



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

**ALTERNATIVE ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING
OF THE COMPANY TO BE HELD ON 28 SEPTEMBER 2020**

Unless otherwise defined, all terms and references used herein shall bear the same meanings ascribed to them in the Circular (as defined below).

1. INTRODUCTION

The board of directors (the **"Board"** and each director, a **"Director"**) of Synagie Corporation Ltd. (the **"Company"**, and together with its subsidiaries, the **"Group"**) refers to:

- (a) the Company's announcement dated 5 August 2020 in relation to the Proposed Disposal and the Proposed Assignment;
- (b) Part 4 of the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 (**"Covid-19 Act"**) and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (**"Covid-19 Order"**) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies where personal attendance is provided for in written law or certain legal instruments; and
- (c) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated on 27 April 2020) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

2. DATE AND TIME OF EXTRAORDINARY GENERAL MEETING

The Board wishes to inform Shareholders that the Company has today issued a circular to Shareholders dated 4 September 2020 (the **"Circular"**) in relation to the Proposed Disposal, the Proposed Assignment, the Proposed Special Dividend, the Proposed Capital Reduction, the Proposed Cash Distribution and the Proposed Change of Name (collectively, the **"Proposed Transactions"**).

The purpose of the Circular is to provide Shareholders with information relating to the Proposed Transactions, and to seek Shareholders' or independent Shareholders' approval (as the case may be) for the following proposals at the forthcoming extraordinary general meeting ("**EGM**"):

- (a) the Proposed Disposal as an ordinary resolution;
- (b) the Proposed Assignment of the Promissory Note as an ordinary resolution;
- (c) the Proposed Special Dividend as an ordinary resolution;
- (d) the Proposed Capital Reduction and the Proposed Cash Distribution as a special resolution;
and
- (e) the Proposed Change of Name as a special resolution.

The EGM will be held by way of electronic means on 28 September 2020 at 10.00 a.m..

3. NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM AND PROXY FORM

In line with the provisions under the COVID-19 Order, no printed copies of the Circular, the Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

Copies of the Circular, the Notice of EGM and the Proxy Form have been uploaded on SGXNet and are now also available on the Company's website at the following link: <http://investor.synagie.com/financial-information/>.

A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNet and the Company's designated website.

Shareholders are advised to read the Circular carefully in order to decide whether they should vote in favour of or against the resolutions in relation to the Proposed Transactions to be proposed at the EGM.

4. NO ATTENDANCE AT EGM

Due to the current COVID-19 restriction orders in Singapore (including under the COVID-19 Act), **Shareholders and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) ("Investors") will not be able to attend the EGM in person.** Instead, alternative arrangements have been put in place to allow Shareholders and Investors to participate at the EGM by:

- (a) watching the EGM proceedings via "live" audio-and-video webcast or listening to the EGM proceedings via "live" audio feed;
- (b) submitting questions in advance of the EGM; and/or
- (c) voting by appointing the Chairman of the EGM as proxy at the EGM.

In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNet.

5. ALTERNATIVE ARRANGEMENTS

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM as follows:

(a) Registration to attend the EGM

The Company's Chairman, Mr Lim Chuan Poh, will conduct the proceedings of the EGM by way of electronic means.

Shareholders and Investors will be able to watch these proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone.

In order to do so, Shareholders and Investors must follow these steps:

- (i) Shareholders and Investors (including investors who hold shares under the Supplementary Retirement Scheme ("**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 the URL <http://scl.avaleasemgdwebinar.com> no later than **10.00 a.m. on 25 September 2020 ("Registration Cut-Off Time")** (being 72 hours before the time fixed for the EGM). 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.
- (ii) Shareholders 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.
- (iii) Investors holding Shares through Depository Agents (as defined in Section 81SF of the Securities and Futures Act (Chapter 289 of Singapore)) 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.

(b) Submission of questions in advance

Shareholders and Investors will not be able to ask questions "live" during the broadcast of the EGM. Shareholders and Investors who pre-register to watch the "live" audio-and-video webcast or listen to the "live" audio-only feed may submit questions related to the resolutions to be tabled for approval at the EGM:

- (i) All questions must be submitted by **10.00 a.m. on 25 September 2020** (being 72 hours before the time fixed for the EGM):
 - (A) via the pre-registration website at the URL <http://scl.availeasemgdwebinar.com>;
or
 - (B) by email to the Company at EGMProxyFY2020@synagie.com.
- (ii) The Company will endeavour to address substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM as received from Shareholders and Investors either before the EGM on SGXNet and the Company's website at the URL <http://investor.synagie.com/financial-information/> or during the EGM.
- (iii) The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.
- (iv) Please note that Shareholders and Investors will not be able to ask questions at the EGM "live" during the webcast and the audio feed, and therefore it is important for Shareholders and Investors to pre-register their participation in order to be able to submit their questions in advance of the EGM.

(c) Voting by proxy only

Shareholders and Investors will not be able to vote online on the resolutions to be tabled for approval at the EGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to **appoint the Chairman of the EGM** to vote on their behalf:

- (i) Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (ii) The proxy form must be submitted to the Company in the following manner:
 - (A) 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
 - (B) if submitted electronically, be submitted via email to EGMProxyFY2020@synagie.com,

in either case, by **10.00 a.m. on 25 September 2020** (being 72 hours before the time fixed for the EGM).

- (iii) Investors (excluding SRS Investors) who wish to vote should approach their relevant intermediaries as soon as possible to specify his/her voting instructions. SRS Investors who wish to exercise their votes by appointing the Chairman of the EGM as proxy

should approach their respective relevant intermediaries (including their respective SRS Approved Banks) to submit their voting instructions by **5.00 p.m. on 16 September 2020** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by 10.00 a.m. on 25 September 2020.

6. FURTHER INFORMATION

For further information on the conduct of the EGM and the alternative arrangements, Shareholders can refer to the Company's website at <http://investor.synagie.com/financial-information/>.

By order of the Board of
SYNAGIE CORPORATION LTD.

Lim Chuan Poh
Non-Executive and Independent Chairman
4 September 2020

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

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

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