

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sysma Holdings Limited (the “Company”) will be convened and held by way of electronic means on Friday, 18 November 2022 at 10:00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 July 2022 together with the Statement of Directors and the Independent Auditor’s Report thereon. **Resolution 1**
2. To approve the payment of Directors’ Fees of S\$120,000 for the financial year ending 31 July 2023, to be paid quarterly in arrears. (FY2022: S\$120,000) **Resolution 2**
3. To re-elect Mr Sin Ee Wuen, a Director who is retiring pursuant to Article 107 of the Company’s Constitution.
[See Explanatory Note (i)] **Resolution 3**
4. To re-elect Mr Teo Boon Tieng, a Director who is retiring pursuant to Article 107 of the Company’s Constitution.
[See Explanatory Note (i)] **Resolution 4**
5. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:-

6. PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE **Resolution 6**

“THAT:

- (1) for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
 - (a) on-market purchases transacted on the Catalist through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose of the Share Buyback (“**Market Purchases**”); and/or
 - (b) off-market purchases (“**Off-Market Purchase**”) effected pursuant to an equal access scheme which the Directors may impose such terms and conditions, which are consistent with the Share Buyback Mandate, the Catalist Rules, the Companies Act and the Constitution of the Company, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes;

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and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

(2) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (a) the date on which the next annual general meeting of the Company (“**AGM**”) is held or required by law to be held;
- (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting;

(3) in this Resolution:

“**Maximum Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered. Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for purposes of computing the 10% limit;

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, the Maximum Limit is reached, or the date the said mandate is revoked or varied by the Company in a general meeting, whichever is the earlier, after the date of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price, where:

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“**Average Closing Price**” means the average of the closing market prices of the Shares over the last 5 Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Days period and the day on which the purchases are made;

“**Market day**” means a day on which the SGX-ST is open for Securities Trading;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

[See Explanatory Note (ii)]

AS SPECIAL RESOLUTION

Resolution 7

7. AUTHORITY TO ALLOT AND ISSUE SHARES

“THAT pursuant to Section 161 of the Companies Act and subject to Rule 806 of the Section B: Rules of the Catalist of the SGX-ST Listing Manual (the “**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to issue and allot new shares (“**Shares**”) in the capital of the Company (whether by way of rights, bonus or otherwise) and/or make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS that:

- (1) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), whether on pro-rata or non pro-rata basis;

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- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (**SGX-ST**) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time such authority was conferred, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options which are outstanding or subsisting at the time such authority was conferred, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of the Shares;
- adjustments in accordance with sub paragraphs (a) and (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST Section B: Rules of Catalist for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority so conferred shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (iv)]

BY ORDER OF THE BOARD

Pan Mi Keay
Company Secretary
Singapore

27 October 2022

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Explanatory Notes:

- (i) Mr Sin Ee Wuen, upon re-election as Director of the Company, remains as Executive Director and Deputy Chief Executive Officer of the Company.

Mr Teo Boon Tieng, upon re-election as Director of the Company, remains as the Chairman of Audit Committee as well as a member of the Nominating Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information of Mr Sin Ee Wuen and Mr Teo Boon Tieng can be found on page 4 of this Notice and under the “Board of Directors” section in the Company’s Annual Report 2022.

- (ii) Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting is held or is required by law to be held, to purchase or acquire up to 10% of the issued Shares of the Company as at the date of the passing of this Resolution. Details of the proposed renewal of the Share Buyback Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial impact on the Company’s financial position, are set out in the Appendix to this Notice of Annual General Meeting.
- (iii) Special Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted) which the Directors may issue under this Resolution would not exceed 100% of the issued share capital of the Company whether on pro-rata or non pro-rata basis at the time of passing this Resolution. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

Notes:

1. The AGM 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. **Printed copies of this notice of AGM (the “Notice”) will not be sent to members.** This Notice will be published via an announcement on the SGX website at the URL: <https://www.sgx.com/securities/companyannouncements> and may be accessed at the Company’s website at the URL: www.sysma.sg.
2. **As a precautionary measure due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person.** Alternative arrangements relating to the conduct of the AGM, including:
 - (a) attending the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream on <https://conveneagm.sg/SysmaAGM2022> (“Sysma AGM Website”);
 - (b) submitting questions to the Chairman of the AGM in advance of the AGM, and addressing of substantial and relevant questions in advance of the AGM, or by submitting text-based questions through real-time electronic communication during the AGM; and

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- (c) voting at the AGM (i) real-time remote electronic voting by the members or his/her/its duly appointed proxy(ies); or (ii) by appointing the Chairman of the AGM as proxy to vote on the member's behalf at the AGM;

are set out in the Company's announcement accompanying this Notice dated 27 October 2022.

This announcement may be accessed at the Company's website at the URL: www.sysma.sg, and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

3. Shareholders who wish to exercise their voting rights via electronic means at the AGM may:
- (a) (where such Shareholders are individuals) vote "live" via electronic means at the AGM or (whether such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on their behalf; or
- (b) (whether such Shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

For the avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.

4. The accompanying proxy form for the AGM will not be sent out physically but will be announced together with this Notice and may be accessed at the Company's website at the URL: www.sysma.sg, and the SGX website at the the URL: <https://www.sgx.com/securities/company-announcements>.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven working days before the AGM, **latest by 9 November 2022 at 10.00 a.m.**

5. (a) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/ her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney. Where a member appoints more than a proxy, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his shareholding and any second named proxy shall he deemed to be an alternate to the first named proxy.
- (b) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

6. The Chairman of the Meeting, as proxy, need not be a member of the Company.

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7. The Proxy Form must be submitted to the Company in the following manner:
- (a) via the Sysma AGM Website, URL: <https://conveneagm.sg/SysmaAGM2022> using the electronic format available on the website; or
 - (b) if submitted 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 electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com,

in either case not less than 48 hours before the time appointed for the AGM, **latest by 16 November 2022 at 10.00 a.m.**

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation, shareholders are strongly encouraged to submit completed Proxy Forms electronically via email or the Sysma AGM Website.

8. a) All members as well as investors who hold shares through relevant intermediaries (including CPF or SRS investors), who wish to follow the proceedings of the AGM through the Live AGM Webcast must pre-register online at Sysma AGM Website, URL: <https://conveneagm.sg/SysmaAGM2022>, to create an account, **not later than 15 November 2022 at 10.00 a.m.** (the "Registration Deadline").
- b) Shareholders will receive an email verification authenticating their status as Shareholders immediately upon pre-registration, along with the accompanying instructions on accessing the webcast or audio feed of the proceedings. Shareholders who do not receive an email 24 hours after pre-registration may contact technical support via email at agm2022@sysma.sg or support@conveneagm.com.
9. Members must not forward the login details to join the Live AGM Webcast to another person who is not a member of the Company and/or who is not authorised to attend the Live AGM Webcast.
10. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask question relating to the items on the agenda of the AGM by:-
- (a) Submitting questions to the Company in the following manner **by 5:00 p.m. on 4 November 2022 ("Deadline for Initial Questions")**:
 - i. via the Sysma AGM Website;
 - ii. if submitted electronically, be submitted via email to the Company at agm2022@sysma.sg; or
 - iii. 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.

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- (b) Submitting text-based questions through real-time electronic communication during the AGM within a prescribed time limit.

When sending questions via email or post, members should also provide their full name as it appears on the CDP/CPF/ SRS records, address, contact number, email address, number of shares in the Company and the manner in which the shares are held in the Company (e.g. via CDP, CPF or SRS) for verification.

11. The Board of Directors and Management of the Company will endeavour to address all substantial and relevant questions received from members prior to the Deadline for Initial Questions by publishing the responses to those questions on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: www.sysma.sg prior to the AGM. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only stream.
12. Physical Annual Report 2022 will not be sent out and may be accessed at the Company's website at the URL: www.sysma.sg, Sysma AGM Website, and on the SGX website at the URL: <https://www.sgx.com/securities/annual-reports-related-documents>.
13. Minutes of the AGM to be held on 18 November 2022 will be published on the SGXNet and also at the Company's corporate website within one (1) month after the AGM date.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty

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DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION PURSUANT TO RULE 720(5) OF THE RULES OF CATALIST OF THE SGX-ST (THE “CATALIST RULES”)

The following Directors are seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 18 November 2022 (“**AGM**”) (the “**Retiring Directors**”).

Pursuant to Rule 720(5) of the Catalist Rules the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules:

1) Mr Sin Ee Wuen (“Mr Sin”)

Date of Appointment	19 September 2018
Date of last re-appointment	27 November 2020
Age	44
Country of principal residence	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Sin as the Executive Director and Deputy Chief Executive Officer was recommended by the Nominating Committee, and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experience, and overall contribution since his appointment as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive. Mr Sin is responsible for investments, strategic planning, and implementation of the Group’s Property Development Business and assists the Executive Chairman and Group CEO in the overall management of the Group’s business.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Deputy Chief Executive Officer.
Professional qualifications	Diploma in Computer Information Systems from Singapore Polytechnic.

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Working experience and occupation(s) during the past 10 years	<p>(1) 2000 to 2014 - Category A Pilot For Republic of Singapore Air Force.</p> <p>(2) May 2014 - Corporate Development Manager of the Company. He is responsible to monitor, research and develop sales and marketing intelligence on emerging trends in property development industry.</p> <p>(3) Dec 2014 - Director of the principal subsidiaries of the Company, namely, Sysma Properties Pte Ltd, De Paradiso Development Pte Ltd and GCAP Properties Pte. Ltd.</p> <p>(4) Oct 2015 - Property Development Director of the Group. He is responsible for strategic planning and direction as well as the implementation of the Group's Property Development Business.</p> <p>(5) Oct 2017 - Deputy Chief Executive Officer. He assists the Group Chief Executive Officer for the overall management of the Group's business and corporate development.</p>
Shareholding interest in the listed issuer and its subsidiaries	8,703,500 ordinary shares of Sysma Holdings Limited.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Son of Mr Sin Soon Teng, Executive Chairman and Group Chief Executive Officer
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

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<p>Other Principal Commitments* Including Directorships#</p> <p>Past (for the last 5 years)</p> <p>Present</p>	<p><u>Past</u></p> <ol style="list-style-type: none"> 1. International Cement Group Ltd. 2. SL Capital Ventures Pte. Ltd. 3. Compact Metal Industries Ltd. <p><u>Present</u></p> <ol style="list-style-type: none"> 1. Sysma Construction Pte. Ltd. 2. Sysma Jade Pte. Ltd. 3. KH Engineering Ltd (BVI) 4. Kian Hock Piling Pte. Ltd. 5. Sysma Capital Pte. Ltd. 6. Sysma Capital One Pte. Ltd. 7. Sysma Capital Two Pte. Ltd. 8. Blue Planet Environmental Solutions Pte. Ltd. 9. De Paradiso Development Pte. Ltd. (dormant entity under Members Voluntary Liquidation) 10. GCAP Properties Pte. Ltd. (dormant entity under Members Voluntary Liquidation) 11. Sysma Properties Pte. Ltd. (dormant entity under Members Voluntary Liquidation) 12. Xiang Holdings Pte. Ltd. 13. Stam Capital Pte. Ltd. 	
a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
c)	Whether there is any unsatisfied judgment against him?	No
d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No

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e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
j)	<p>Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–</p> <ul style="list-style-type: none"> i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in <p>Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No

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k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Disclosure applicable to the appointment of Director only		
	<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	N.A.

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2) Teo Boon Tieng (“Mr Teo”)

Date of Appointment	6 July 2020
Date of last re-appointment	27 November 2020
Age	59
Country of principal residence	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Teo as an Independent Director was recommended by the Nominating Committee, and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experience and overall contribution since he was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Chairman of Audit Committee as well as a member of the Remuneration Committee and Nominating Committee.
Professional qualifications	Fellow of Institute of Singapore Chartered Accountants (ICSA) Fellow of Association of Chartered Certified Accountants (ACCA, UK)
Working experience and occupation(s) during the past 10 years	1. Teo Boon Tieng & Co., Chartered Accountants Singapore (1997 to Present) - Partner 2. Ark Alliance LLP (2020 to Present) – Partner 3. TBT Business Solutions Pte Ltd (2012 to Present) - Director
Shareholding interest in the listed issuer and its subsidiaries	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

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<p>Other Principal Commitments* Including Directorships# Past (for the last 5 years) Present</p>	<p><u>Past</u> Asia Capital Market Advisory Pte Ltd TBT Alliance Pte Ltd Civil Tech Holdings Ltd Swee Hong Limited TBT Consulting Pte Ltd</p> <p><u>Present</u> TBT Business Solutions Pte Ltd Teo Boon Tieng & Co. Ark Alliance LLP</p>	
a)	<p>Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?</p>	No
b)	<p>Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?</p>	<p>Mr Teo Boon Tieng was an Independent Director and Chairman of the Audit Committee of Swee Hong Limited ("Swee Hong") from 2015 to 2020. Swee Hong's supplier had on 29 March 2019 filed a winding up application in the High Court of the Republic of Singapore against the company ("Winding Up Application") in respect of amounts owing pursuant to supplies purchased. The Winding Up Application was withdrawn by the supplier on 26 April 2019.</p>
c)	<p>Whether there is any unsatisfied judgment against him?</p>	No
d)	<p>Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?</p>	No

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e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
j)	<p>Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–</p> <ul style="list-style-type: none"> i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in <p>Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No

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k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Disclosure applicable to the appointment of Director only		
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>		N.A.