

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

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

**DESPATCH OF NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC  
DISSEMINATION OF THE OFFEREE CIRCULAR**

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**1. INTRODUCTION**

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

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

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

**2. DESPATCH OF NOTICE TO SHAREHOLDERS AND DISSEMINATION OF OFFEREE CIRCULAR**

- 2.1. Further to the above announcements, the Board wishes to inform Shareholders that the notice to Shareholders (the "**Notice to Shareholders**") containing the address and instructions for the electronic retrieval of the circular to Shareholders dated 6 July 2023 in relation to the Offer which contains, *inter alia*, the recommendation of the IFA to the Independent Directors and the

recommendation of the Independent Directors to Shareholders (the “**Offeree Circular**”), has been despatched to Shareholders on 6 July 2023.

- 2.2. The Company has opted for electronic dissemination of the Offeree Circular through publication on SGXNET. Accordingly, please note that no printed copies of the Offeree Circular will be despatched to Shareholders.
- 2.3. The electronic version of the Offeree Circular and its related documents are available on the SGXNET announcement page of the Company at <https://www.sgx.com/securities/company-announcements?value=SYSMA%20HOLDINGS%20LIMITED&type=company>. Shareholders may also access the website of the SGX-ST at [www.sgx.com](http://www.sgx.com) and select the section “Securities”, select “Company Information” and then “Company Announcements” from the drop-down menu list and type the name of the Company: “Sysma Holdings Limited” in the box titled “Filter by Company/Security Name”. “Sysma Holdings Limited” will appear as a drop-down item below the filter box. Please click it to see a list of the announcements made by the Company. Thereafter, please select the announcement dated 6 July 2023 titled “**REPL::Tender/ Acquisition/ Takeover/ Purchase Offer::Voluntary**”. The Offeree Circular can be accessed by clicking on the link under the section titled “Attachments” at the bottom of the announcement.
- 2.4. The SGX announcement page of the Company where the electronic version of the Offeree Circular and its related documents are located may also be accessed on the Company’s website at the following URL: <https://sysma.sg/#!/INVESTORS>.
- 2.5. **The Offeree Circular requires the immediate attention of the Shareholders. Shareholders should carefully read the Offer Document, the Offer Announcement, the Offeree Circular and the letter from the IFA set out in the Offeree Circular carefully and consider the recommendations of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer before deciding whether or not to accept the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, legal adviser or other professional advisers immediately.**
- 2.6. Shareholders who have not received the Notice to Shareholders within two (2) business days from the date hereof may, during normal business hours and up to 5.30 p.m. (Singapore time) on the Closing Date (as defined below) of the Offer, obtain a copy of the Notice to Shareholders from the Registrar at the following address:

**Tricor Barbinder Share Registration Services**  
80 Robinson Road #02-00  
Singapore 068898

### **3. CLOSING DATE**

Shareholders should note that, as stated in the Offer Document, the Offer will close at **5.30 p.m. (Singapore time) on 20 July 2023**, or such later date(s) as may be announced from time to time by or on behalf of the Offeror (“**Closing Date**”).

### **4. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and no material facts have been omitted from this

announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, the Offer Document, the Offer Document Despatch Announcement and the Offer Document Notification), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

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

**Richard Tan Kheng Swee**  
Lead Independent Director  
6 July 2023

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

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