



ACN: 062 284 084
ASX Code: SYS

Notice of Annual General Meeting 2015

Monday 2 November 2015, 9.00 am (AEDST)

Syngas Limited

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

NOTICE OF ANNUAL GENERAL MEETING 2015 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 (AEDST) on Monday 2 November, 2015 at the registered office of the Company, Suite 1, 102 Gloucester Street, The Rocks, Sydney 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 2015.

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

Election of Directors

Ordinary resolutions to elect Directors:

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

Resolution 1 (b) Richard Ong who, having been appointed as a director of Syngas effective on 24 November 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 Cox and the election of Mr Ong.

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

Remuneration Report

Resolution 2 Non-binding ordinary resolution to adopt the Remuneration Report for the year ended 30 June 2015.

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
29 September 2015

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 7.00 pm (AEDST) on Saturday 31 October 2015. 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 the 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 31 October 2015) at the following address or fax number.

METHODS OF VOTING

BY MAIL - Syngas Limited
Suite 1, 102 Gloucester Street, The Rocks
Sydney NSW 2000

BY FAX - +61 2 9252 5052

ATTENDING THE MEETING

If attending the meeting, you will be able to register from **8.30 am** on the day of the meeting.

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 2015. Their Closely Related Parties are defined by the Corporations Act, and include certain of their family members, dependants and companies they control.

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 2015 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 2015 (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 23 October 2015.

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

In person: Syngas Ltd, Suite 1, 102 Gloucester Street, The Rocks, Sydney 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 2015. 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 2015

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 hard copy of the Annual Report (including the Financial report) are able to access an electronic version of the Company's 2015 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 Cox is due to retire at the end of the meeting and offers himself for re-election to the Board.

Resolution 1(a): Mr Michael Cox

Mr Cox was appointed as a Director on 27 April 2012.

Experience and Expertise

Michael Cox has extensive capital markets experience and knowledge, built through his years as a stock market analyst, in corporate advisory roles and in Chief Executive Officer, Managing Director and Non-Executive Chairman roles with listed companies.

Board recommendation

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

Resolution 1(b): Mr Richard Ong

Mr Ong was appointed as a non-executive Director on 24 November 2014.

Experience and Expertise

Mr Ong holds a Bachelor of Science and a Bachelor of Laws. He was in legal practise in Malaysia and New South Wales. He has been involved in corporate finance work in Malaysia, Singapore and Australia for more than twenty years.

Board recommendation

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

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 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.

Explanatory Notes means these Explanatory Notes.

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.

Management means the management of the Company.

Member means a Security holder of the Company.

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.

PROXY FORM

APPOINTMENT OF PROXY
SYNGAS LTD
ACN 062 284 084

ANNUAL GENERAL MEETING

I/We

being a member of Syngas Ltd entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

Mark this box if you wish to appoint the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, as my/our proxy to act generally at the Annual General 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 Ltd to be held at the registered office of the Company, Suite 1, 102 Gloucester Street, The Rocks, Sydney NSW 2000 at 9.00 am (AEDST) on Monday 2 November 2015 and at any adjournment or postponement thereof.

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 below.

The Chairman of the Meeting intends to vote all 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.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1(a) – Re-Election of Michael Cox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1(b) – Election of Richard Ong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

SYNGAS LTD
ACN 062 284 084

Instructions for Completing Appointment of Proxy Form

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - two directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return:

By fax to the Company on +61 2 9252 5052; or

By mail to the Company – Syngas Ltd, Suite 1, 102 Gloucester Street, The Rocks, Sydney NSW 2000 ; or

In person to the Company's office at Suite 1, 102 Gloucester Street, The Rocks, Sydney NSW 2000

so that it is received not later than 9.00 am (AEDST) on Saturday 31 October 2015.

Proxy forms received later than this time will be invalid.