a more comprehensive and flexible set of remuneration tools to attract talents into the Group and to better motivate, recognise, reward, and retain the Group’s employees.

Fully paid Shares, free of charge, will be awarded under the Sysma PSP 2021, although the Committee may also consider the issuance of cash Awards, be it wholly or partly, after certain predetermined Performance Target(s) have been met. Although the Company may, where appropriate, continue to distribute cash bonuses to the employees of the Group, the Company is of the view that the Sysma PSP 2021 will be more effective in motivating employees of the Group than cash bonuses alone, to work towards higher performance goals. Under the Sysma



PSP 2021, Awards are only granted after certain predetermined Performance Target(s) are met. As such, as employees work towards achieving such Performance Target(s), which can be tied to the financial performance or results of the Company and/Group, the Company's/Group's performance is enhanced before an Award is issued, thereby creating a win-win situation. Also, an anticipated award of Shares and/or cash can provide additional motivation for such employees to hit or exceed such Performance Target(s).

#### 2.4 Summary of the Sysma PSP 2021

The following is a summary of the principal rules of the Sysma PSP 2021. The detailed rules of the Sysma PSP 2021 are set out in **Appendix 1** of this Circular. The rules of the Sysma PSP 2021 are in compliance with the requirements under the Catalist Rules applicable to share schemes.

#### 2.5 Eligibility and limit

The Group Employees (including Executive Directors) who are full-time employees of the Company and/or its Subsidiaries who have attained the age of 21 years on or before the date of Award shall be eligible to participate in the Sysma PSP 2021 at the absolute discretion of the Committee.

For the benefit of doubt, (i) Controlling Shareholders and their Associates, (ii) Group Non-Executive Directors, (iii) directors or employees of the Company's parent company and its subsidiaries, and (iv) directors and employees of associated companies, will be eligible to participate in the Sysma PSP 2021. Pursuant to Catalist Rules 852, 853, and 854 or as amended, supplemented or modified from time to time, in the event any of such Participants have been identified, the Company will seek specific Shareholders' approval prior to the grant of Awards to them, where applicable. In relation to allotment to directors or employees of the Company's parent company and its subsidiaries, Shareholders' approval is only required when such allotment in aggregate represents 5% or more of total number of Shares available to this category of Participants.

In relation to Awards made to Controlling Shareholders and their Associates, the maximum entitlement for this category of Participants will not be more than 20% of the total number of Shares available under the Sysma PSP 2021, while each of such Participants shall not be allotted more than 10% the total number of Shares available under the Sysma PSP 2021.

In relation to Awards made to directors and employees of the Company's parent company and its subsidiaries, and directors and employees of associated companies, the maximum entitlement for this category of Participants will not be more than 20% of the total number of Shares available under the Sysma PSP 2021.

#### 2.6 Participants

Participation by a Group Employee, the quantum of Shares awarded and the prescribed Performance Targets is subject to the absolute discretion of the Committee but shall have regard to factors such as the rank, job performance, year(s) of service and potential for future development, his contribution to the success and development of the Group and the extent of effort required to fulfil the performance conditions within the performance period of the Participant.

#### 2.7 Details of Awards

The Committee shall decide in relation to an Award:

- (i) the Participant;
- (ii) the Award Date;
- (iii) the Performance Period;
- (iv) the number of Shares which are the subject of the Award;



- (v) the Performance Condition;
- (vi) the release schedule; and
- (vii) any other condition(s) which the Committee may determine in its discretion.

## 2.8 Vesting of Awards

Awards may only be vested or released and consequently any Shares and/or cash comprised in such Awards shall only be delivered upon the Committee being satisfied that the Participant has achieved or fulfilled the relevant Performance Target(s), Performance Conditions, service conditions and/or such other conditions such as vesting period(s) applicable for the release of the Award and/or all or any of the Shares and/or cash to which that Award relates, and/or upon the Committee being satisfied that due recognition should be given for good work performance and/or significant contribution to the Company.

In the event of:

- (a) any breach of employment terms and/or in the event of termination for cause including but not limited to gross negligence, wilful misconduct, insubordination or incompetence on the part of the Participant, as determined by the Committee in its absolute discretion;
- (b) the Participant ceasing to be in the employment of the Group whether on his own accord, or by such company, for any reason whatsoever (other than specified in Rule 8.3 of the Sysma PSP 2021 as set out in Appendix 1 of this Circular); or
- (c) the bankruptcy of a Participant, his entering into any composition with his creditors or the happening of any other event which results in his being deprived of the legal or beneficial ownership of the Award,

notwithstanding that the Participant may have fulfilled or met his Performance Target(s) (if applicable), no Awards shall be vested, and all Awards then held by a Participant shall immediately lapse without any claim whatsoever against the Company.

In the event of:

- (i) the Participant ceasing to be in the employment of the Group by reason of:
  - (a) ill health, injury, accident or disability (in each case, as certified by a medical practitioner approved by the Committee);
  - (b) redundancy;
  - (c) retirement at or after the legal or prescribed retirement age;
  - (d) retirement before the legal or prescribed retirement age with the consent of the Committee;
  - (e) any other reason or event approved in writing by the Committee; or
- (ii) the death of the Participant;

the Committee has the absolute discretion to preserve and/or release all or any part of any Award and to vest some or all of the Shares and/or cash which are the subject of an Award on such terms and conditions as it deems fit, or declare that an Award has lapsed without any claim whatsoever against the Company (notwithstanding that the Participant may have fulfilled or met his Performance Target(s) (if applicable)). In exercising its discretion, the Committee will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the applicable Performance Target(s), performance conditions and/or service conditions, if any, have been satisfied.

Special provisions for the vesting, release and lapsing of Awards apply in the event of a takeover, winding-up or reconstruction of the Company and these are detailed in Section 9 of the Rules of the Sysma PSP 2021 as set out in Appendix 1 of this Circular.

## 2.9 Size and duration of the Sysma PSP 2021

The total number of Shares which may be delivered pursuant to Awards granted under the Sysma PSP 2021 on any date, when added to the number of Shares issued or issuable or delivered and deliverable in respect of all Awards granted under the Sysma PSP 2021 and all other Shares issued and issuable or delivered and deliverable under the Sysma PSP 2012 and any other share-based incentive schemes of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares excluding treasury shares on the date immediately preceding the relevant date of the Awards. As at the Latest Practicable Date, 15% of the total number of issued Shares of the Company amounts to 37,852,290 Shares.

The Directors believe that the size of the Sysma PSP 2021 will give the Company sufficient flexibility to decide on the number of Shares to be offered under the Sysma PSP 2021. However, it does not indicate that the Committee will definitely issue Shares up to the prescribed limit. The Committee will exercise its discretion in deciding the number of Shares to be granted to each Participant under the Sysma PSP 2021. This, in turn, will depend on and be commensurate with the performance and contribution and value of the Participant to the Group.

The Sysma PSP 2021 shall continue in force at the discretion of the Committee, subject to a maximum period of 10 years commencing on the date the Sysma PSP 2021 is approved by Shareholders and adopted by the Company in general meeting, provided always that the Sysma PSP 2021 may continue beyond the above stipulated period with the approval of Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the Sysma PSP 2021, any Awards made to Participants prior to such expiry or termination will continue to remain valid.

## 2.10 Operation of the Sysma PSP 2021

The Company may deliver Shares pursuant to Awards granted under the Sysma PSP 2021 in the form of existing Shares held as treasury shares and/or an issue of New Shares. In determining whether to issue New Shares or to purchase existing Shares for delivery to Participants upon the vesting of their Awards, the Company will take into account factors such as the number of Shares to be delivered, the prevailing market price of the Shares and the financial effect on the Company of either issuing New Shares or purchasing existing Shares.

The financial effects of the delivery of Shares to Participants upon vesting of the Awards are set out in Section 3 of this Circular.

The Company shall have the flexibility, and if circumstances require, to determine to make a release of an Award, wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the vesting date, the aggregate value of the relevant number of Shares in cash, with the value of each Share being for this purpose the average of the closing market price for a Share for the three (3) consecutive Market Days immediately preceding the release date or if the Committee is of the opinion that such amount as computed is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable. In determining whether to release an Award, wholly or partly, in the form of cash rather than Shares, the Company will take into account factors such as (but not limited to) the cost to the Company of releasing an Award, wholly or partly, in the form of cash rather than Shares. In considering the cost factor, the Company will take into account relevant factors such as taxation issues arising from the issue of New Shares and/or purchase of existing Shares and the payment of cash, the availability of cash for payment and the cost of funding the cash payment, if necessary.

New Shares allotted and issued on the release of an Award shall rank in full for all entitlements, excluding dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or before the relevant vesting date of the Award, and shall in all other respects rank *pari passu with* other existing Shares then in issue.

## 2.11 Adjustments and alterations under the Sysma PSP 2021

### 2.11.1 Variation of Capital

If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, issue of shares for nil consideration, reduction, sub-division, consolidation, distribution or otherwise) shall take place, then:

- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet vested or released (as the case may be);
- (b) the class and/or number of Shares over which future Awards may be granted under the Sysma PSP 2021; and/or
- (c) the maximum number of New Shares which may be issued and/or existing Shares which may be delivered in settlement (whether such existing Shares are acquired pursuant to a share purchase mandate and held as treasury shares, to the extent permitted by law, or otherwise) pursuant to Awards under the Sysma PSP 2021,

shall be adjusted in such manner as the Committee may determine to be appropriate, which will not result in a Participant receiving a benefit that a Shareholder does not receive.

Unless the Committee considers an adjustment to be appropriate, the following events shall not normally be regarded as a circumstance requiring adjustment:

- (a) the issue of securities as consideration for an acquisition or a private placement of securities;
- (b) the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force;
- (c) an issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares to its employees including Directors or employees of the Company pursuant to a purchase approved by Shareholders in general meeting, including the Sysma PSP 2021;
- (d) an issue of Shares or securities convertible into or with rights to acquire or subscribe for Shares, in any such case in consideration or part consideration for the acquisition of any other securities, assets or business; and
- (e) any issue of Shares arising from the exercise of any warrants or the conversion of any convertible securities issued by the Company.

Any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not arbitrators) to be in their opinion, fair and reasonable.

### 2.11.2 Modifications or Alterations to the Sysma PSP 2021

The rules of the Sysma PSP 2021 may be modified and/or altered from time to time by a resolution of the Committee, subject to compliance with any statutory provision or the provision or the regulations of any regulatory or other relevant authority or body (including the SGX-ST).

No modification or alteration shall be made to the rules of the Sysma PSP 2021 to the advantage of the Participants except with the prior approval of Shareholders in general meeting. Further, no modification or alteration shall be made to the rules of the Sysma PSP 2021, if, as a result the Participant receives a benefit that a Shareholder does not enjoy.

## 2.12 Disclosures in annual report

The Company shall make the following disclosures in its annual report to Shareholders for the duration of the Sysma PSP 2021:

- (a) the names of the members of the Committee;
- (b) the information in the table below for the following participants:
  - (i) Participants who are Directors;
  - (ii) Participants who are Controlling Shareholders and their Associates; and
  - (iii) Participants other than those in (b)(i) and (ii) above, who receive Awards comprising 5% or more of the aggregate of the total number of Shares available under the Sysma PSP 2021.

<b>Name of Participant</b>	<b>Awards granted during the FY under review (including terms)</b>	<b>Aggregate Awards granted since commencement of the Sysma PSP 2021 to the end of FY under review</b>	<b>Aggregate Awards vested since commencement of the Sysma PSP 2021 to end of FY under review</b>	<b>Aggregate Awards not yet released as at end of FY under review</b>

- (c) in respect of options granted to directors and employees of the parent company and its subsidiaries:
  - (i) The names of and number and terms of options granted to each director or employee of the parent company and its subsidiaries who receives 5% or more of the total number of options available to all directors and employees of the parent company and its subsidiaries under the Plan, during the financial year under review;
  - (ii) The aggregate number of options granted to the directors and employees of the parent company and its subsidiaries for the financial year under review, and since the commencement of the Plan to the end of the financial year under review.
- (d) such other information as may be required under the Catalist Rules or the Act.

If any of the above disclosures are not applicable, an appropriate negative statement will be included in the annual report.

Pursuant to Catalist Rules 852, 853, and 854 or as amended, supplemented or modified from time to time, in the event any of the following Participants have been identified to participate in the Plan, the Company will seek specific Shareholders' approval via separate resolutions to be passed at a general meeting for each such Participant, where applicable:

- (i) Controlling Shareholders and their Associates;
- (ii) The Group's Non-Executive Directors;
- (iii) Directors and employees of the Company's parent company and its subsidiaries who in aggregate receive 5% or more of the total number of Shares available to this category of Participants; or
- (iv) Directors and employees of associated companies.

## 2.13 Role and composition of the Committee

The Committee, being the Remuneration Committee of the Company from time to time, shall be responsible for the administration of the Sysma PSP 2021.

Through robust remuneration strategies and packages, the Committee oversees executive development within the Group with the aim of building capable and committed management teams, through focused management and progressive policies which can attract and retain a pool of talented executives to meet the current and future growth of the Group.

The Committee shall have the power from time to time to make and vary such regulations (not being inconsistent with the Sysma PSP 2021) for the implementation and administration of the Sysma PSP 2021 as it deems fit, provided that:

- (a) any modification or alteration which would be to the advantage of Participants under the Sysma PSP 2021 shall be subject to the prior approval of Shareholders in a general meeting;
- (b) the modification or alteration must be made in such a way that a Participant will not receive a benefit that a Shareholder does not receive; and
- (c) no modification or alteration shall be made without due compliance with the Catalist Rules and such other regulatory authorities as may be necessary.

Any decision of the Committee made pursuant to any provisions of the Sysma PSP 2021 (other than a matter to be certified by the Auditors) shall be final and binding, including any decision pertaining to disputes as to interpretation of the Sysma PSP 2021 or any rule, regulations, procedure thereunder as to any rights under the Sysma PSP 2021.

In compliance with the requirements of the Catalist Rules, any Participant of the Sysma PSP 2021 who is a member of the Committee shall not be involved in its deliberations in respect of Awards to be granted to or held by that member of the Committee or by his Associate.

## 3. FINANCIAL EFFECTS OF THE SYSMA PSP 2021

### 3.1 Share Capital

The Sysma PSP 2021 will result in an increase in the Company's issued share capital only if New Shares are allotted and issued upon the grant of the Awards under the Sysma PSP 2021 to Participants. The number of New Shares issued will depend on, *inter alia*, the size of the Awards granted under the Sysma PSP 2021.

### 3.2 Net Tangible Assets

The Sysma PSP 2021 will result in a charge to the Company's income statement and a corresponding credit to reserve account which is equal to the fair value of the Awards over the Vesting Period. If New Shares are issued to Participants, there would be no effect on the NTA. It should be noted that Awards are granted only on a selective basis and will be granted to Participants who have contributed or whom the Committee believes would contribute to its success including financial performance.

### 3.3 Earnings Per Share

The Sysma PSP 2021 will result in a charge to earnings equivalent to the fair value of the Awards (as determined at the Date of Grant) over the period commencing from the Date of Grant to the vesting date. Although the Sysma PSP 2021 will have a dilutive impact on the EPS of the Group following the increase in the number of issued Shares of the Company, the delivery of Shares

to Participants in respect of Awards granted under the Sysma PSP 2021 is contingent upon the Participants meeting prescribed Performance Target(s), which will take into consideration the contributions of the Participants towards the financial performance of the Group.

### 3.4 Dilutive Impact

It is expected that any dilutive impact of the Sysma PSP 2021 on the NTA per Share and EPS would not be significant, *inter alia*, given the maximum limit of 15% on the number of New Shares that can be issued under the Sysma PSP 2021, Sysma PSP 2012 and any other Share schemes the Company shall implement, which the Company may or may not fully utilise.

### 3.5 Potential Cost of Awards

As Participants are not required to pay for the Awards, such grant of Awards will have a financial impact on the Company.

The Sysma PSP 2021 is considered a share-based payment that falls under the scope of SFRS(I) 2. The Awards, if settled by way of the issue of New Shares, would be accounted for as equity-settled share-based payment transactions.

The fair value of employee services received in exchange for the grant of the Awards will be recognised as a charge to the consolidated income statement over the Vesting Period of an Award. The total amount of charge over the Vesting Period is based on the market price of the Shares at the Date of Grant adjusted to take into account the terms and conditions upon which the Awards were granted. Before the end of the Vesting period, at each accounting year end, the estimate of the number of Awards that are expected to vest by the vesting date is revised, and the impact of the revised estimate is recognised in the consolidated income statement with a corresponding adjustment to the reserve account. After the vesting date, no adjustment to the charge to the consolidated income statement is made. No expense is recognised for Awards that are not accepted by the Participants or do not ultimately vest.

### 3.6 Taxes

All taxes (including income tax) arising from the grant or vesting of any Award under the Sysma PSP 2021 shall be borne by the Participant.

## 4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders (both direct and deemed) in the Shares as at the Latest Practicable Date, as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholders kept by the Company are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>1</sup>	Number of Shares	% <sup>1</sup>
<b>Directors</b>				
Sin Soon Teng <sup>2</sup>	-	-	166,600,000	66.02
Sin Ee Wuen	8,703,500	3.45	-	-
<b>Substantial Shareholders</b>				
Xiang Investment Pte. Ltd. <sup>2</sup>	166,600,000	66.02	-	-
Sin Soon Teng <sup>2</sup>	-	-	166,600,000	66.02
Ang Seng Heng	15,400,000	6.10	-	-



**Notes:**

1. The percentage is based on the existing share capital of 252,348,600 issued ordinary shares as at the Latest Practicable Date.
2. Xiang Investment Pte. Ltd. is an investment holding company incorporated in the Republic of Singapore on 2 September 2020. The shareholders of Xiang Investment Pte. Ltd. are Sin Soon Teng (88.9%) and Ng Lay Khim (11.1%). Sin Soon Teng is deemed to have a deemed interest in the Shares held by Xiang Investment Pte. Ltd. in the Company pursuant to Section 7 of the Companies Act.

Other than through their respective shareholdings in the Company, none of the Directors of the Company has any interest, direct or indirect in the EGM Proposal.

## **5. DIRECTORS' RECOMMENDATIONS**

### **5.1 The proposed adoption of the Sysma PSP 2021**

The Directors are of the opinion, for the reasons set out above (including paragraphs 2.1 and 2.3), that the adoption of the Sysma PSP 2021 is in the interest of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 1 and Resolution 2 relating to the adoption of Sysma PSP 2021 to be proposed at the EGM.

## **6. ABSTENTION FROM VOTING**

Any Shareholder who is eligible to participate in the Sysma PSP 2021 must abstain from voting his Shares in respect of Ordinary Resolution 1 and Resolution 2 relating to the proposed adoption of the Sysma PSP 2021, and the Company will disregard any votes cast by such Shareholder in respect of his Shares on Ordinary Resolution 1 and Resolution 2. 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, Shareholders will not be able to attend physical general meetings. In this regard, Shareholders are required to appoint the Chairman of the meeting as proxy to vote on behalf of Shareholders. The Chairman should also not accept appointment as proxy, corporate representative or attorney to vote in respect of Ordinary Resolution 1 and Resolution 2, unless the appointor (being a Shareholder who is not subject to the aforesaid voting restrictions) shall have given specific instructions in his Proxy Form as to the manner in which the appointor's votes are to be cast in respect of Ordinary Resolution 1 and Resolution 2.

## **7. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages 31 to 36 of this Circular, will be held by electronic means on 26 November 2021 for the purpose of considering and, if thought fit, passing, with or without modification the following:

- (i) Ordinary Resolution 1 for the proposed adoption of the Sysma PSP 2021; and
- (ii) Ordinary Resolution 2 for the proposed grant of authority to grant awards and to allot and issue Shares under the Sysma PSP 2021.

## **8. ACTION TO BE TAKEN BY SHAREHOLDERS**

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>. 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).

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 by 5:00 p.m. on 19 November 2021 via the pre-registration website at <https://conveneagm.sg/sysmaagm2021>.

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 completing, signing and returning the Proxy Form attached to the Notice of EGM, in accordance with the instructions printed therein, and:

- (a) if submitted via the following <https://conveneagm.sg/sysmaagm2021> (the “Sysma AGM Website”) in the electronic format accessible on the Sysma AGM Website; or
- (c) if sent personally or by post, be received at Sysma Holdings Limited c/o 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 received by Sysma Holdings Limited c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 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.

## **9. FINANCIAL ADVISER**

The Company has appointed PrimePartners Corporate Finance Pte. Ltd. as the financial adviser to the Company in relation to the EGM Proposal.

PrimePartners Corporate Finance Pte. Ltd., the financial adviser to the Company in relation to the EGM Proposal, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and references thereto in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

## **10. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the EGM Proposal, and the Company and its subsidiaries which are relevant to the EGM Proposal, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

## 11. FINANCIAL ADVISER'S RESPONSIBILITY STATEMENT

To the best of the sponsor's and / or financial adviser's knowledge and belief, this circular constitutes full and true disclosure of all material facts about the Proposed Adoption of the Sysma PSP 2021, the Company and its subsidiaries, and the financial adviser is not aware of any facts the omission of which would make any statement in the Circular misleading.

## 12. CONSENT

PrimePartners Corporate Finance Pte. Ltd., the Financial Adviser to the Company in respect of the Proposed Adoption of the Sysma PSP 2021, has given, and has not withdrawn, its written consent to the issue of this Circular with the inclusion of its name, in the form and context in which it appears in this Circular.

## 13. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company, 2 Balestier Road #03-669 Balestier Hill Shopping Centre, Singapore 320002, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) The proposed rules of the Sysma PSP 2021; and
- (b) The Annual Report of the Company for financial year ended 31 July 2021.

However, as a result of the movement restrictions pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020, access to the abovementioned premises may not be possible during this period. Instead, please email [www.sysma.com.sg](mailto:www.sysma.com.sg) so that arrangements can be made for inspection of such documents.

This Circular and the annual report of the Company for the financial year ended 31 July 2021 are also available on the SGX-ST's website at [www.sgx.com](http://www.sgx.com) and the homepage of the Company's corporate website at [www.sysma.com.sg](http://www.sysma.com.sg).

Yours faithfully  
for and on behalf of the Board of Directors of  
**SYSMA HOLDINGS LIMITED**

Sin Soon Teng  
Executive Chairman and Group Chief Executive Officer  
3 November 2021

## APPENDIX 1 – RULES OF THE SYSMA PERFORMANCE SHARE PLAN 2021

### 1. NAME OF THE PLAN

This Plan shall be called the “Sysma Performance Share Plan 2021”.

### 2. DEFINITIONS

2.1 In this Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Act” or “Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
“Adoption Date”	:	The date on which the Plan is adopted by resolution of the Shareholders of the Company
“Associate”	:	Has the meaning ascribed to it in the Catalist Rules
“Auditors”	:	The auditors for the time being of the Company
“Award”	:	A contingent award of Shares under the Plan
“Award Letter”	:	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee
“Board” or “Board of Directors”	:	The board of Directors for the time being of the Company
“Catalist”	:	The Catalist board of the SGX-ST
“Catalist Rules”	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, supplemented or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Committee”	:	The Remuneration Committee of the Company duly appointed by the Board from time to time
“Company”	:	Sysma Holdings Limited
“control”	:	the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
“Date of Grant”	:	In relation to an Award, the date on which the Award is granted to a Participant
“Director”	:	A director of the Company for the time being
“Executive Director”	:	A director of the Company, who performs an executive function
“FY”	:	Financial year ending or ended (as the case may be) 31 July of a particular year as stated
“Group”	:	The Company and its Subsidiaries, collectively

<b>“Group Employee(s)”</b>	:	Employee(s) of the Group (including any Group Executive Director)
<b>“Group Executive Director”</b>	:	A Director of the Group who performs an executive function within the Group
<b>“Group Non-Executive Director”</b>	:	A Director of the Group, other than a Group Executive Director, but including an Independent Director
<b>“Independent Director”</b>	:	An independent Director for the time being of the Company
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading of securities
<b>“New Shares”</b>	:	The new Shares which may be allotted and issued from time to time pursuant to the vesting of an Award under the Plan
<b>“Participant”</b>	:	A person who is eligible and who has been selected by the Committee to participate in the Plan in accordance with the provisions of the Plan
<b>“Performance Target(s)”</b>	:	The performance target(s) prescribed by the Committee to be fulfilled by a Participant for any particular period determined by the Committee based on factors including but not limited to the Group’s business goals and directions for each financial year, the Participant’s job scope and responsibilities, and the prevailing market and economic conditions
<b>“Plan” or “Sysma PSP 2021”</b>	:	The Sysma Group Performance Share Plan 2021, as the same may be modified or altered from time to time
<b>“Record Date”</b>	:	The date as at the close of business (or such other time as may have been prescribed by the Company) on which Shareholders must be registered with the Company or with CDP (as the case may be) in order to participate in the dividends, rights, allotments or other distributions
<b>“Rules”</b>	:	Rules of the Plan and any reference to a particular Rule shall be construed accordingly
<b>“SFA”</b>	:	The Securities and Futures Act, Chapter 289 of Singapore as may be amended, varied or supplemented from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“Shareholders”</b>	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall (in relation to such Shares and where the context admits) mean the persons named as Depositors in the Depository Register maintained by CDP and to whose securities accounts are such Shares are credited

<b>“Subsidiary”</b>	:	A company (whether incorporated within or outside Singapore and wheresoever resident) being a subsidiary for the time being of the Company within the meaning of Section 5 of the Companies Act
<b>“Treasury Shares”</b>	:	Has the meaning ascribed to it in Section 4 of the Act
<b>“Trading Day”</b>	:	A day on which the Shares are traded on the SGX-ST
<b>“Vesting Period”</b>	:	In relation to an Award, a period or periods, the duration of which is to be determined by the Committee at the date of the grant of the Award
<b>“S\$”</b>	:	Singapore dollars
<b>“%” or “per cent.”</b>	:	Per centum or percentage

- 2.2 The terms **“Depositor”**, **“Depository”**, **“Depository Register”** and **“Depository Agent”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.
- 2.3 Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. References to “persons” shall, where applicable, include corporations.
- 2.4 Any reference to a time of a day in the Plan is a reference to Singapore time.
- 2.5 Any reference in the Plan to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the Catalist Rules or any statutory modification thereof and used in the Plan shall, where applicable, have the meaning assigned to it under the Companies Act, the Catalist Rules or any statutory modification thereof, as the case may be, unless the context requires otherwise.

### 3. OBJECTIVES OF THE SYSMA PSP 2021

The purpose of the Sysma PSP 2021 is to provide an opportunity for Group Employees, who have met the performance conditions to be remunerated not just through cash bonuses but also by an equity stake in the Company.

The Sysma PSP 2021 is primarily a share incentive scheme. It recognises the fact that the services of Group Employees are important to the success and continued well-being of the Group. Implementation of the Sysma PSP 2021 will enable the Company to give recognition to the contributions made by such Group Employees. At the same time, it will give such Group Employees an opportunity to have a direct interest in the Company and will also help to achieve the following positive objectives:

- i. to motivate each Participant to optimise his performance standards and efficiency and to maintain a high level of contribution to our Group;
- ii. to retain key employees and Group Executive Directors whose contributions are essential to the long-term growth and profitability of our Group;
- iii. to instil loyalty to and a stronger identification by the Participants with the long-term prosperity of the Company;
- iv. to attract potential employees with relevant skills to contribute to the Group and to create value for the Shareholders; and

- v. to align the interests of the Participants with the interests of our Shareholders.

The Group believes that with the Sysma PSP 2021 and any other share-based incentive scheme which the Group has adopted or may adopt, the Group is equipped with a set of flexible remuneration tools, with which the Group would be better able to attract and retain talents.

#### **4. ELIGIBILITY AND LIMIT**

- 4.1 The Group Employees who are full-time employees of the Company and/or its Subsidiaries who have attained the age of 21 years on or before the date of Award shall be eligible to participate in the Sysma PSP 2021 at the absolute discretion of the Committee.

Any Participant who is a member of the Committee shall not be involved in the Committee's deliberations and decision in respect of Awards to be granted to or held by that Director or his Associate.

- 4.2 For the benefit of doubt, (i) Controlling Shareholders and their Associates, (ii) Group Non-Executive Directors, (iii) directors or employees of the Company's parent company and its subsidiaries, and (iv) directors and employees of associated companies, will be eligible to participate in the Sysma PSP 2021. Pursuant to Catalist Rules 852, 853, and 854 or as amended, supplemented or modified from time to time, in the event any of such Participants have been identified, the Company will seek specific Shareholders' approval prior to the grant of Awards to them, where applicable. In relation to allotment to directors or employees of the Company's parent company and its subsidiaries, Shareholders' approval is only required when such allotment in aggregate represents 5% or more of total number of Shares available to this category of Participants.

In relation to Awards made to Controlling Shareholders and their Associates, the maximum entitlement for this category of Participants will not be more than 20% of the total number of Shares available under the Sysma PSP 2021, while each of such Participants shall not be allotted more than 10% the total number of Shares available under the Sysma PSP 2021.

In relation to Awards made to directors and employees of the Company's parent company and its subsidiaries, and directors and employees of associated companies, the maximum entitlement for this category of Participants will not be more than 20% of the total number of Shares available under the Sysma PSP 2021.

- 4.3 Subject to all applicable law and the requirements of the SGX-ST, the terms of eligibility of any Participant in the Sysma PSP 2021 may be amended from time to time at the absolute discretion of the Committee.

#### **5. GRANT OF AWARDS**

- 5.1 The selection of a Participant and the number of Shares which are the subject of each Award to be granted to a Participant shall be determined at the absolute discretion of the Committee, which shall take into account criteria including (but not limited to) the Participant's rank, overall job performance, years of service, potential for future development, contribution to the success of the Group, the Performance Targets or conditions and/or performance periods to be set, the extent of effort and resourcefulness required to achieve the Performance Targets or conditions and/or service conditions within the performance periods and/or service periods, capability, scope of responsibility, skill and vulnerability to leaving the employment of the Group.

In the case of a performance-related Award, the Performance Targets or conditions to be set are intended to be broad-based and shall take into account both the medium-term corporate objectives of the Group and the individual performance of the Participant. The corporate objectives shall cover market competitiveness, quality of returns, business growth and productivity growth. The Performance Targets could be based on criteria such as sales growth, growth in earnings and return on investment. Where Performance Target(s) is/are determined with respect to or with

reference to the audited results of the Company and the Group, the Committee has the right to make computational adjustments to figures extracted from the audited results of the Company or the Group, as the case may be, to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and the right to amend the Performance Target(s) if the Committee decides that amended Performance Target(s) would be a fairer measure of performance.

The Committee may determine the number of Shares to be granted to a Participant under an Award according to a pre-determined dollar amount which the Committee decides that a Participant deserves for meeting his Performance Targets such that the quantum of Shares comprised in the Award is dependent on the closing price of Shares transacted on the Market Day the Award is vested. Alternatively, the Committee may decide on absolute numbers of Shares to be awarded to Participants irrespective of the price of the Shares.

## **6. DATE OF GRANT**

Awards may be granted at any time during the period when the Sysma PSP 2021 is in force, provided that no grant of Awards shall be made during the one (1) month period before the announcement of the Company's half year and full year financial statements and during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year (if required to announce quarterly financial statements), and in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, Awards may only be vested, and hence any Shares comprised in such Awards may only be delivered, on or after the second Market Day from the date on which the aforesaid announcement is released.

## **7. AWARDS**

7.1 An Award Letter confirming the Award will be sent to each Participant as soon as reasonably practicable after the Award is finalised, specifying, *inter alia*, in relation to the Award:

(a) in relation to a performance-related Award:

(i) the Performance Target(s);

(ii) the performance period during which the prescribed Performance Target(s) are to be satisfied;

(b) the number of Shares under the Award granted to the Participants;

(c) the date(s) by which Shares under the Award granted to the Participant shall be vested or released; and

(d) any other applicable conditions or restrictions including, if applicable, any moratorium period to be observed in relation to any Shares under the Award granted to the Participant.

7.2 Awards are personal to the Participant to whom it is given and shall not be transferred (other than to a Participant's personal representative on the death of that Participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval of the Committee.

7.3 Every Award shall be subject to the condition that no cash shall be paid nor Shares issued or transferred pursuant to the release of any Award if such payment, issue or transfer would be contrary to any law or enactment, or any rules or regulations of any legislative or non-legislative governing body for the time being in force in Singapore or any other relevant country having jurisdiction in relation to the payment of cash or issue or transfer of Shares thereto.



## 8. VESTING OF AWARDS

8.1 Awards may only be vested or released and consequently any Shares and or cash comprised in such Awards shall only be delivered upon the Committee being satisfied that the Participant has achieved or fulfilled the relevant Performance Target(s), performance conditions, service conditions and/or such other conditions such as vesting period(s) applicable for the release of the Award and/or all or any of the Shares and/or cash to which that Award relates, and/or upon the Committee being satisfied that due recognition should be given for good work performance and/or significant contribution to the Company.

8.2 In the event of:

- (a) any breach of employment terms and/or in the event of termination for cause including but not limited to gross negligence, willful misconduct, insubordination or incompetence on the part of the Participant, as determined by the Committee in its absolute discretion;
- (b) the Participant ceasing to be in the employment of the Group whether on his own accord, or by such company, for any reason whatsoever (other than specified in Rule 8.3 below); or
- (c) the bankruptcy of a Participant, his entering into any composition with his creditors or the happening of any other event which results in his being deprived of the legal or beneficial ownership of the Award;

notwithstanding that the Participant may have fulfilled or met his Performance Target(s) (if applicable), no Awards shall be vested, and all Awards then held by a Participant shall immediately lapse and become null and void without any claim whatsoever against the Company.

For the purpose of Rule 8.2(a), a Participant shall be deemed to have ceased to be so employed as of the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date. For the avoidance of doubt, no Award shall be vested and no Awards shall lapse pursuant to Rule 8.2(a) in the event of any transfer of employment of a Participant within the Group.

8.3 In the event of:

- (i) the Participant ceasing to be in the employment of the Group by reason of:
  - (a) ill health, injury, accident or disability (in each case, as certified by a medical practitioner approved by the Committee);
  - (a) redundancy;
  - (b) retirement at or after the legal or prescribed retirement age;
  - (c) retirement before the legal or prescribed retirement age with the consent of the Committee;
  - (d) any other reason or event approved in writing by the Committee; or
- (ii) the death of the Participant;

the Committee may consider, subject to any legal or regulatory requirements, at its absolute discretion and on such terms and conditions as it deems fit, whether or not to preserve all or any part of any Award and decide as soon as reasonably practicable following such event to release any Award and vest some or all of the Shares which are the subject of the Award or to preserve all or part of any Award until the end of the relevant prescribed vesting period, if any, or declare that an Award has lapsed without any claim whatsoever against the Company (notwithstanding that the Participant may have fulfilled or met his Performance Target(s) (if applicable)). In exercising its discretion, the Committee will take into account all circumstances on a case-by-case basis,

including (but not limited to) the contributions made by that Participant and the extent to which the applicable Performance Target(s), performance conditions and/or service conditions, if any, have been satisfied.

## **9. TAKE-OVER AND WINDING UP OF THE COMPANY**

- 9.1 Notwithstanding Rule 8 but subject to Rule 9.5, in the event of a take-over being made for the Company, a Participant shall (notwithstanding that the vesting period for the Award has not expired) be entitled to the Shares under the Awards if he has met the Performance Targets which fall within the period commencing on the date on which such offer for a take-over of the Company is made or, if such offer is conditional, the date on which such offer becomes or is declared unconditional, as the case may be, and ending on the earlier of:
- (a) the expiry of 6 months thereafter, unless prior to the expiry of such 6-month period, at the recommendation of the offeror and with the approvals of the Committee and the SGX-ST, such expiry date is extended to a later date (in either case, being a date falling not later than the last date on which the Performance Targets are to be met); or
  - (b) the date of expiry of the period for which the Performance Targets are to be met, provided that if during such period, the offeror becomes entitled or bound to exercise rights of compulsory acquisition under the provisions of the Companies Act and, being entitled to do so, gives notice to the Participants that it intends to exercise such rights on a specified date, the Participant shall be obliged to meet such Performance Targets until the expiry of such specified date or the expiry date of the Performance Targets relating thereto, whichever is earlier, before an Award can be vested.
- 9.2 If, under any applicable laws, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies, Participants (notwithstanding the provisions herein and the fact that the vesting period for such Award has not expired but subject to Rule 9.5) shall be entitled to any Shares under the Awards so determined by the Committee to be released to him during the period commencing on the date upon which the compromise or arrangement is sanctioned by the court and ending either on the expiry of 60 days thereafter or the date upon which the compromise or arrangement becomes effective, whichever is later.
- 9.3 If an order or an effective resolution is passed for the winding-up of the Company on the basis of its insolvency, all Awards, notwithstanding that they may have been so vested shall be deemed or become null and void.
- 9.4 In the event of a members' voluntary winding-up (other than for amalgamation or reconstruction), the Awards shall so vest in the Participant for so long as, in the absolute determination by the Committee, the Participant has met the Performance Targets prior to the date that the members' voluntary winding-up shall be deemed to have been commenced or effective in law, provided that any Awards not released or vested (as the case may be) prior to commencement of the voluntary winding up of the Company shall, upon commencement of such winding up be null and void.
- 9.5 If in connection with the making of a general offer referred to in Rule 9.1 or the scheme referred to in Rule 9.2 or the winding-up referred to in Rule 9.4, arrangements are made (which are confirmed in writing by the Auditors, acting only as experts and not as arbitrators, to be fair and reasonable) for the compensation of Participants, whether by the payment of cash or by any other form of benefit, no release of Shares under the Award shall be made in such circumstances.

## **10. SIZE AND DURATION OF THE SYSMA PSP 2021**

- 10.1 The total number of Shares which may be delivered pursuant to Awards granted under the Sysma PSP 2021 on any date, when added to the number of Shares issued and issuable or delivered and deliverable in respect of all Awards granted under the Sysma PSP 2012 and all other Shares issued and issuable or delivered and deliverable under any other share-based incentive schemes

of the Company for the time being in force, shall not exceed fifteen per cent. (15%) of the total number of issued Shares excluding treasury shares on the day preceding the relevant date of grant of the Awards.

- 10.2 The amount of cash which may be paid upon the release of Awards in lieu of Shares will not be subject to any limit.
- 10.3 The Sysma PSP 2021 shall continue in force at the discretion of the Committee, subject to a maximum period of ten (10) years commencing on the date on which the Sysma PSP 2021 is adopted by the Company in general meeting, provided always that the Sysma PSP 2021 may continue beyond the above stipulated period with the approval of Shareholders in general meeting and of any relevant authorities which may then be required.
- 10.4 The Sysma PSP 2021 may be terminated at any time at the discretion of the Committee, or by an ordinary resolution passed by the Shareholders at a general meeting subject to all other relevant approvals which may be required and if the Sysma PSP 2021 is so terminated, no additional Awards will be offered by the Company thereunder.
- 10.5 Termination or expiry of the Sysma PSP 2021 shall not affect Awards which have been granted prior to such termination or expiry which will continue to remain valid.

## **11. OPERATION OF THE SYSMA PSP 2021**

- 11.1 As soon as reasonably practicable after the end of each performance period and/or service period, the Committee shall review the Performance Target(s), performance conditions and/or service conditions specified in respect of that Award and determine whether they have been satisfied and, if so, the extent to which they have satisfied (whether fully or partially) and subject to Rule 8, shall release to that Participant the Shares and/or cash to which that Award relates.
- 11.2 The Committee has the sole discretion to determine whether Performance Target(s), performance conditions and/or service conditions have been satisfied (whether fully or partially) or exceeded and/or whether the Participant's performance and/or contribution to the Company justifies the vesting of an Award. In making any such determination, the Committee shall have the right to take into account such factors as the Committee may in its sole discretion determine to be relevant, and further, the right to amend the service conditions and/or Performance Target(s), if any, if the Committee decides it would be a fairer measure of the performance of the Participant or for the Sysma PSP 2021 as a whole or it would otherwise be equitable to do so.
- 11.3 Subject to the prevailing legislation and the Catalist Rules, the Company will have the flexibility and discretion in determining the mode of settlement of the Awards by way of:
  - (i) an issue of New Shares;
  - (ii) the delivery of existing Shares;
  - (iii) payment of the equivalent cash value of such New Shares and/or existing Shares computed in accordance with Rule 11.5 below; or
  - (iv) a combination of (i), (ii) and/or (iii) stated above.
- 11.4 In determining whether to issue New Shares or to deliver existing Shares or to pay the equivalent cash value to Participants upon vesting of their Awards, the Company will take into account factors such as (but not limited to) the amount of cash available, the number of Shares to be delivered, the prevailing market price of the Shares and the cost and financial effects to the Company of the various modes of settlement.
- 11.5 The Company shall have the flexibility, and if circumstances require, to determine to make a release of an Award, wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the vesting date, the aggregate value of the relevant number of Shares

in cash, with the value of each Share being for this purpose the average of the closing market price for a Share for the three (3) consecutive Market Days immediately preceding the release date or if the Committee is of the opinion that such amount as computed is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable. In determining whether to release an Award, wholly or partly, in the form of cash rather than Shares, the Company will take into account factors such as (but not limited to) the cost to the Company of releasing an Award, wholly or partly, in the form of cash rather than Shares. In considering the cost factor, the Company will take into account relevant factors such as taxation issues arising from the issue of New Shares and/or purchase of existing Shares and the payment of cash, the availability of cash for payment and the cost of funding the cash payment, if necessary.

- 11.6 New Shares to be issued under the Sysma PSP 2021 shall be issued in compliance with all applicable laws and regulations. Where New Shares are allotted upon the vesting of an Award, the Company shall, as soon as practicable after such allotment, apply to the SGX-ST for permission to deal in and for quotation of such Shares if such permission has not been obtained prior to the allotment. For any allotment of New Shares pursuant to an Award, the Committee may take into account the rounding of odd lots.
- 11.7 Subject to such consents or other required action of any competent authority under any regulations or enactments for the time being in force as may be necessary and subject to compliance with the terms of the Sysma PSP 2021 and the Constitution, the Company shall within ten (10) Market Days after the vesting of an Award, allot the relevant Shares and dispatch to CDP the relevant share certificates, where applicable. Shares which are the subject of an Award shall be issued in the name of CDP to the credit of the securities account of the Participant maintained with CDP or his securities sub-account maintained with a Depository Agent and as notified by the Participant to the Committee.
- 11.8 New Shares allotted and issued, and existing Shares procured by the Company for transfer, upon the vesting of an Award shall:
- (i) be subject to all the provisions of the Constitution of the Company; and
  - (ii) be eligible for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant issue or transfer date, and shall in all other respects rank *pari passu* with other existing Shares then in issue. For the purposes of this Rule, "Record Date" means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of Shareholders.
- 11.9 Shares which are allotted or transferred pursuant to the release of an Award will not (save as otherwise provided in the terms of the Award, by the provisions of the Catalist Rules or applicable laws) be subject to any restriction against disposal, or sale or otherwise by the Participant.

## 12. ADJUSTMENTS

- 12.1 If a variation in the ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, issue of shares for nil consideration, reduction, subdivision, consolidation, distribution, or otherwise) shall take place, then:
- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet vested or released (as the case may be);
  - (b) the class and/or number of Shares over which future Awards may be granted under the Sysma PSP 2021; and/or

- (c) the maximum number of New Shares which may be issued and/or existing Shares which may be delivered in settlement (whether such existing Shares are acquired pursuant to a share purchase mandate and held as treasury shares, to the extent permitted by law, or otherwise) pursuant to Awards under the Sysma PSP 2021,

shall be adjusted in such manner as the Committee may determine to be appropriate and, except in relation to a capitalisation issue, upon the Auditors (acting as experts and not as arbitrators) having confirmed in writing that, in their opinion, such adjustment is fair and reasonable.

12.2 Any adjustments to be made shall be subject to the proviso that such adjustments shall not be made in circumstances if as a result, the Participant receives a benefit that a Shareholder does not receive.

12.3 The following (whether singly or in combination) shall not be regarded as events requiring adjustment:

- (i) the issue of securities as consideration for an acquisition or a private placement of securities;
- (ii) the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force;
- (iii) an issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares to its employees including Directors or employees of the Company pursuant to a purchase approved by Shareholders in general meeting, including the Sysma PSP 2021;
- (iv) an issue of Shares or securities convertible into or with rights to acquire or subscribe for Shares, in any such case in consideration or part consideration for the acquisition of any other securities, assets or business;
- (v) any issue of Shares arising from the exercise of any warrants or the conversion of any convertible securities issued by the Company; or
- (vi) any issue of Shares pursuant to any scrip dividend scheme for the time being of the Company;

unless the Committee considers an adjustment to be appropriate.

12.4 Upon any adjustment required to be made pursuant to this Rule 12, the Company shall notify the Participant in writing and deliver to him a statement setting forth the value, class and/or number of Shares which are the subject of an Award to the extent not vested, provided that any omission to give notice to any Participants shall not invalidate any such adjustment.

### **13. MODIFICATIONS OR ALTERATIONS TO THE SYSMA PSP 2021**

13.1 The Sysma PSP 2021 may be modified and/or altered from time to time by a resolution of the Committee, provided:

- (i) no modification or alteration shall be made without the prior approval of the SGX-ST and such other regulatory authorities as may be necessary as well as compliance with all applicable laws, regulations and the Catalist Rules; and
- (ii) no alteration shall be made to the advantage of the Participants, except with the prior approval of the Shareholders in general meeting.

13.2 Written notice of any modification or alteration made shall be given to all Participants provided that any omission to give notice to any Participant shall not invalidate any such amendment.

13.3 Notwithstanding anything herein to the contrary, the Committee may at any time by resolution (and without any other formality save for the prior approval of the SGX-ST and such other regulatory authorities as may be necessary) amend or alter the Sysma PSP 2021 in any way to the extent necessary to cause the Sysma PSP 2021 to comply with any statutory provision or the requirements of any regulatory or other relevant authority or body.

#### **14. ADMINISTRATION OF THE SYSMA PSP 2021**

14.1 The Sysma PSP 2021 shall be administered by the Committee in its absolute discretion with such powers and duties as conferred on it by the Board. A Director in the Committee shall not be involved in its deliberations in respect of an Award to be granted to that Director or his associate.

14.2 The Committee shall have the power from time to time to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the rules of the Sysma PSP 2021) for the implementation and administration of the Sysma PSP 2021 as it deems fit, provided that:

- (i) any modification or alteration which would be to the advantage of Participants under the Sysma PSP 2021 shall be subject to the prior approval of Shareholders in a general meeting;
- (ii) the modification or alteration must be made in such a way that a Participant will not receive a benefit that a Shareholder does not receive; and
- (iii) no modification or alteration shall be made without due compliance with the Catalist Rules and such other regulatory authorities as may be necessary.

14.3 Any decision of the Committee (including any decision pertaining to disputes as to interpretation of the rules of the Sysma PSP 2021) made pursuant to any provision of the Sysma PSP 2021, or any rule, regulation, procedure thereunder or as to any rights under the Sysma PSP 2021 (other than a matter to be certified by the Auditors), shall be final, binding and conclusive.

#### **15. TERMS OF APPOINTMENT OR EMPLOYMENT UNAFFECTED**

15.1 The Sysma PSP 2021 shall not form part of any contract of employment between the Company or any Subsidiary, and the rights and obligations of any individual under the terms of the office or employment with such company within the Group shall not be affected by his participation in the Sysma PSP 2021 or any right which he may have to participate in it or any Award which he may hold and the Sysma PSP 2021 or any Award shall afford such an individual no additional rights to compensation or damages in consequence of the termination of such office or employment for any reason whatsoever.

15.2 The Sysma PSP 2021 shall not confer on any person any legal or equitable rights (other than those constituting the Award themselves) against the Company or any of the companies in the Group or a controlled associated company directly or indirectly or give rise to any cause of action at law or in equity against the Company or any Subsidiary in the Group.

#### **16. NOTIFICATIONS**

16.1 Any notice required to be given by a Participant to the Company shall be sent or made to the registered office of the Company or such other addresses (including electronic mail addresses) or facsimile number, and marked for the attention of the Committee, as may be notified by the Company to him in writing.

16.2 Any notice or documents required to be given to a Participant or any correspondence to be made between the Company and a Participant shall be given or made by the Company (or such person(s) as it may from time to time direct on behalf of the Company) and shall be delivered to him by hand or sent to him at his home address, electronic mail address or facsimile number according to the



records of the Company or the address and place of business at which he performs the whole or substantially the whole of the duties of his office or employment. Any notice or other communication from a Participant to the Company shall be irrevocable, and shall not be effective until received by the Company. Any other notice or communication from the Company to a Participant shall be deemed to be received by that Participant, when left at the address as aforesaid or, if sent by prepaid post, on the day following the date of posting or, if sent by electronic mail or facsimile transmission, on the date of despatch.

## **17. TAXES, COSTS AND EXPENSES OF THE SYSMA PSP 2021**

- 17.1 All taxes (including income tax and central provident fund and/or other statutory contributions, if any) arising from the grant and/or payment of cash and/or allotment and issue and/or delivery of Shares pursuant to the Awards granted to any Participant under the Sysma PSP 2021 shall be borne by that Participant. The Company shall be responsible for all CDP fees relating to the issue and allotment of any Shares pursuant to the release of Awards in CDP's name, the deposit of share certificates with CDP, the Participant's Securities Account or the Participant's securities sub-account.
- 17.2 The Participants shall be responsible for obtaining any governmental or other official consent that may be required by any country or jurisdiction in order to permit the grant or vesting of Shares comprised in the relevant Award and the payment of cash or the allotment and issue or delivery of Shares to the Participant pursuant thereto. All taxes (including income tax, if applicable) arising from the grant or vesting of Shares comprised in any Award and the payment of cash or the allotment and issue or delivery of Shares to the Participant under the Sysma PSP 2021 shall be borne by the Participant. The Company shall not be responsible for any failure by the Participant to obtain any such consent or for any tax or other liability to which the Participant may become subject to as a result of his participation in the Sysma PSP 2021.
- 17.3 Save for the above, all other fees, costs and expenses incurred by the Company in relation to the Sysma PSP 2021 shall, to the extent permitted by law, be borne by the Company.

## **18. DISCLAIMER OF LIABILITY**

Notwithstanding any provisions herein contained, the Directors, the Committee and the Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to the Company's delay in issuing the Shares or applying for or procuring the listing of the New Shares on the SGX-ST in accordance with the Sysma PSP 2021.

## **19. DISPUTES**

Any disputes or differences of any nature arising hereunder shall be referred to the Committee and its decision shall be final and binding in all respects.

## **20. DISCLOSURES IN ANNUAL REPORT**

The Company shall make the following disclosures in its annual report to Shareholders for the duration of the Sysma PSP 2021:

- (a) the names of the members of the Committee;
- (b) the information in the table below for the following participants:
  - (i) Participants who are Directors;
  - (ii) Participants who are Controlling Shareholders and their Associates; and



- (iii) Participants other than those in (b)(i) above, who receive Awards comprising 5% or more of the aggregate of the total number of Shares available under the Sysma PSP 2021.

Name of Participant	Awards granted during the FY under review (including terms)	Aggregate Awards granted since commencement of the Sysma PSP 2021 to the end of FY under review	Aggregate Awards vested since commencement of the Sysma PSP 2021 to end of FY under review	Aggregate Awards not yet released as at end of FY under review
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- (c) in respect of options granted to directors and employees of the parent company and its subsidiaries:
- (i) The names of and number and terms of options granted to each director or employee of the parent company and its subsidiaries who receives 5% or more of the total number of options available to all directors and employees of the parent company and its subsidiaries under the Plan, during the financial year under review;
- (ii) The aggregate number of options granted to the directors and employees of the parent company and its subsidiaries for the financial year under review, and since the commencement of the scheme to the end of the financial year under review.
- (d) such other information as may be required under the Catalyst Rules or the Act.

If any of the above disclosures are not applicable, an appropriate negative statement will be included in the annual report.

Pursuant to Catalyst Rules 852, 853, and 854 or as amended, supplemented or modified from time to time, in the event that any of the following Participants are identified as Participants, the Company will seek specific shareholder approval via separate resolution to be passed for each such person, where applicable:

- (i) Controlling Shareholders and their Associates;
- (ii) The Group's Non-Executive Directors;
- (iii) Directors and employees of the parent company and its subsidiaries who in aggregate receive 5% or more of the total number of options available to this Category of Participants; or
- (iv) Directors and employees of associated companies.

## 21. GOVERNING LAW

The Sysma PSP 2021 shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Participants, by accepting Shares including treasury shares in accordance with the Sysma PSP 2021, and the Company irrevocably submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

## 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.

**SYMA HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 201207614H)

**PROXY FORM**  
**Extraordinary General Meeting**

This form of proxy has been made available on SGXNET and the Company's website and may be accessed at the URL [www.sysma.com.sg](http://www.sysma.com.sg). A printed copy of this form of proxy will **NOT** be despatched to members.

**Important:**

1. Due to the current COVID-19 restriction orders in Singapore, shareholders of the Company ("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>. 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).
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions either before or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Notice of AGM, which may be accessed at the Company's website at the URL <https://conveneagm.sg/sysmaagm2021> and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>. By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, the Shareholder agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 3 November 2021.
3. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may inform their SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, at least 7 working days before the EGM, in which case, SRS investors shall be precluded from attending the EGM.
4. This proxy form is not valid for use by SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

I/We, \_\_\_\_\_ (name) of \_\_\_\_\_ (NRIC/Passport No./  
Company Registration No.) of \_\_\_\_\_ (address)

being a \*member/members of **Sysma Holdings Limited** (the "**Company**"), hereby appoint the Chairman of the Extraordinary General Meeting ("**EGM**") as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the EGM to be held by way of electronic means on 26 November 2021 at 10:30 a.m. and at any adjournment thereof. \*I/We direct the Chairman of the EGM to vote for, against and/or to abstain from the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of the EGM as my/our\* proxy shall be treated as invalid.

The resolutions put to the vote at the EGM shall be decided by way of poll.

No.	Ordinary Resolutions	For#	Against#	Abstain#
1.	To approve the proposed adoption of Sysma Performance Share Plan 2021 (the " <b>Sysma PSP 2021</b> ")			
2.	To approve the proposed grant of authority to grant awards and to allot and issue Shares under the Sysma PSP 2021			

# Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against"; or to "Abstain" from, the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes in a proportion of "For", "Against" or/and to "Abstain" from the relevant resolution, please indicate the number of shares in the boxes provided.

\* Delete where applicable

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Total No. of Shares in	No. of Shares
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**



## NOTES:

### IMPORTANT

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
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>. 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).

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. The Chairman of the EGM, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the EGM as proxy must:
  - (a) if submitted via the following <https://conveneagm.sg/sysmaagm2021> (the “Sysma AGM Website”) in the electronic format accessible on the Sysma AGM Website;
  - (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.

5. 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.
6. 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.
7. 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).
8. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, 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.