



SYNAGIE CORPORATION LTD.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

This Notice has been made available on SGXNet and the Company's website and may be accessed at the URL <http://investor.synagie.com/financial-information/>. A printed copy of this Notice will NOT be despatched to members.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Synagie Corporation Ltd. (the "Company") will be held by way of electronic means on 28 September 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the Ordinary Resolutions and Special Resolutions set out below.

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to shareholders of the Company dated 4 September 2020.

Shareholders should note that each of the resolutions relating to the Proposed Transactions are inter-conditional. This means that if any of the resolutions set out in this Notice of EGM for the Proposed Transactions is not passed, none of the resolutions will be carried.

ORDINARY RESOLUTION 1

THE PROPOSED DISPOSAL OF THE ENTIRE E-COMMERCE, E-COMMERCE ENABLER AND LOGISTICS BUSINESS OF THE GROUP

THAT subject to and contingent upon the passing of Ordinary Resolutions 2 and 3 and Special Resolutions 1 and 2 set out herein:-

- approval be and is hereby given for the Proposed Disposal, on the terms and subject to the conditions set out in the SPA, including as an interested person transaction pursuant to Chapter 9 of the Catalyst Rules, a major transaction pursuant to Chapter 10 of the Catalyst Rules, and as a disposal of substantially the whole of the Company's undertaking or property pursuant to Section 160 of the Companies Act; and
- any of the Directors be and is hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Ordinary Resolution and/or the Proposed Disposal (including any amendment to the SPA, execution of any other agreements or documents and procurement of third party consents).

ORDINARY RESOLUTION 2

THE PROPOSED ASSIGNMENT OF THE PROMISSORY NOTE

THAT subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 and Special Resolutions 1 and 2 set out herein:-

- approval be and is hereby given for the Proposed Assignment, on the terms and subject to the conditions set out in the SPA and the Promissory Note, including as an interested person transaction pursuant to Chapter 9 of the Catalyst Rules, and as a loan to a company in which a Director is interested in 20% or more of the total voting power pursuant to Section 163(1) of the Companies Act; and
- any of the Directors be and is hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Ordinary Resolution and/or the Proposed Assignment (including the execution of any agreements or documents and procurement of third party consents).

ORDINARY RESOLUTION 3

THE PROPOSED SPECIAL DIVIDEND

THAT subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 and Special Resolutions 1 and 2 set out herein, and the completion of the Proposed Disposal:-

- approval be and is hereby given for a one-tier tax-exempt special cash dividend of S\$0.1028 for each Share held by Shareholders (the "Proposed Special Dividend") to be declared and distributed to Shareholders in cash on such date as the Directors in their discretion shall determine; and
- any of the Directors be and is hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Ordinary Resolution and/or the Proposed Special Dividend (including the execution of any agreements or documents and procurement of third party consents).

SPECIAL RESOLUTION 1

THE PROPOSED CAPITAL REDUCTION AND THE PROPOSED CASH DISTRIBUTION

THAT pursuant to Section 78G read with Section 78I of the Companies Act and Regulation 69 of the Constitution of the Company and subject to the confirmation of the High Court of the Republic of Singapore, and subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 and Special Resolution 2 set out herein, and the completion of the Proposed Disposal:-

- approval be and is hereby given for the issued and paid-up share capital of the Company to be reduced by a sum of approximately S\$27,102,000 (the "Proposed Capital Reduction"), and that such reduction be effected by returning to Shareholders approximately S\$0.0886 in cash for each issued Share (the "Proposed Cash Distribution") held by a Shareholder as at a record date as the Directors in their discretion shall determine; and
- any of the Directors be and is hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Special Resolution, the Proposed Capital Reduction and/or the Proposed Cash Distribution (including the execution of any agreements or documents and procurement of third party consents).

SPECIAL RESOLUTION 2

THE PROPOSED CHANGE OF NAME

THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 and Special Resolution 1 set out herein, and completion of the Proposed Disposal:-

- approval be and is hereby given for name of the Company to be changed to "V2Y Corporation Ltd." and the name "Synagie Corporation Ltd." be substituted by "V2Y Corporation Ltd." wherever the former name appears in the Company's Constitution; and
- any of the Directors be and is hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Special Resolution and/or the Proposed Change of Name (including the execution of any agreements or documents and procurement of third party consents).

By Order of the Board of Directors

Lim Chuan Poh

Non-Executive and Independent Chairman

4 September 2020

Notes:

- The EGM 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 EGM will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on the Company's website at <http://investor.synagie.com/financial-information/> and the SGXNet.
- The proceedings of the EGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) ("Investors") (including investors holding shares through the Supplementary Retirement Scheme ("SRS") ("SRS investors")) who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at <http://scl.availeasemgdwebinar.com> no later than 10.00 a.m. on 25 September 2020 ("Registration Cut-Off Time"). Following verification, an email containing instructions on how to access the "live" webcast and audio feed of the proceedings of the EGM will be sent to authenticated members and Investors by 26 September 2020. Members and Investors who do not receive any email by 5.00 p.m. on 26 September 2020, but have registered by the Registration Cut-Off Time, should contact the Company by email at WebcastEGMFY2020@synagie.com.
- Investors holding shares through Depository Agents must also contact their respective Depository Agents as soon as possible to indicate their interest in order for the Depository Agents to make the necessary arrangements for them to participate in the "live" broadcast of the EGM.
Due to the current COVID-19 restriction orders in Singapore, members and investors will not be able to attend the EGM in person. Members and investors will also not be able to vote online on the resolutions and will be unable to attend the EGM. A member (whether individual or corporate) must appoint the Chairman of the EGM ("Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The Chairman, as proxy, need not be a member of the Company. The instrument for the appointment of proxy ("proxy form") may be accessed at the Company's website at <http://investor.synagie.com/financial-information/> or the SGXNet. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
- The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A SRS investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the EGM to submit his/her voting instructions. This is so as to allow sufficient time for the respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman to vote on their behalf by 10.00 a.m. on 25 September 2020.
- The proxy form must be submitted to the Company in the following manner:**
 - if submitted by post, be lodged with the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd., at 30 Cecil Street, #19-08, Prudential Tower, Singapore 049712; or
 - if submitted electronically, be submitted via email to EGMProxyFY2020@synagie.com,in either case, **not less than 72 hours before the time appointed for holding the EGM.**

A member who, **not less than 72 hours before the time appointed for holding the EGM**, 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.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- In the case of members of the Company whose Shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act (Chapter 289 of Singapore)), the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
- Members and investors will not be able to ask questions "live" during the broadcast of the EGM. All members and investors may submit questions relating to the business of the EGM no later than 10.00 a.m. on 25 September 2020:**

- via the pre-registration website at <http://scl.availeasemgdwebinar.com/>; or
 - by email to the Company at EGMProxyFY2020@synagie.com.
- The Company will endeavour to answer all substantial and relevant questions prior to, or at, the EGM.

- All documents (including the Circular, proxy form, and this Notice of EGM) or information relating to the EGM have been, or will be, published on SGXNet and the Company's website at <http://investor.synagie.com/financial-information/>. **Printed copies of the documents will not be despatched to members and investors.** Members and investors are advised to check SGXNet and/or the Company's website regularly for updates.
- Personal Data Privacy:**

By submitting the proxy form appointing the Chairman to attend, speak and vote at the EGM and/or any adjournment thereof, a member 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 appointment of the Chairman as proxy for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

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 Singapore Exchange Securities Trading Limited ("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.