

**SYSMA HOLDINGS LIMITED**Company Registration No. 201207614H  
(Incorporated in the Republic of Singapore)**PROXY FORM  
ANNUAL GENERAL MEETING****IMPORTANT:**

- The Annual General Meeting ("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 the Notice of AGM and Proxy Form will not be sent to members.** The Notice of AGM and Proxy Form will be published by electronic means via 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](http://www.sysma.sg).
- 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:
  - 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"));
  - 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
  - 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. Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies).
- CPF/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.
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 27 October 2022.
- Please read the notes below which contain instructions on, inter alia, the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM.

I/We\*, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC/Passport No./Company Registration No.)\*

of \_\_\_\_\_ (Address)

member/members\* of Sysma Holdings Limited (the "**Company**"), hereby appoint:-

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

and/or (delete where appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

as \*my/our \*proxy/proxies to attend and vote for \*me/us on \*my/our behalf at the Annual General Meeting of the Company to be convened and held by way of electronic means on Friday, 18 November 2022 at 10:00 a.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolutions to be proposed at the Annual General Meeting as indicated with an "X" in the spaces provided hereunder. If no specific directions as to voting are given, the \*proxy/proxies will \*\*vote or abstain from voting at \*his/her/their discretion. If no person is named in the space above, the Chairman of the AGM shall be \*my/our proxy to vote, for or against the Resolutions to be proposed at the AGM, as indicated below, for \*me/us and on \*my/our behalf at the AGM and at any adjournment thereof\*\*

No.	ORDINARY RESOLUTIONS	VOTING		ABSTAIN FROM VOTING**
		FOR **	AGAINST **	
<b>ORDINARY BUSINESS</b>				
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.			
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)			
3.	To re-elect Mr Sin Ee Wuen as a Director under Article 107 of the Company's Constitution.			
4.	To re-elect Mr Teo Boon Tieng as a Director under Article 107 of the Company's Constitution.			
5.	To re-appoint Messrs Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration.			
<b>SPECIAL BUSINESS</b>				
6.	To approve the proposed renewal of the Share Buyback Mandate.			
<b>SPECIAL RESOLUTION</b>				
7.	To authorise the allotment and issuance of shares pursuant to Section 161 of the Companies Act.			

\* Delete as appropriate

\*\* Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes for or against in the "For" or "Against" box in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain From Voting" box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain From Voting" box in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Total Number of Shares held in:	No. of Shares
CDP Register	
Register of Members	

Signature(s) of member(s) or

Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF.**

**NOTES:**

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy (the "**Proxy Form**") will be deemed to relate to all the shares held by the member.
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 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
  - (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.
3. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/ she/it may appoint a proxy/proxies to vote on his/her/its behalf at the AGM. A member may appoint the Chairman of the AGM to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. CPF/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. The Chairman of the Meeting, as proxy, need not be a member of the Company.

*Fold along this line*

---

**PROXY FORM**

Affix Postage Stamp
---------------------------

The Share Registrar  
**SYSMA HOLDINGS LIMITED**  
Tricor Barbinder Share Registration Services  
80 Robinson Road  
#11-02  
Singapore 068898

*This flap for sealing*

---

6. 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 accessible 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](mailto: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 Sysma AGM Website, URL: <https://conveneagm.sg/SysmaAGM2022>.**
7. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where a Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form (or any related attachment) if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.