

SYSMA HOLDINGS LIMITED

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

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR

Board of Directors:

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

Registered Office:

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

To: The Shareholders of Sysma Holdings Limited

6 July 2023

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR (“NOTICE TO SHAREHOLDERS”)

Dear Sir/Madam,

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 in respect of the Offer (“**Independent Directors**”);
- (d) the formal offer document dated 22 June 2023 (the “**Offer Document**”) issued by RHTC, for and on behalf of the Offeror, in relation to the Offer, in accordance with Rule 15 of the Code;
- (e) the announcement dated 22 June 2023 made by RHTC, for and on behalf of the Offeror, in relation to the electronic despatch of the Offer Document and the despatch of the notification containing instructions for the electronic retrieval of the Offer Document (the “**Offer Document Despatch Announcement**”);
- (f) the notification containing the address and instructions for the electronic retrieval of the Offer Document despatched to Shareholders on 22 June 2023 (the “**Offer Document Notification**”);
- (g) the announcement dated 6 July 2023 made by the Company in relation to the despatch of this Notice to Shareholders;

- (h) the news release by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 6 May 2020 announcing that the Monetary Authority of Singapore (“**MAS**”), the Securities Industry Council (“**SIC**”) and the Singapore Exchange Regulation (“**SGX RegCo**”) have introduced temporary measures to allow, with immediate effect until 30 September 2020, listed issuers and parties involved in takeover or merger transactions the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites, thereby dispensing with the need to despatch hardcopy documents related to such take-over or merger transactions as required under the Securities and Futures Act 2001, the Code and the Singapore Exchange Listing Rules;
- (i) the joint statement by the MAS, SIC and SGX RegCo on 29 September 2020, announcing that listed issuers and parties involved in take-over or merger transactions will continue to have the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites for another nine (9) months, until 30 June 2021; and
- (j) the joint statement by MAS, SIC and SGX RegCo on 29 June 2021 announcing the extension of the temporary measure to allow listed issuers and parties involved in rights issues and take-over or merger transactions to electronically disseminate Offer Documents through publication on SGXNET and their corporate websites beyond 30 June 2021, until the temporary measure is revoked or amended by MAS, SIC and SGX RegCo, with at least six months’ advance notice to be given before the temporary measure ceases to be available.

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

2. ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR

- 2.1. The Board would like to inform the Shareholders that the Company has today, disseminated to Shareholders a circular dated 6 July 2023 (the “**Offeree Circular**”) containing, *inter alia*, the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in respect of the Offer.
- 2.2. **The Company has opted for electronic dissemination of the Offeree Circular through publication on SGXNET and via the Company’s corporate website. 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 located on the SGXNET announcement page of the Company at the following URL: <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 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 6 July 2023 announcement.
- 2.4. The electronic version of the Offeree Circular may also be accessed by scanning the following QR Code:



- 2.5. The SGXNET 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>.
- 2.6. Should any Shareholder require assistance in accessing the electronic version of the Offeree Circular, please contact the Company via email at sysma@sysma.sg.
- 2.7. The Company has also despatched a printed copy of this Notice to Shareholders today.
- 2.8. 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

- 2.9. 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 and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer before deciding whether to accept or reject the Offer. **Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.**

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 Notice to Shareholders) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice to Shareholders are fair and accurate and no material facts have been omitted from this Notice to Shareholders, the omission of which would make any statement in this Notice to Shareholders 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 Notice to Shareholders.

BY ORDER OF THE BOARD

Richard Tan Kheng Swee
Lead Independent Director
6 July 2023

*This Notice to Shareholders 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 Notice to Shareholders, including the correctness of any of the statements or opinions made or reports contained in this Notice to Shareholders.*

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.