



16 July 2020

Dear Shareholders,

**IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S GENERAL MEETING**

Syngas Limited (ACN 062 284 084) (ASX: SYS) (**Company**) advises that the Company will hold a general meeting of its shareholders (**Shareholders**) via an online meeting platform at 12:00pm (AEST) on Monday 17 August 2020 (**Meeting**).

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the Meeting as a virtual meeting, in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by the Commonwealth Treasurer.

Accordingly, the Directors **strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting.**

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

If you wish to virtually attend the Meeting, Shareholders may do so:

- (a) From their computer, by entering the URL into their browser: <https://web.lumiagm.com> and entering the Meeting ID 332-029-647 when prompted; and
- (b) from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com> and entering the Meeting ID 332-029-647 when prompted or by using the Lumi AGM App, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the Meeting online or through the Lumi AGM app, you can log in to the Meeting by entering the meeting ID, which is 332-029-647.

For further instructions on how to participate online please view the online meeting user guide attached to the Notice of Meeting.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company at [reception@syngas.com.au](mailto:reception@syngas.com.au) at least 48 hours before the Meeting.

This announcement is authorised for market release by the Board.

Sincerely,

**David Low**  
**Executive Director**

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**SYNGAS LIMITED**  
**ACN 062 284 084**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 12.00 pm AEST  
**DATE:** Monday, 17 August 2020  
**PLACE:** Virtual Meeting

***The business of the Meeting affects your shareholding and your vote is important.***

***The General Meeting will be a virtual meeting, which will be conducted online on Monday, 17 August 2020.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 12.00 pm AEST on 15 August 2020.***

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **1. RESOLUTION 1 – REMOVAL OF THE COMPANY FROM THE OFFICIAL LIST OF THE ASX**

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of Listing Rule 17.11, and for all other purposes, the Company be removed from the Official List of the ASX on a date to be decided by the ASX and the Directors be authorised to do all things reasonably necessary to give effect to the removal of the Company from the Official List of the ASX.”*

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**Dated: 16 July 2020**

**By order of the Board**

**Datuk Low Siak Wei**  
**Chairman**

## **Voting in person**

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Please refer to the cover letter of this Notice in which, in light of COVID-19, the Directors provide that Shareholders will not be able to physically attend the meeting. Instead, Directors are strongly encouraging all Shareholders to submit their votes through proxy voting forms **prior to the meeting** and to participate in an online meeting.

## **Virtual participation in the Meeting**

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Shareholders who wish to participate in the Meeting online may do so:

- from their computer, by entering the URL into their browser: <https://web.lumiagm.com> and entering the Meeting ID 332-029-647 when prompted; and
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com> and entering the Meeting ID 332-029-647 when prompted or by using the Lumi AGM App, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the Meeting online or through the Lumi AGM app, you can log in to the Meeting by entering the meeting ID, which is 332-029-647.

Attending the Meeting online enables Shareholders to view the Meeting live and to cast votes on Resolutions at the appropriate times whilst the Meeting is in progress.

If you wish to ask the Chair a question with regards to the business of the Meeting, please submit your question in writing to the Company at [reception@syngas.com.au](mailto:reception@syngas.com.au) at least 48 hours **before** the commencement of the Meeting.

Please note that if you have previously submitted a Proxy Form and you elect to vote online at the Meeting your proxy's authority to vote will be revoked for any resolutions where you have cast an online vote.

For further instructions on how to participate online please view the online meeting user guide attached to this Notice of Meeting.

## **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

## **Power of Attorney**

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If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already been provided to Computershare Investor Services Pty Ltd.

## **Intermediary online**

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Participating intermediaries can lodge their proxy appointments online through <http://www.intermediaryonline.com>.

## **Corporate Representatives**

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If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting via the online meeting platform, the representative should provide to Computershare Investor Services Pty Ltd adequate evidence of their appointment, unless this has previously been provided to Computershare Investor Services Pty Ltd. An appointment of corporate representative form may be obtained from Computershare Investor Services Pty Ltd by calling (+61 3) 9415 4000 or online at <https://www-au.computershare.com/Investor/help/PrintableForms>.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 8648 6431.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. REMOVAL OF THE COMPANY FROM THE OFFICIAL LIST OF THE ASX

#### 1.1 Background

As announced on 23 June 2020, the Company has applied to ASX to be removed from the Official List of the ASX pursuant to ASX Listing Rule 17.11 (**Delisting**).

As is its usual practice, ASX has imposed a requirement under ASX Listing Rule 17.11 and Guidance Note 33 *Removal of Entities From the ASX Official List*, that the Delisting be approved by a special resolution of Shareholders of the Company (**Delisting Approval**).

ASX advised the Company that its removal from the Official List is also subject to compliance with the following conditions:

- (a) the notice of meeting seeking shareholder approval for the Company's removal from the Official List must include a statement, in form and substance satisfactory to ASX, setting out:
  - (i) a timetable of key dates, including the time and date at which the Company will be removed from ASX if that approval is given; and
  - (ii) details of the processes that will exist after the entity is removed from the Official List to allow a security holder to dispose of their holdings and how they can access those processes; and
- (b) the Company releases the full terms of ASX's decision to the market immediately (as noted above the Company announced the Delisting on 23 June 2020),

(together with the Delisting Approval, the **Delisting Conditions**).

The Board considers that it is in the best interests of the Company and its Shareholders for the Company to be removed from the Official List of ASX for the reasons set out in section 1.3 of this Explanatory Statement.

The Delisting may be perceived to have some disadvantages for Shareholders. Potential disadvantages are set out in section 1.4 below.

Resolution 1 seeks the required shareholder approval to the Delisting under and for the purposes of the ASX Listing Rules.

#### 1.2 Listing Rule 17.11

Listing Rule 17.11 provides that the ASX may at any time remove an entity from the Official List at the request of the entity. The ASX is not required to act on the entity's request or may require conditions to be satisfied before it will act on the request. The ASX has approved the Company's request for Delisting, subject to the satisfaction of the Delisting Conditions.

### 1.3 Reasons for seeking Delisting

The primary reasons the Board has decided to remove the Company from the Official List are as follows:

(a) **Lack of liquidity**

ASX suspended the Company from official quotation on 5 September 2018. As such, there has been no trading in the Company's shares on ASX since that time. The Company notes that, in accordance with ASX policy set out in ASX Guidance Note 33, if the Company has not re-complied with Chapters 1 and 2 of the ASX Listing Rules by 5 September 2020, ASX would remove the Company from the Official List of ASX at commencement of trading on the following trading day.

(b) **Completion of Acquisition**

As announced on 17 October 2019, 18 November 2019 and 29 June 2020, the Company signed a formal share sale and asset agreement to acquire **(SASA)** all of the shares in Half Moon Pty Ltd **(HMP)**, the holder of tenements in South Australia and the holder of a 78% interest in the Western Gawler Craton Joint Venture **(JV)**, as well as tenements held by Trafford Resources Pty Ltd **(Trafford)** (collectively, the **Jumbuck Gold Project**) **(Acquisition)**. HMP and Trafford are wholly owned subsidiaries of Tyranna Resources Limited (ASX: TYX). The Company is seeking to be removed from the Official List to enable it to complete the Acquisition. The Company's proposed re-compliance with Chapters 1 and 2 of the ASX Listing Rules has been significantly delayed as a result of an ongoing dispute regarding the JV and the current market environment. ASX advised the Company that it would not allow the Company to complete the Acquisition as part of a transaction to re-comply with Chapters 1 and 2 of the ASX Listing Rules unless the dispute regarding the JV was resolved.

The substantial delay in the resolution of the JV dispute has put completion of the Acquisition at risk and the Company will be unable to resolve the JV dispute and complete the re-compliance within the required time periods. Accordingly, Syngas sought approval for its removal from the Official List in order to allow Syngas to complete the Acquisition.

In order to assist with completion of the Acquisition, AsiaPacific Businesslink Sdn Bhd, a company related to Director, Datuk Siak Wei Low, has agreed to provide a \$1.3 million unsecured loan facility to finance the Acquisition and for working capital of the Company. The loan carries an interest rate of 9.25% per annum, with interest to be accumulated until the loan is repaid. The term of the loan is up to 31 December 2021, unless a later date is agreed by the parties before 31 December 2021.

(c) **Listing costs**

Maintaining an ASX listing adds additional costs to the Company's business. The Board estimates that costs attributable to the Company's ASX listing are approximately \$250,000 per annum. In addition, there are indirect costs associated with the need to devote management time attending to matters relating to the listing which could be directed elsewhere if the Company was unlisted.

(d) **Limited Operations**

The Company has limited operations and therefore, there is little benefit from being listed in terms of raising funds.

(e) **Minority shareholders**

Delisting of the Company will not result in any substantial diminution of the protection for minority shareholders provided by the Corporations Act 2001 (Cth) given that the Company's shareholders do not presently have the benefit of liquidity in their shares.

#### **1.4 Potential disadvantages of Delisting**

The potential disadvantages of Delisting include:

(a) **Shareholders will no longer have the ability to sell their Shares on ASX**

After the Company is removed from the Official List of ASX, the Company's Shares will no longer be quoted on ASX and will no longer be traded on the ASX. Shareholders will be able to sell their Shares via off-market private transactions in accordance with the Company's constitution. Shareholders who wish to sell their Shares after the Company is delisted will need to find a buyer for their Shares and complete a standard off-market transfer form, and provide it to the Company's share registry for processing.

However, as noted above, Shareholders have been unable to sell their Shares on ASX since 5 September 2018.

After the Delisting, the Directors will continue to assess appropriate measures to enable Shareholders to realise the value of their investment in the Company.

(b) **The Company will not be able to raise capital from public listed equity capital markets**

After the Company is removed from the official list of ASX, it will be unable to raise capital from public listed equity capital markets. Unlike a listed public company, an unlisted public company generally does not have the ability to raise capital from the issue of securities in reliance on a limited disclosure fundraising document because its shares are not quoted on a prescribed financial market. If the Company wishes to raise capital following its removal from the official list of ASX, this will be by way of an offer of Shares pursuant to a prospectus or in reliance of an exemption to disclosure as contained in the Corporations Act. Any placement made by the Company as an unlisted company may involve certain restrictions on selling those shares after they have been issued.

(c) **The ASX Listing Rules will no longer apply**

The ASX Listing Rules will no longer apply to Syngas and shareholder protections contained in the ASX Listing Rules will no longer apply, including certain restrictions on the issue of Shares by Syngas, certain restrictions in relation to transactions with persons in a position of influence and the requirement to address the ASX Corporate Governance Principles and Recommendations on an annual basis. However, Syngas will continue to be subject to, and the Shareholders will still have the benefit of, certain provisions of the Corporation Act applicable to unlisted public companies including, among other things, the related party provisions in Chapter 2E of the Corporations Act.



## 1.5 Consequences of the Delisting

Consequences for the Company's Delisting include the following:

- (a) the Company's Shares will no longer be quoted on ASX and will no longer be traded on the ASX;
- (b) there will no longer be a readily available indicator of market price for the Company's securities, Shares will be much less liquid and Shareholders will need to find a purchaser for their securities at an agreed price;
- (c) while the Company continues to have in excess of 100 shareholders, it will be an 'unlisted disclosing entity' for the purposes of the Corporations Act, and will therefore remain subject to the continuous disclosure provisions in section 675 of the Corporations Act, which require an entity to lodge certain material information with the ASIC;
- (d) while the Company continues to have in excess of 100 Shareholders, the Company will continue to be subject to obligations to prepare audited annual and half-yearly financial statements under Part 2M.3 of the Corporations Act and will be required to hold an AGM at least once each calendar year and within five months after the end of its financial year in accordance with section 250N of the Corporations Act;
- (e) Shareholders will continue to receive the benefit of the protections under:
  - (i) Chapter 6 of the Corporations Act (for so long as the Company has 50 Shareholders or more); and
  - (ii) the related party provisions in Chapter 2E of the Corporations Act with respect to any financial benefits provided to any related parties by the Company.

## 1.6 Special Resolution

Resolution 1 is being put to Shareholders as a special resolution and will therefore be passed only if at least 75% of the votes cast on a poll by Shareholders at the Meeting who are entitled to vote on Resolution 1 are cast in favour of the Resolution.

## 1.7 Indicative timetable

If Resolution 1 is passed, the Company will be able to proceed with the Delisting and will be removed from the Official List on a date to be decided by the ASX (**Delisting Date**).

The indicative timetable for the removal of the Company from the Official List (and assuming the special resolution is passed by shareholders at the Meeting) is:

Event	Date*
General meeting to approve delisting	17 August 2020
Delisting date	20 August 2020

\*Dates are indicative only and subject to change by the Company or ASX

Shareholders should note that as the Company's shares are suspended from trading, ASX has advised that the Company does not need to comply with

the usual condition that removal from the Official List will not take place any earlier than one month after shareholder approval has been obtained.

## **1.8 Shareholder remedies available**

The Corporations Act provides for protections and remedies that shareholders may pursue in the event that the delisting occurs and they consider it to have been contrary to the interests of the shareholders as a whole or oppressive, unfairly prejudicial or discriminatory to a member or members. Further, the Takeovers Panel may prevent the removal if it considers it to involve "unacceptable circumstances". These remedies are described in more detail below:

### **(a) Part 2F.1 – Member's rights and remedies**

If a shareholder of the Company considers the proposed delisting to be contrary to the interests of the shareholders of the Company as a whole or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a shareholder or shareholders, it may apply to the court for an order under Part 2F.1 of the Corporations Act. Under section 233 of the Corporations Act, the court can make any order that it considers appropriate in relation to the Company, including an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

### **(b) Part 6.10 Division 2 Subdivision B – Unacceptable circumstances**

If a shareholder of the Company considers the proposed delisting involves "unacceptable circumstances", it may apply to the Takeovers Panel for a declaration of unacceptable circumstances and other orders under Part 6.10 Division 2 Subdivision B of the Corporations Act (refer also to Guidance Note 1: Unacceptable Circumstances issued by the Takeovers Panel). Under section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable, it may make any order that it thinks appropriate to protect the rights or interests of any person or group of persons, where the Takeovers Panel is satisfied that those rights or interests are being affected, or will be or are likely to be affected, by the circumstances.

## **1.9 Share trading**

The Company does not intend to undertake any share sale facility or other facility for shareholders to dispose of their shares in the Company. Shareholders are not currently able to dispose of their shareholding in the Company on ASX as the Company has been suspended since September 2018.

After the Delisting, Shareholders wishing to trade their Shares will be entitled to transfer their Shares off-market to a willing third-party purchaser in accordance with the Company's Constitution. Such a market may not be liquid, and Shareholders will be personally responsible for sourcing potential purchasers of their Shares.

Following the Delisting and restructuring of the Company, Syngas may seek to list on the ASX at a later stage if the Board determines that it is suitable for the development of the Company's business.

#### **1.10 Technical information required by Listing Rule 14.1A**

If Resolution 1 is passed, the Company will be able to proceed with the Delisting and will be able to complete the Acquisition (subject to satisfaction of all other conditions precedent under the SASA).

If Resolution 1 is not passed, the Company will not be able to proceed with the Delisting and will not be able to complete the Acquisition.

#### **1.11 Directors' Recommendation and intentions**

The Directors recommend that Shareholders vote in favour of Resolution 1. The Directors advise that they intend to vote all shares controlled by them as at the date of the Meeting in favour of Resolution 1.

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## GLOSSARY

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**\$** means Australian dollars.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Acquisition** has the meaning given to that term in section 1.3(b) of the Explanatory Statement.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** or **Syngas** means Syngas Limited (ACN 062 284 084).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Delisting** has the meaning given to that term in section 1.1 of the Explanatory Statement.

**Delisting Approval** has the meaning given to that term in section 1.1 of the Explanatory Statement.

**Delisting Conditions** has the meaning given to that term in 1.1 section of the Explanatory Statement.

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Official List** means the official list of the ASX.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

# Online Meeting Guide

## Getting Started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time and you will need to either:

- a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- b) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

## Meeting ID: 332-029-647

To log in, you must have the following information:

### Australian Residents

Username (SRN or HIN) and Password (postcode of your registered address)

### Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.

### Appointed Proxy

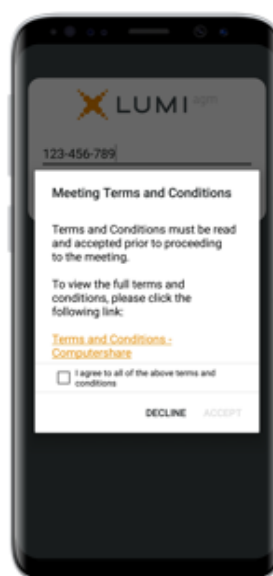
To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

**1** To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



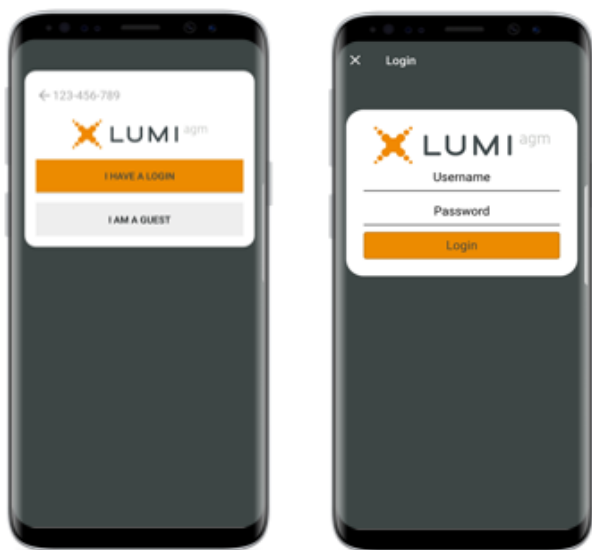
**2** To proceed into the meeting, you will need to read and accept the Terms and Conditions.



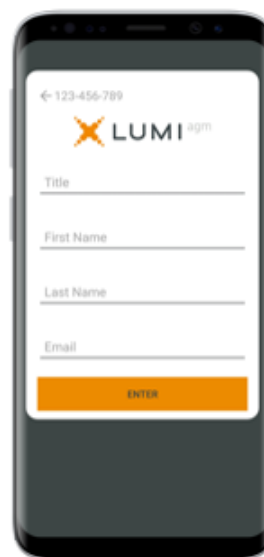
OR



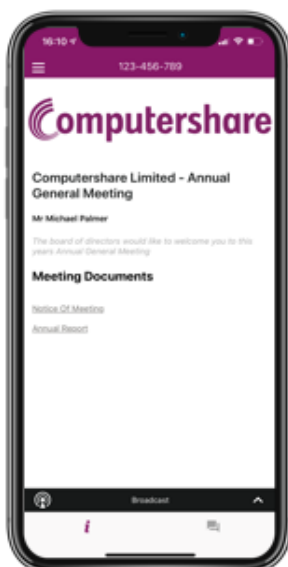
3 To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code).





3a If you are a visitor, select 'I am a guest' and enter your name and email details. Please note, visitors will not be able to ask questions or vote at the meeting.



4 Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



## 5 View the webcast

To view proceedings you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds\*. Toggle between the up or down arrow  to view another screen.

(\*Dependant on the speed of your internet)



The broadcast bar allows you to view and listen to the proceedings



Home page icon, displays meeting information




Questions icon, used to ask questions



Voting icon, used to vote. Only visible when the chairman opens poll

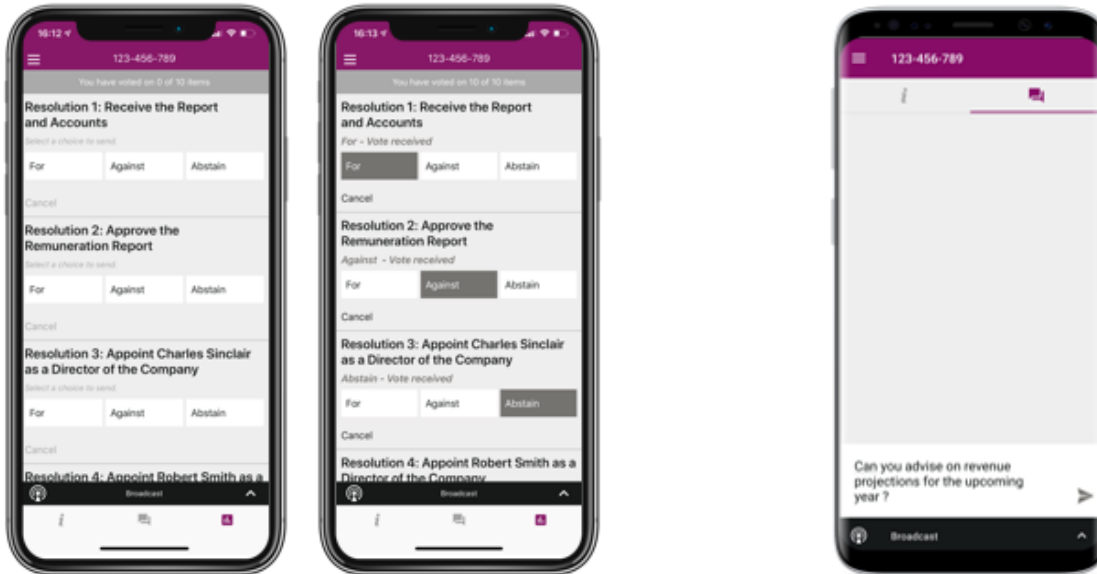
## 6 To Vote

When the Chairman declares the poll open:

- A voting icon  will appear on your device and the Meeting Resolutions will be displayed.
- To vote tap one of the voting options. Your response will be highlighted.
- To change your vote, simply press a different option to override.



The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the chairman closes the poll.



On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

## 7 To Ask Questions

Tap on the Questions icon  to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.

## For Assistance

If you require assistance prior to or during the Meeting, please call +61 3 9415 4024





# COUNTRY CODES

Select your country code from the list below and enter it into the **password** field.

<b>ABW</b> ARUBA	<b>CPV</b> CAPE VERDE	<b>ISM</b> BRITISH ISLES	<b>NPL</b> NEPAL	<b>TKM</b> TURKMENISTAN
<b>AFG</b> AFGHANISTAN	<b>CRI</b> COSTA RICA	<b>ISR</b> ISRAEL	<b>NRU</b> NAURU	<b>TLS</b> EAST TIMOR
<b>AGO</b> ANGOLA	<b>CUB</b> CUBA	<b>ITA</b> ITALY	<b>NZL</b> NEW ZEALAND	DEMOCRATIC REP OF
<b>AIA</b> ANGUILLA	<b>CXR</b> CHRISTMAS ISLAND	<b>JAM</b> JAMAICA	<b>OMN</b> OMAN	<b>TMP</b> EAST TIMOR
<b>ALA</b> ALAND ISLANDS	<b>CYM</b> CAYMAN ISLANDS	<b>JEY</b> JERSEY	<b>PAK</b> PAKISTAN	<b>TON</b> TONGA
<b>ALB</b> ALBANIA	<b>CYP</b> CYPRUS	<b>JOR</b> JORDAN	<b>PAN</b> PANAMA	<b>TTO</b> TRINIDAD & TOBAGO
<b>AND</b> ANDORRA	<b>CZE</b> CZECH REPUBLIC	<b>JPN</b> JAPAN	<b>PCN</b> PITCAIRN ISLANDS	<b>TUN</b> TUNISIA
<b>ANT</b> NETHERLANDS ANTILLES	<b>DEU</b> GERMANY	<b>KAZ</b> KAZAKHSTAN	<b>PER</b> PERU	<b>TUR</b> TURKEY
<b>ARE</b> UNITED ARAB EMIRATES	<b>DJI</b> DJIBOUTI	<b>KEN</b> KENYA	<b>PHL</b> PHILIPPINES	<b>TUV</b> TUVALU
<b>ARG</b> ARGENTINA	<b>DMA</b> DOMINICA	<b>KGZ</b> KYRGYZSTAN	<b>PLW</b> PALAU	<b>TWN</b> TAIWAN
<b>ARM</b> ARMENIA	<b>DNK</b> DENMARK	<b>KHM</b> CAMBODIA	<b>PNG</b> PAPUA NEW GUINEA	<b>TZA</b> TANZANIA UNITED REPUBLIC OF
<b>ASM</b> AMERICAN SAMOA	<b>DOM</b> DOMINICAN REPUBLIC	<b>KIR</b> KIRIBATI	<b>POL</b> POLAND	<b>UGA</b> UGANDA
<b>ATA</b> ANTARCTICA	<b>DZA</b> ALGERIA	<b>KNA</b> ST KITTS AND NEVIS	<b>PRI</b> PUERTO RICO	<b>UKR</b> UKRAINE
<b>ATF</b> FRENCH SOUTHERN TERRITORIES	<b>ECU</b> ECUADOR	<b>KOR</b> KOREA REPUBLIC OF	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>UMI</b> UNITED STATES MINOR OUTLYING
<b>ATG</b> ANTIGUA AND BARBUDA	<b>EGY</b> EGYPT	<b>KWT</b> KUWAIT	<b>PRT</b> PORTUGAL	<b>URY</b> URUGUAY
<b>AUS</b> AUSTRALIA	<b>ERI</b> ERITREA	<b>LAO</b> LAO PDR	<b>PRY</b> PARAGUAY	<b>USA</b> UNITED STATES OF AMERICA
<b>AUT</b> AUSTRIA	<b>ESH</b> WESTERN SAHARA	<b>LBN</b> LEBANON	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>UZB</b> UZBEKISTAN
<b>AZE</b> AZERBAIJAN	<b>ESP</b> SPAIN	<b>LBR</b> LIBERIA	<b>PYF</b> FRENCH POLYNESIA	<b>VAT</b> HOLY SEE (VATICAN CITY STATE)
<b>BDI</b> BURUNDI	<b>EST</b> ESTONIA	<b>LBY</b> LIBYAN ARAB JAMAHIRIYA	<b>QAT</b> QATAR	<b>VCT</b> ST VINCENT & THE GRENADINES
<b>BEL</b> BELGIUM	<b>ETH</b> ETHIOPIA	<b>LCA</b> ST LUCIA	<b>REU</b> REUNION	<b>VEN</b> VENEZUELA
<b>BEN</b> BENIN	<b>FIN</b> FINLAND	<b>LIE</b> LIECHTENSTEIN	<b>ROU</b> ROMANIA	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>BFA</b> BURKINA FASO	<b>FJI</b> FIJI	<b>LKA</b> SRI LANKA	<b>RUS</b> RUSSIAN FEDERATION	<b>VIR</b> US VIRGIN ISLANDS
<b>BGD</b> BANGLADESH	<b>FLK</b> FALKLAND ISLANDS (MALVINAS)	<b>LSO</b> LESOTHO	<b>RWA</b> RWANDA	<b>VNM</b> VIETNAM
<b>BGR</b> BULGARIA	<b>FRA</b> FRANCE	<b>LTU</b> LITHUANIA	<b>SAU</b> SAUDI ARABIA KINGDOM OF	<b>VUT</b> VANUATU
<b>BHR</b> BAHRAIN	<b>FRO</b> FAROE ISLANDS	<b>LUX</b> LUXEMBOURG	<b>SCG</b> SERBIA AND MONTENEGRO	<b>WLF</b> WALLIS AND FUTUNA
<b>BHS</b> BAHAMAS	<b>FSM</b> MICRONESIA	<b>LVA</b> LATVIA	<b>SDN</b> SUDAN	<b>WSM</b> SAMOA
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GAB</b> GABON	<b>MAC</b> MACAO	<b>SEN</b> SENEGAL	<b>YEM</b> YEMEN
<b>BLM</b> ST BARTHELEMY	<b>GBR</b> UNITED KINGDOM	<b>MAF</b> ST MARTIN	<b>SGP</b> SINGAPORE	<b>YMD</b> YEMEN DEMOCRATIC
<b>BLR</b> BELARUS	<b>GEO</b> GEORGIA	<b>MAR</b> MOROCCO	<b>SGS</b> STH GEORGIA & STH SANDWICH ISL	<b>YUG</b> YUGOSLAVIA SOCIALIST FED REP
<b>BLZ</b> BELIZE	<b>GGY</b> GUERNSEY	<b>MCO</b> MONACO	<b>SHN</b> ST HELENA	<b>ZAF</b> SOUTH AFRICA
<b>BMU</b> BERMUDA	<b>GHA</b> GHANA	<b>MDA</b> MOLDOVA REPUBLIC OF	<b>SJM</b> SVALBARD & JAN MAYEN	<b>ZAR</b> ZAIRE
<b>BOL</b> BOLIVIA	<b>GIB</b> GIBRALTAR	<b>MDG</b> MADAGASCAR	<b>SLB</b> SOLOMON ISLANDS	<b>ZMB</b> ZAMBIA
<b>BRA</b> BRAZIL	<b>GIN</b> GUINEA	<b>MDV</b> MALDIVES	<b>SLE</b> SIERRA LEONE	<b>ZWE</b> ZIMBABWE
<b>BRB</b> BARBADOS	<b>GLP</b> GUADELOUPE	<b>MEX</b> MEXICO	<b>SLV</b> EL SALVADOR	
<b>BRN</b> BRUNEI DARUSSALAM	<b>GMB</b> GAMBIA	<b>MHL</b> MARSHALL ISLANDS	<b>SMR</b> SAN MARINO	
<b>BTN</b> BHUTAN	<b>GNB</b> GUINEA-BISSAU	<b>MKD</b> MACEDONIA FORMER YUGOSLAV REP	<b>SOM</b> SOMALIA	
<b>BUR</b> BURMA	<b>GNQ</b> EQUATORIAL GUINEA	<b>MLI</b> MALI	<b>SPM</b> ST PIERRE AND MIQUELON	
<b>BVT</b> BOUVET ISLAND	<b>GRC</b> GREECE	<b>MLT</b> MALTA	<b>SRB</b> SERBIA	
<b>BWA</b> BOTSWANA	<b>GRD</b> GRENADA	<b>MMR</b> MYANMAR	<b>STP</b> SAO TOME AND PRINCIPE	
<b>BLR</b> BELARUS	<b>GRL</b> GREENLAND	<b>MNE</b> MONTENEGRO	<b>SUR</b> SURINAME	
<b>CAF</b> CENTRAL AFRICAN REPUBLIC	<b>GTM</b> GUATEMALA	<b>MNG</b> MONGOLIA	<b>SVK</b> SLOVAKIA	
<b>CAN</b> CANADA	<b>GUF</b> FRENCH GUIANA	<b>MNP</b> NORTHERN MARIANA ISLANDS	<b>SVN</b> SLOVENIA	
<b>CCK</b> COCOS (KEELING) ISLANDS	<b>GUM</b> GUAM	<b>MOZ</b> MOZAMBIQUE	<b>SWE</b> SWEDEN	
<b>CHE</b> SWITZERLAND	<b>GUY</b> GUYANA	<b>MRT</b> MAURITANIA	<b>SWZ</b> SWAZILAND	
<b>CHL</b> CHILE	<b>HKG</b> HONG KONG	<b>MSR</b> MONTSERRAT	<b>SYC</b> SEYCHELLES	
<b>CHN</b> CHINA	<b>HMD</b> HEARD AND MCDONALD ISLANDS	<b>MTQ</b> MARTINIQUE	<b>SYR</b> SYRIAN ARAB REPUBLIC	
<b>CIV</b> COTE D'IVOIRE	<b>HND</b> HONDURAS	<b>MUS</b> MAURITIUS	<b>TCA</b> TURKS AND CAICOS ISLANDS	
<b>CMR</b> CAMEROON	<b>HRV</b> CROATIA	<b>MWI</b> MALAWI	<b>TCD</b> CHAD	
<b>COD</b> CONGO DEMOCRATIC REPUBLIC OF	<b>HTI</b> HAITI	<b>MYS</b> MALAYSIA	<b>TGO</b> TOGO	
<b>COG</b> CONGO PEOPLES REPUBLIC OF	<b>HUN</b> HUNGARY	<b>MYT</b> MAYOTTE	<b>THA</b> THAILAND	
<b>COK</b> COOK ISLANDS	<b>IDN</b> INDONESIA	<b>NAM</b> NAMIBIA	<b>TJK</b> TAJIKISTAN	
<b>COL</b> COLOMBIA	<b>IMN</b> ISLE OF MAN	<b>NCL</b> NEW CALEDONIA	<b>TKL</b> TOKELAU	
<b>COM</b> COMOROS	<b>IND</b> INDIA	<b>NER</b> NIGER		
	<b>IOT</b> BRITISH INDIAN OCEAN TERRITORY	<b>NFK</b> NORFOLK ISLAND		
	<b>IRL</b> IRELAND	<b>NGA</b> NIGERIA		
	<b>IRN</b> IRAN ISLAMIC REPUBLIC OF	<b>NIC</b> NICARAGUA		
	<b>IRQ</b> IRAQ	<b>NIU</b> NIUE		
	<b>ISL</b> ICELAND	<b>NLD</b> NETHERLANDS		
		<b>NOR</b> NORWAY		



Syngas Limited  
ABN 41 062 284 084

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

SYS

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEST)** Saturday, 15 August 2020.

# Syngas Limited General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.1) 2020*. These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are below.

## Access meeting documents online

The Notice of Meeting and other meeting documents are now available online at <https://www.asx.com.au/asx/statistics/announcements.do?by=asxCode&asxCode=SYS&timeframe=Y&year=2020>

## Meeting date and location:

The General Meeting of Syngas Limited will be a virtual meeting, which will be conducted online on Monday, 17 August 2020 at 12:00pm (AEST)

## Lodge your proxy form online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

## Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online you will need to either:

- Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible; or
- Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided below.

**Meeting ID: 332-029-647**

For further instructions on how to participate online please view the online meeting user guide attached to the Notice of Meeting <https://www.asx.com.au/asx/statistics/announcements.do?by=asxCode&asxCode=SYS&timeframe=Y&year=2020>



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ABN 41 062 284 084

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+61 3 9415 4000 (outside Australia)



### Online:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEST)** Saturday, 15 August 2020.

# Proxy Form

## 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 FOR POSTAL FORMS

**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

In light of COVID-19, the Directors provide that Shareholders will not be able to physically attend the meeting. Instead, Directors are strongly encouraging all Shareholders to submit their votes through proxy voting forms **prior to the meeting** and to participate in an online meeting.

### Corporate Representative

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting via the online meeting platform, the representative should provide to Computershare Investor Services Pty Ltd adequate evidence of their appointment, unless this has previously been provided to Computershare Investor Services Pty Ltd. An appointment of corporate representative form may be obtained from Computershare Investor Services Pty Ltd by calling (+61 3) 9415 4000 or online at <https://www-au.computershare.com/investor/help/PrintableForms>.

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**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 General Meeting of Syngas Limited to be held virtually on Monday, 17 August 2020 at 12:00pm (AEST) and at any adjournment or postponement of that meeting.

### 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
1 Removal of the Company from the Official List of the ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

