



SYNAGIE CORPORATION LTD.
(Incorporated in Singapore)
(Company Registration No. 201717972D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Synagie Corporation Ltd. will be held by electronic means on 28 May 2020 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2019 and the Directors' Statement and the Auditors' Report thereon. Resolution 1
- To approve the payment of Directors' fees in the amount of S\$175,945.21 for financial year ending 31 December 2020, to be paid quarterly in arrears. Resolution 2
- To re-elect Ms Zanetta Lee Yue (Zanetta Li Yu) pursuant to Regulation 108(1) of the Company's Constitution. [See Explanatory Note (i)] Resolution 3
- To re-elect Ms Tai Ho Yan pursuant to Regulation 108(1) of the Company's Constitution. [See Explanatory Note (ii)] Resolution 4
- To re-appoint Messrs Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration. Resolution 5
- To transact any other ordinary business which may properly be transacted at the Annual General Meeting of the Company.

SPECIAL BUSINESS

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

- 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 Issuer 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 Catalist Rules, the Directors of the Company be authorised and empowered to:
 - issue shares in the Company ("shares") 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 or 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 of the Company may in their absolute discretion deem fit; and
 - (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided always that:
 - the aggregate number of shares (including shares to be issued pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) 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 any convertible securities;
 - new shares arising from exercising share options or vesting of share awards, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of shares.
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority 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 the earlier. [See Explanatory Note (iii)] Resolution 6
- 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 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)] Resolution 7
- 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 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 (v)] Resolution 8
- Proposed Renewal of the Share Buyback Mandate**
That:
 - in this resolution relating to the Share Buyback Mandate:
 - in the case of a Market Purchase, 105.0% of the Average Closing Market Price; and
 - in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Market Price; and
 - "Relevant Period" means the period commencing from the date of the resolution passed in relation to the Share Buyback Mandate and expiring on the date on which the next annual general meeting of the Company is or is required by law to be held, whichever is the earlier;
 - any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and
 - the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution relating to the Share Buyback Mandate. [See Explanatory Note (vi)] Resolution 9

BY ORDER OF THE BOARD

LIM KOK MENG
COMPANY SECRETARY
Singapore, 6 May 2020

Explanatory Notes:

- Ms Zanetta Lee Yue (Zanetta Li Yu) will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.
- Ms Tai Ho Yan will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.
- Resolution 6 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 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 7 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until 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 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 8 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until 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 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.
- Resolution 9 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by the law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to repurchase its own ordinary shares by way of Market Purchases (as defined in Resolution 9) and/or Off-Market Purchases (as defined in Resolution 9) not exceeding in aggregate the Maximum Limit (as defined in Resolution 9) at the Maximum Price (as defined in the Ordinary Resolution).
The rationale for, authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2019 are set out in greater detail in the Addendum to the Annual Report dated 15 April 2020.

Measures to minimise risk of community spread of COVID-19

On 3 April 2020, the Singapore Government announced the implementation of circuit breaker measures (enhanced safe distancing measures and closure of non-essential workplace premises) to curb the further spread of COVID-19.

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 was issued by the Minister of Law on 13 April 2020 which provide, amongst others, legal certainty to enable issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). A joint statement was also issued on the same day by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation providing guidance for listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments, the Company will be holding a live audio-visual webcast and live audio-only stream of the Annual General Meeting proceedings (the "Live AGM Webcast") on 28 May 2020 at 2.00 p.m. (the "AGM"). Shareholders will be able to watch these proceedings through a live audio-visual webcast via their mobile phones, tablets or computers or listen to these proceedings through live audio-only stream via telephone. The Company will not accept any physical attendance by shareholders.

Shareholders will be able to participate in the AGM in the following manner set out in the paragraphs below.

Live AGM Webcast:

- Shareholders may watch or listen to the AGM proceedings through the Live AGM Webcast. To do so, shareholders will need to register at https://zoom.us/join/register/WN_52_JIOCIrwiW7t7zQeB0a (the "Registration Link") by 2.00 p.m. on 25 May 2020 (the "Registration Deadline") to enable the Company to verify their status.
- Following verification, authenticated shareholders will receive an email on 26 May 2020 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the AGM proceedings (the "Verification Email").
- Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
- Shareholders who register by the Registration Deadline but do not receive the Verification Email on 26 May 2020 may contact the Company by email at webcastFY2019@synagie.com for assistance. When contacting the Company, shareholders should provide the following information to the Company:
 - full name as per CDP/SRS Account records;
 - the last four digits of the NRIC No./FIN No./Passport No. (if the shareholder is an individual) or the Company Registration No. (if the shareholder is a corporation); and
 - email address that was used for the purposes of the registration.
- Non-SRS holders whose shares are registered under Depository Agents ("DAs") must approach their respective DAs to indicate their interest in participating in the Live AGM Webcast.

Submission of Proxy Forms to Vote:

- Shareholders may only exercise their voting rights at the AGM via proxy voting.
- Shareholders who wish to vote at the AGM must submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf. Shareholders are advised to specify their votes for the respective resolutions.
- The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
 - mail to the office of the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - email to proxyFY2019@synagie.com, by no later than 2.00 p.m. on 25 May 2020, being seventy-two (72) hours before the time fixed for the AGM.
- SRS investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
- Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

Submission of Questions:

- To ensure orderly proceedings during the Live AGM Webcast, shareholders should submit questions relating to the items on the agenda of the AGM, at the same time as their registration, via the Registration Link. All questions must be submitted by 2.00 p.m. on 25 May 2020.
- The Company will endeavour to address the substantial and relevant questions at or before the AGM. The responses to such questions from shareholders, together with the minutes of the AGM, will be posted on the SGXNet and the Company's website within one month after the date of the AGM. Please note that to avoid any technical disruptions or overload to the Live AGM Webcast, shareholders will not be able to raise questions at the Live AGM Webcast.

Notes:

- The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing the Chairman of the AGM as proxy must be deposited at the office of the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, not less than seventy-two (72) hours before the time appointed for holding the AGM.
- A depositor shall not be regarded as a member of a Company entitled to at the AGM unless his name appears on the Depository Register (as defined in Section 81SF of the Securities and Futures Act) seventy-two (72) hours before the time fixed for the AGM.

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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance 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 6966.