



ACN: 062 284 084
ASX Code: SYS

Notice of Annual General Meeting 2014

Monday 24 November 2014, 9.00 am (AEDST)

Syngas Limited

Suite 1, 102 Gloucester Street, The Rocks, Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING 2014 AND EXPLANATORY NOTES

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read the whole of this document before you decide whether and how to vote on the Resolutions in the Notice of Annual General Meeting.

Syngas Limited

Suite 1, 102 Gloucester Street, The Rocks, NSW 2000, Australia.

Phone: (02) 9252 5052 Email: reception@syngas.com.au <http://www.syngas.com.au>

Syngas Limited ("Syngas" or "the Company") will hold its Annual General Meeting (AGM) at 9.00 am (Sydney time) on Monday 24 November, 2014 at the registered office of the Company, Suite 1, 102 Gloucester Street, The Rocks NSW 2000 for the purpose of transacting the business set out in this Notice.

Business

Syngas Financial Report

To receive the financial statements, directors' report and auditor's report for Syngas and its controlled entities for the year ended 30 June 2014.

Note: There is no requirement for shareholders to approve these reports.

Election of Directors

Ordinary resolutions to elect Directors:

Resolution 1 (a) Drago Panich, who retires by rotation and offers himself for re-election as a director of Syngas.

Resolution 1 (b) Datuk Siak Wei Low who, having been appointed as a director of Syngas effective on 19 September 2014 in accordance with the Company's constitution, and being eligible, offers himself for election as a director of Syngas.

Resolution 1 (c) Peter Ng who, having been appointed as a director of Syngas effective on 1 October 2014 in accordance with the Company's constitution, and being eligible, offers himself for election as a director of Syngas.

Note: The non-candidate directors unanimously support the re-election of Mr Panich and the election of Mr Low and Mr Ng.

The Chairman of the Meeting ("Chairman") intends to vote available proxies in favour of the re-election of Mr Panich and the election of Mr Low and Mr Ng.

Remuneration Report

Resolution 2 Non-binding ordinary resolution to adopt the Remuneration Report for the year ended 30 June 2014.

Note: This resolution is advisory only and does not bind the Company or the directors.

Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 2 by or on behalf of any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party of such a member, unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

The Chairman intends to vote available proxies in favour of this resolution.

The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election.

By order of the Board


Ian Gregory
Company Secretary
16 October 2014

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

The accompanying Explanatory Notes form part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Notes have the same meaning when used in this Notice of Annual General Meeting.

RECORD DATE

The Board has determined that, for the purposes of the meeting, Shares will be taken to be held by the persons who are registered as a Security holder as at 9.00 am (AEDST) on Saturday 22 November 2014. Accordingly Share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.

POLL

On a poll, Security holders have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a Security holder appoints more than one proxy, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

REPRESENTATIVES

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Security holders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

PROXIES

A proxy form accompanies this Notice of Annual General Meeting.

If you are entitled to attend and cast a vote at the meeting, you may appoint a person as your proxy to attend and vote for you at the meeting and that appointment may specify the proportion or number of votes that the proxy may exercise. If you are entitled to cast 2 or more votes at the meeting, you may appoint up to 2 proxies. If you appoint 2 proxies but do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes. A proxy does not need to be a Security holder.

If the proxy form is signed under a power of attorney, you must also lodge the power of attorney with the Company not less than 48 hours before the meeting, unless you have previously sent the power of attorney to the Company. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions by marking either "For", "Against" or "Abstain" on the Proxy Form for that Resolution. To appoint a proxy (or proxies) you must complete the attached proxy form and lodge it so that it is received by the Company not less than 48 hours before the meeting (i.e. by 9.00 am (AEDST) on Saturday 22 November 2014) at the following address, fax number or vote online.

METHODS OF VOTING

BY MAIL -	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia
BY FAX -	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

ATTENDING THE MEETING

If attending the meeting, please bring your personalised proxy form with you as it will help you to register. If you do not bring your form with you, you will still be able to attend the meeting. You will be able to register from **8.30 am** on the day of the meeting.

If you have lodged an online vote, you are still entitled to attend the meeting. However, your attendance will cancel your online vote unless you instruct the Company or the registry otherwise.

HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

If a member entitled to vote appoints the Chairman of the Meeting as their proxy and the member does not direct the Chairman of the Meeting how to vote on Resolution 2, the member may authorise the Chairman of the Meeting in respect of this Resolution to exercise the proxy notwithstanding this item is connected directly or indirectly with the Remuneration Report of a member of the Company's Key Management Personnel. Instructions are provided in the proxy form distributed with the notice of meeting.

If you appoint the Chairman of the Meeting as your proxy and you wish to vote differently to how the Chairman of the Meeting intends to vote on any of the items you must mark one of the boxes "For", "Against" or "Abstain" on the proxy form for the relevant Resolution.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2014. Their Closely Related Parties are defined by the Corporations Act, and include certain of their family members, dependants and companies they control. Further information is in the Glossary below.

NON-CHAIR DIRECTED PROXIES

Non-chair proxy holders are required to cast all of their directed proxies on all resolutions as directed if they vote. If a nominated proxy does not vote, the proxy will automatically default to the Chair, who has a duty to vote all directed proxies (s250BB of the Corporations Act).

VOTING EXCLUSIONS

There are no voting exclusions, other than the voting exclusion applicable to directors and other Key Management Personnel of the Company and their related parties as provided by the *Corporations Act* on Resolution 2.

EXPLANATORY NOTES

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the financial report, directors' report, remuneration report and auditor's report for the Company for the year ended 30 June 2014 be laid before the meeting. There is no requirement in the Corporations Act or the Company's Constitution for Security holders to approve those reports. The Chairman will allow a reasonable opportunity for Security holders to ask questions or make comments about those reports and the business and operations of the Company.

Security holders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Mr George Dakis of Nexia Australia, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2014 (or his representative), has been invited to attend the AGM.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions you may have to the address below by no later than 5.00 p.m. (AEDST) on 17 November 2014.

By Post: Syngas Ltd, Suite 1, 102 Gloucester Street, The Rocks NSW 2000

In person: Syngas Ltd, Suite 1, 102 Gloucester Street, The Rocks NSW 2000

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least five business days prior to the AGM, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2014. The Chairman of the AGM will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

How to obtain a copy of the Annual Report 2014

Security holders who completed an election form to receive the Company's Annual Report (including the Financial Report) will be mailed a copy of the report.

Security holders who did not make an election to receive a hardcopy of the Annual Report (including the Financial report) are able to access an electronic version of the Company's 2014 Annual Report on the ASX website under announcements ASX Code "SYS".

Alternatively election forms to receive a free hard copy of the Company's Annual report (including the Financial Report) are available from the Registered Office.

2. ELECTION OF DIRECTORS

Pursuant to ASX listing rule 14.4 and the Constitution of Syngas Limited, a Director must not hold office without re-election past the third Annual General Meeting following the director's appointment or three years whichever is longer or at least one-third of the existing directors must retire by rotation irrespective of when they were appointed. A director who retires in accordance with these requirements may offer themselves for re-election.

Accordingly, Mr Panich is due to retire at the end of the meeting and offers himself for re-election to the Board.

Resolution 1(a): Mr Drago Panich B.Eng MSc

Mr Panich was appointed as a non-executive Director on 8 May 2013.

Drago Panich is an experienced mining engineer with extensive experience in the extractive industry. His career has included several years as a lecturer in Mining Engineering at the University of New South Wales.

Board recommendation

The non-candidate directors unanimously support the re-election of Mr Panich.

Resolution 1(b): Mr Datuk Siak Wei Low

Mr Low was appointed as a non-executive Director on 19 September 2014.

Mr Low is the Chief Executive Officer of Sepang Bay Power Corporation Sdn Bhd, an independent power producer company which owns and operates a 100MW gas-fired power plant in Sabah, Malaysia. He is also the President of several companies in Indonesia and Laos which are developing several hydro power projects in Northern Sumatera and Laos with total capacity of 1,680 MW.

Mr Low is a Fellow of CPA Australia and alumni member of Harvard Business School.

Board recommendation

The non-candidate directors unanimously support the election of Mr Low.

Resolution 1(c): Mr Peter Ng

Mr Ng was appointed as a non-executive Director on 1 October 2014.

Mr Ng is a solicitor practising Law in Melbourne. Prior to entering into legal practice, Mr Ng was an Associate Director of a boutique private equity investment house specialising in managing and raising the public profiles of small and emerging companies in the mining and renewable sector.

Mr Ng holds a Bachelor of Economics, a Master of Business Administration, a Master of Laws and a Graduate Diploma in Legal Practice.

Board recommendation

The non-candidate directors unanimously support the election of Mr Ng.

3. REMUNERATION REPORT

The Remuneration Report is contained within the director's report of the Annual Report, including the required presentation of the remuneration tables, and additional information is set out in Note 16 to the financial statements.

The vote on this item is advisory only and does not bind the Directors or the Company.

However, the outcome of the vote and comments made by Security holders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.

In addition, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Security holders will be required to vote at the second of those AGMs on a resolution (a "Spill" Resolution) that another meeting be held within 90 days at which all the Company's Director's must present themselves for re-election. Security holders are not required to vote on a spill resolution at this Meeting.

The Company encourages all Security holders to cast their votes on this Resolution.

Who can vote on Resolution 2 (Voting Exclusions)?

Subject to the Constitution and Corporations Act, all Security holders can vote on Resolution 2 except Key Management Personnel ("KMP") and their closely related parties. KMP are those persons having authority and responsibility for planning, directing and controlling activities of Syngas, directly or indirectly, including any director (whether executive or otherwise) of the Syngas.

Closely Related Parties are defined as the spouse or child of the KMP, a step child, a dependant of the KMP's family who may be expected to influence, or be influenced by the KMP in their dealings with Syngas and a company controlled by the KMP.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 2 by marking one of the boxes "For", "Against" or "Abstain" on the Proxy Form for that Resolution.

Undirected proxies

The Chairman of the meeting will exercise any undirected proxies for this resolution where a Security holder has expressly authorised the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP. Otherwise any undirected proxies held by the Chairman of the meeting, other directors or other KMPs or any of their related parties will not be voted on this Resolution.

Directors' recommendation

The Directors unanimously recommend that the Security holders pass Resolution 2 to adopt the Remuneration Report.

4. GLOSSARY

\$ and cents means an amount in Australian currency.

AEDST means Australian Eastern Daylight Savings Time.

Annual Report means the Company's Annual financial report, directors' report, remuneration report and auditor's report for the financial year ended 30 June 2014.

ASX means ASX Limited (ACN 008 624 691).

ASX Listing Rules or **Listing Rule** means the Official Listing Rules of the ASX.

Board means the board of directors of the Company.

Business Days means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Syngas Limited ABN 41 062 284 084.

Constitution means the constitution of the Company at the date of these Explanatory Notes.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Key Management Personnel has the same meaning as in the accounting standards (as defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Explanatory Notes means these Explanatory Notes.

Management means the management of the Company.

Member means a Security holder of the Company.

Notice or **Notice of Annual General Meeting** means the Notice of Annual General Meeting accompanying these Explanatory Notes.

Ordinary Resolution means a simple majority of those Security holders present and entitled to vote either in person or by proxy at the meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

Resolution means a resolution in the Notice of Annual General Meeting which requires Security holder approval.

Share means a fully paid ordinary share in the Company or an equivalent paid up value of a partly paid share.

Security Holder means any person holding Shares.

Syngas means Syngas Limited ABN 41 062 284 084.



Syngas Limited
ABN 41 062 284 084

— 000001 000 SYS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 9.00 am (AEDST) Saturday, 22 November 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View the annual report 24 hours a day, 7 days a week:

www.syngas.com.au

View and update your securityholding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Syngas Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Syngas Limited to be held at Suite 1, 102 Gloucester Street, The Rocks, Sydney, New South Wales on Monday, 24 November 2014 at 9.00 am (AEDST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1a	Drago Panich, who retires by rotation and offers himself for re-election as a director of Syngas.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b	Datuk Siak Wei Low who, having been appointed as a director of Syngas effective on 19 September 2014 in accordance with the Company's constitution, and being eligible, offers himself for election as a director of Syngas.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1c	Peter Ng who, having been appointed as a director of Syngas effective on 1 October 2014 in accordance with the Company's constitution, and being eligible, offers himself for election as a director of Syngas.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Non-binding ordinary resolution to adopt the Remuneration Report for the year ended 30 June 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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Computershare +