



## SYNAGIE CORPORATION LTD.

Company Registration No. 201717972D  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Synagie Corporation Ltd. (the "Company") will be held at Grand Copthorne Waterfront Singapore (Cardinal Room Level 3), 392 Havelock Road Singapore 169663, on Tuesday, 23 April 2019 at 2.00 p.m. for the following purposes:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 ("FY2018") together with the Auditor's Report thereon. **(Resolution 1)**
- To ratify the payment of Directors' fees of S\$123,474\* for FY2018 which was paid/payable to Directors in FY2018.  
\* Prorated as Directors were appointed on 28 June 2018 **(Resolution 2)**
- To approve the payment of Directors' fees of S\$232,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears. **(Resolution 3)**
- To re-elect the following Directors of the Company who are retiring pursuant to Regulations 107 and 108 (1) of the Constitution of the Company, respectively:
  - Mr Clement Lee Shieh-Peen – Retiring under Regulation 108 (1) **(Resolution 4)**
  - Mr Lim Chuan Poh – Retiring under Regulation 107 **(Resolution 5)**
  - Mr Chua Hwee Song – Retiring under Regulation 107 **(Resolution 6)**
  - Mr Koh Chia Ling – Retiring under Regulation 107 **(Resolution 7)**
  - Mr Chue En Yaw – Retiring under Regulation 107 **(Resolution 8)**[See Explanatory Note (i)]
- To re-appoint Deloitte & Touche LLP, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 9)**
- To transact any other ordinary business which may properly be transacted at an AGM.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

#### 7. Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 ("Companies Act") and Rule 806 of the Listing Manual – Section B: Rules of the Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules")

That, pursuant to Section 161 of the Companies Act and Rule 806 of the Catalyst Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (i) issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
  - (ii) 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) options, 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; and
- (b) notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

#### ("Share Issue Mandate")

provided that:

- the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (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 sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution provided the options or awards were granted in compliance with the Catalyst Rules; and
  - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and
- unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

[See Explanatory Note (ii)]

**(Resolution 10)**

#### 8. Authority to issue shares under the Synagie Employee Share Option Scheme ("Synagie ESOS")

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing Synagie ESOS and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Synagie ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Synagie ESOS and Synagie Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

**(Resolution 11)**

#### 9. Authority to issue shares under the Synagie Performance Share Plan ("Synagie PSP")

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the Synagie PSP and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the Synagie PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Synagie PSP and Synagie ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

**(Resolution 12)**

By Order of the Board

Siau Kuei Lian  
Secretary  
Singapore, 5 April 2019

#### Explanatory Notes:

- Mr Lim Chuan Poh will, upon re-election as a Director of the Company, remain as the Non-Executive and Independent Chairman, Chairman of Remuneration Committee, and a member of Nominating Committee. Mr Lim will be considered independent pursuant to Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Table A of the Corporate Governance Report on pages 47 to 53 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

Mr Chua Hwee Song will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating Committee. Mr Chua will be considered independent pursuant to Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Table A of the Corporate Governance Report on pages 47 to 53 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

Mr Koh Chia Ling will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Koh will be considered independent pursuant to Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Table A of the Corporate Governance Report on pages 47 to 53 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

Mr Chue En Yaw will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and Remuneration Committee. Mr Chue will be considered independent pursuant to Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Table A of the Corporate Governance Report on pages 47 to 53 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

- Resolution 10** above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro rata basis to existing shareholders of the Company.  
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- Resolution 11** above, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the exercise of options granted or to be granted under the Synagie ESOS provided that the aggregate additional shares to be allotted and issued pursuant to the Synagie ESOS and Synagie PSP do not exceed in total (for the entire duration of the Synagie ESOS) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

- Resolution 12** above, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the vesting of share awards under the Synagie PSP provided that the aggregate additional shares to be allotted and issued pursuant to the Synagie PSP and Synagie ESOS do not exceed in total (for the entire duration of the Synagie PSP) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

#### Notes:

- A Member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- A Relevant Intermediary may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- The instrument appointing a proxy must be deposited at the registered office of the Company at 38 Jalan Pemimpin, #05-09, M38, Singapore 577178 not less than 72 hours before the time appointed for holding the Meeting.

\* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 the attendance and minutes appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the proxy and lists, minutes and other documents relating to the AGM (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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor RHT Capital Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the accuracy, completeness or correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Khong Choun Mun, Registered Professional, RHT Capital Pte. Ltd. Address: 9 Raffles Place #29-01 Republic Plaza Tower 1, Singapore 048619 Tel: (65) 6381 6757.