



Synertec Corporation Limited  
ARBN 161 803 032

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Richmond Victoria 3121  
Australia

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[www.synertec.com.au](http://www.synertec.com.au)

## ASX Announcement

22 October 2019

### NOTICE OF MEETING & PROXY FORM

#### 2019 ANNUAL GENERAL MEETING

##### TO BE HELD:

**2.30PM (AEDT) ON THURSDAY, 21 NOVEMBER 2019**

The Board of Synertec Corporation Limited (ASX:SOP, Synertec) is pleased to invite you to the 2019 Annual General Meeting (AGM). Please find attached the Notice of Meeting (and Voting/Proxy Form) which sets out the business of the meeting, including the resolutions and explanatory notes accompanying the resolutions.

The Proxy Form contains a barcode to assist with the registration process at the AGM. If you attend the AGM, please bring the barcoded Proxy Form with you. If you are not attending the AGM, the form allows you to appoint a proxy to vote on your behalf. Please refer to the Proxy Form for more information.

Subject to abstentions noted, the Board unanimously recommends that shareholders vote in favour of each resolution set out in the Notice of Meeting.

Shareholders may direct questions during the meeting to the Chairperson of the meeting about the operations and management of Synertec, or to Synertec's auditor about the content of the auditor's report and the conduct of the audit. The Board invites shareholders who are unable to attend the meeting to submit written questions before the meeting. You may send your questions to the Company Secretary (see contact details below). Questions must be received by 5.00pm (Melbourne time) on Thursday, 14 November 2019. The Board will endeavour to address as many questions as possible during the meeting.

Key times and dates:

Event	Time (Melbourne, Australia (AEDT))	Date
Questions submitted in writing to Company Secretary	5.00pm	Thursday, 14 November 2019
Last day for receipt of proxies	2.30pm	Tuesday, 19 November 2019
Snapshot time for eligibility to vote	7.00pm	Tuesday, 19 November 2019
Annual General Meeting	2.30pm	Thursday, 21 November 2019

Shareholders are welcome to contact the Company Secretary if they have any questions regarding the AGM (see contact details below).

The Board appreciates the support of all shareholders, and the company continues to strive for excellence in all that it does to create value for its stakeholders.

Visit [www.synertec.com.au](http://www.synertec.com.au) for more information.

**-ENDS-**

**For more information and all media enquiries please contact:**

Mr. David Harris  
Chief Financial Officer & Company Secretary  
Phone: +61 (3) 9274 3000  
Email: [david.harris@synertec.com.au](mailto:david.harris@synertec.com.au)



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# SYNERTEC CORPORATION LIMITED

ARBN 161 803 032

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Company's Annual General Meeting will be held at:

**TIME:** 2:30pm (AEDT)

**DATE:** Thursday, 21 November 2019

**PLACE:** Offices of Grant Thornton  
Tower 5  
Collins Square  
727 Collins Street  
Melbourne, Victoria, Australia

***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 7:00pm (AEDT) on Tuesday, 19 November 2019.***



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## BUSINESS OF THE MEETING - AGENDA

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### Ordinary Business Items

#### 1. Financial Reports

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2019.

#### 2. Resolution 1 – Adoption of the Remuneration Report

To receive, consider and adopt the Remuneration Report for the year ended 30 June 2019, as a non-binding resolution.

##### **Voting Exclusion:**

*In accordance with the requirements of section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:*

- (a) a member of the Company's key management personnel ("KMP") whose remuneration is included in the Remuneration Report; or*
- (b) a closely related party of such a member of the KMP.*

*However, the Company need not disregard a vote if:*

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on the resolution and expressly authorised the proxy to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.*

#### 3. Resolution 2 – Re-election of Director – Ms. Leeanne Bond

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Ms. Leeanne Bond, who retires in accordance with Bye-Law 93(a) of the Company's Bye-Laws and Listing Rule 14.5, being eligible, be re-elected as a Director of the Company."

#### 4. Resolution 3 – Election of Director – Mr. Dennis Lin

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr. Dennis Lin, who was appointed since the last AGM and retires in accordance with Bye-Law 90(b) of the Company's Bye-Laws and Listing Rules 14.4 and 14.5, being eligible, be re-elected as a Director of the Company."



**5. Resolution 4 – Re-appointment of Auditor**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That, pursuant to Bye-Law 158 of the Company's Bye-Laws, Grant Thornton Audit Pty Ltd be and hereby are appointed as Auditors of the Company until conclusion of the next annual general meeting at a fee agreed by the Directors."

**6. Resolution 5 – Approval of 10% Placement Facility**

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

**Dated: 21 October 2019**

**By Order of the Board**

**Mr. David Harris**

**Chief Financial Officer & Company Secretary**



## Voting in person

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

## Voting by proxy

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 the provisions of Bye-laws 83 to 88 inclusive of the Bye-laws, Shareholders are advised that:

- (a) each Shareholder entitled to attend and vote at the Annual General Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder entitled to attend and vote at the Annual General Meeting who is the holder of 2 or more Shares may appoint not more than 2 proxies. If the member appoints 2 proxies, the proportion of the Shares to be represented by each proxy shall be specified in the instrument of proxy.

Shareholders and their proxies should be aware that:

- (d) on a poll, a proxy need not use all the votes he is entitled to cast, or cast all such votes in the same way; and
- (e) on a show of hands, if a Shareholder has appointed two proxies, neither of the proxies may vote as proxy for such shareholder.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Chief Financial Officer & Company Secretary, Mr. David Harris, on +61 3 9274 3000 or david.harris@synertec.com.au***

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## Defined terms

Capitalised terms used in this Notice of Annual General Meeting (AGM) (including those used in the resolutions set out in this Notice) have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum attached to this Notice.

### 1. **Material accompanying this Notice**

The following materials accompany this Notice:

- (a) the Financial Report, Directors' Report and Auditor's Report, if you have elected to receive a printed copy of these reports and have not withdrawn that election;
- (c) the Explanatory Memorandum setting out details relevant to the ordinary and special business set out in this Notice; and
- (d) the Proxy Form.

### 2. **Voting and required majority - Corporations Act**

In accordance with section 249HA of the Corporations Act, not less than 28 days' written notice of the AGM has been given.

Each ordinary resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).

Each special resolution must be passed by more than 75% of all the votes cast by Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

Subject to the voting exclusions referred to above, on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.

### 3. **Voting by proxy**

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 the provisions of Bye-laws 83 to 88 inclusive of the Bye-laws, Shareholders are advised that:

- (a) each Shareholder entitled to attend and vote at the Annual General Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder entitled to attend and vote at the Annual General Meeting who is the holder of 2 or more Shares may appoint not more than 2 proxies. If the member appoints 2 proxies, the proportion of the Shares to be represented by each proxy shall be specified in the instrument of proxy.



Shareholders and their proxies should be aware that:

- (a) on a poll, a proxy need not use all the votes he is entitled to cast, or cast all such votes in the same way; and
- (b) on a show of hands, if a Shareholder has appointed two proxies, neither of the proxies may vote as proxy for such shareholder.

#### 4. Notes

- (a) Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* the Company has determined that, for the purposes of the AGM, all Shares in the Company will be taken to be held by the persons registered as Shareholders at **7pm AEDT (Melbourne time) on Tuesday, 19 November 2019** (the "**Effective Time**").
- (b) Any Shareholder may appoint an attorney to act on his or her behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in Bye-Law 4(d) below.
- (c) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company by the methods set out in Bye-Law 4(d).
- (d) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than **2:30pm AEDT (Melbourne time) on Tuesday, 19 November 2019** –
  - electronically at [www.votingonline.com.au/synertecagm2019](http://www.votingonline.com.au/synertecagm2019) by following the instructions provided but a proxy cannot be appointed online if appointed under power of attorney or similar authority; or
  - at the Company's share registry in Australia – Boardroom Pty Limited, GPO Box 3993, Sydney, NSW, 2001, Australia; or
  - in person at the Company's share registry in Australia – Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW, 2000; or
  - by fax to the Company's share registry (Boardroom Pty Limited) – fax number +61 29290 9655.

Please refer to the Proxy Form accompanying this Notice for more information.



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## EXPLANATORY MEMORANDUM

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### General

This Explanatory Memorandum contains information relevant to the business referred to in the Notice of AGM of Synertec Corporation Limited (the "**Company**") which it accompanies and **should be read carefully by Shareholders prior to the AGM.**

All capitalised terms used in this Explanatory Memorandum have the meanings set out in the Glossary of Terms located at the end of this document.

Further details relating to each of the resolutions are set out below.

### Ordinary Business

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#### Item 1: Financial Reports

The Corporations Act requires that the Financial Report, Directors' Report and Auditor's Report of Synertec Corporation Limited (formerly SML Corporation Limited) for the most recent financial year be considered at the AGM. While this item of business does not require a formal resolution to be put to Shareholders, the Chair will give Shareholders a reasonable opportunity to raise questions on these reports at the AGM.

A copy of the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2019 is available on the Company's website at <http://www.synertec.com.au/>.

As required under the Corporations Act, the Chair will also allow time during the AGM for Shareholders to ask the Auditor questions about, and make comments on, the reports and the Company's management, business, operations, financial performance and business strategies. If a Shareholder prefers to put written questions to the Auditor, a Shareholder may submit questions relevant to the content of the Auditor's report or the conduct of the audit, in writing, to the Company, up to five business days prior to the AGM. The Company will pass the questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put by Shareholders.



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**Item 2: Resolution 1 - Remuneration Report****(a) Background**

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on matters relating to remuneration policy and its relationship to the Company's performance.

As required under section 250R(2) of the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board.

Under the Corporations Act, if 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action has been taken by the Company to address Shareholders' concerns at next year's annual general meeting. If at the Company's next annual general meeting, 25% or more of the votes cast on the resolution to adopt the Remuneration Report are against the adoption of that report, then Shareholders will be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

**(b) Directors' Recommendation**

The Directors unanimously recommend Shareholders vote in favour of adopting the Remuneration Report. As stated in the Notice of AGM, each of the KMPs whose remuneration is included in the Remuneration Report and closely related parties of those KMPs are not eligible to vote on this resolution, except as stated in the Notice of AGM.

***Voting exclusion***

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chair) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to

appoint the Chair of the meeting as your proxy, you can direct them to vote by marking the box for Resolution 1. By marking the Chair's box on the proxy form, you acknowledge that the Chair of the meeting will vote in favour of this item of business as your proxy. The Chair will vote undirected proxies in favour of Resolution 1.

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**Item 3: Resolution 2 – Re-election of Director – Ms. Leeanne Bond****(a) Background**

Ms. Leeanne Bond retires by rotation in accordance with Bye-Law 93(a) of the Company's Bye-Laws and the ASX Listing Rules and, being eligible, offers herself for re-election by shareholders.

Ms. Bond is an executive and professional company Director with Board roles in the energy, water and engineering services industries. She has qualifications in engineering and management, and 30 years' experience across a broad range of industrial sectors including energy, minerals, infrastructure and water.

Ms. Bond is a Registered Professional Engineer in Queensland, and holds a Bachelor's degree in Chemical Engineering and a Masters Business Administration (MBA).

From 1996 to 2006 Ms. Bond held several management roles with Worley in Queensland, including General Manager (Qld, NT and PNG), where she negotiated project alliances and supervised contracts and projects with many Australian and international companies. Ms Bond was appointed Executive for Diversity & Inclusion at Downer EDI in December 2017.

Ms. Bond is a non-executive Director of Liquefied Natural Gas Limited (ASX: LNG) and Snowy Hydro Limited. She is also a non-executive Director of JKTech, a company wholly owned by the University of Queensland and a board member of the Clean Energy Finance Corporation. She is the sole Director and owner of Breakthrough Energy Pty Ltd, a project and business development consulting firm.

She has previously held board positions on several water and energy businesses, including Tarong Energy and the Queensland Bulk Water Supply Authority (Seqwater) and was Chair of Brisbane Water.

Ms. Bond was appointed as an independent non-Director of Synertec Corporation Limited on 8 August 2017 and is currently Chair of the Board and its Remuneration & Nomination

Committee and is a member of the Audit & Risk Management Committee. Should Ms. Bond be re-appointed, it is proposed by the Board that she continue in the role of Chair.

**(b) Directors' Recommendation**

The continuing Directors unanimously support the re-election of Ms. Leeanne Bond as a Director of the Company. Subject to any applicable voting exclusions, the Chair will vote any undirected proxies in favour of this resolution.

***Voting exclusion***

There are no voting exclusions on this resolution.

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**Item 4: Resolution 3 – Election of Director – Mr. Dennis Lin**

**(c) Background**

Mr. Dennis Lin was appointed as a non-executive Director in accordance with the Company's Bye-Laws on 27 August 2019.

Mr. Dennis Lin retires in accordance with Bye-Law 90(b) of the Company's Bye-Laws and the ASX Listing Rules and, being eligible, offers himself for election by shareholders.

Mr. Lin is well known to the Board having completed strategic advisory work with Synertec in recent years and brings extensive experience and networks to assist management and the Board with their corporate development and growth strategy.

As an Australian Chartered Accountant and Solicitor, Mr. Lin has been involved in a wide range of commercial transactions, merger and acquisitions and capital market transactions between Australian and Asian businesses. Mr. Lin was a partner of BDO for the past ten years and is now a Strategic Advisor M&A and China of BDO.

Mr. Lin is currently the Chairman of Bubs Australia Limited (ASX:BUB) and a Non-executive Director of consumer goods company Buderim Group (ASX:BUD) and eCargo Holdings Limited (ASX:ECG).

Mr. Lin is currently an independent non-executive Director of Synertec Corporation Limited and is a member of the Audit & Risk Management Committee and Remuneration & Nomination Committee. Should Mr. Lin be re-appointed, it is proposed by the Board that Mr Lin. will take on the role of Audit and Risk Management Committee Chair from retiring Director, Mr. Freddie Heng.

**(d) Directors' Recommendation**

The continuing Directors unanimously support the re-election of Mr. Lin as a Director of the Company. Subject to any applicable voting exclusions, the Chair will vote any undirected proxies in favour of this resolution.

***Voting exclusion***

There are no voting exclusions on this resolution.

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**Item 5: Resolution 4 – Re-appointment of Auditor****(a) Background**

Pursuant to Bye-Law 158 of the Company's Bye-Laws, Members shall appoint an auditor to hold office until the close of the next annual General meeting. In addition, pursuant to Bye-Law 160 of the Company's Bye-Laws, the remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.

Pursuant to Resolution 4, approval is sought for the re-appointment of Grant Thornton Audit Pty Ltd as the Company's auditors until the close of the next annual general meeting at a fee to be determined by the Directors.

**(b) Director's Recommendation**

The Board of Directors recommend that shareholders vote in favour of this resolution.

***Voting exclusion***

There are no voting exclusions on this resolution.

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**Item 6: Resolution 5 – Approval of 10% Placement Facility under ASX Listing Rule 7.1A****(a) Background**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities (as defined by the ASX Listing Rules) up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (explained below).

### **Explanation of Listing Rule 7.1A**

#### **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

#### **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

#### **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that an eligible entity that has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

#### **(A x D) – E**

**A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under Listing Rule 7.1 or Listing Rule 7.4. (This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval.);
- less the number of fully paid ordinary shares cancelled in the 12 months.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of holders of ordinary shares under Listing Rule 7.1 or Listing Rule 7.4.

**Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be no less than 75% of the VWAMP for Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within five Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

**10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (b) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

**Effect of Listing Rule 7.1A**

The effect of Resolution 5 (if passed) will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and so requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

**Disclosure of regulatory information**

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAMP for the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing holders of Shares on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples; where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary Shares the Company has on issue. The number of ordinary Shares on issue may increase as a result of issues of ordinary Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples; where the issue price of ordinary Shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution (Shares)		
		\$0.024	\$0.048	\$0.096
		50% decrease in issue price	Issue Price	100% increase in issue price
Current Variable "A" 220,701,277 fully paid ordinary shares	10% voting dilution	22,070,128	22,070,128	22,070,128
	Funds raised	\$529,683	\$1,059,366	\$2,118,732
50% increase in Current Variable "A" 331,051,916 fully paid ordinary shares	10% voting dilution	33,105,192	33,105,192	33,105,192
	Funds raised	\$794,525	\$1,589,049	\$3,178,098
100% increase in Current Variable "A" 441,402,554 fully paid ordinary shares	10% voting dilution	44,140,255	44,140,255	44,140,255
	Funds raised	\$1,059,366	\$2,118,732	\$4,237,465



The table has been prepared on the following assumptions:

- (i) The Current Share Price is AUD \$0.048, being the closing price of the Shares on ASX on 18 October 2019.
  - (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (iii) No options or other rights convertible into Shares are exercised into Shares before the date of the issue of the Equity Securities.
  - (iv) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. It does not show the effect of options or other rights convertible into Shares being issued under Listing Rule 7.1A.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised for organic growth in operations, acquisitions of businesses (including expenses associated with acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and Listing Rule 3.10.5A upon issue of any Equity Securities.



(e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

#### **Effect of Listing Rule 7.3A.6 – Equity issues over the last 12 months**

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12-month period:

Number of equity securities on issue at commencement of 12-month period	236,877,247
Equity securities issued in the prior 12-month period	-
Percentage of equity securities represent of total number of equity securities on issue at commencement of 12-month period	0.00%

#### **(b) Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 5.

#### **Voting exclusion**

The Company will disregard any votes cast in favour on Resolution 5 by a person who may participate in the 10% Placement Facility and a person who might obtain a material benefit except a benefit solely in the capacity of a holder of Shares, if Resolution 5 is passed (and any of their associates).



Synertec Corporation Limited  
ARBN 161 803 032

Level 1, 57 Stewart Street  
Richmond Victoria 3121  
Australia

Ph: +61 3 9274 3000  
Fax: +61 3 9274 3099  
[www.synertec.com.au](http://www.synertec.com.au)

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However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of Equity Securities under this approval. No existing Shareholder's vote will therefore be excluded.



## GLOSSARY

Where the following terms are used in this Notice of Meeting and Explanatory Statement, they have the following meanings:

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

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

**ASX Listing Rules** or **Listing Rules** means the official listing rules of ASX.

**AUD** means Australian dollars, being the legal currency of Australia.

**Board** means the board of Directors as constituted from time to time.

**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.

**Bye-laws** means the bye-laws of the Company.

**Company** or **Synertec** means Synertec Corporation Limited (ARBN 161 803 032).

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

**Directors** mean the Directors of the Company as at the date of this Notice.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice of AGM.

**Financial Report** means the annual financial report of the Company and its controlled entities, for the year ending on 30 June 2019 that accompanies this Notice of AGM (if you have elected to receive a printed copy of this report and have not withdrawn that election) or which is available on the Company's website at [www.synertec.com.au](http://www.synertec.com.au)

**Key Management Personnel** has the meaning given to that term in the Corporations Act and generally includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including a Director (and the term "**KMP**" has the same meaning).

**Notice** or **Notice of Meeting** means this notice of special general meeting including the explanatory statement and proxy form.

**Proxy Form** means the proxy form attached to this Notice of AGM.

**Remuneration Report** means the remuneration report of the Company that forms part of the Directors' Report accompanying this Notice of AGM (if you have elected to receive a printed copy of this report and have not withdrawn that election) or which is available on the Company's website at <https://www.synertec.com.au>.

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

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

**VWAMP** means the volume weighted average price of trading in those securities on the ASX and the Chi-X market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm (AEDT) on Tuesday, 19 November 2019.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/synertecagm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm (AEDT) on Tuesday, 19 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/synertecagm2019>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Synertec Corporation Limited

ARBN 161 803 032

☐

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Synertec Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of **Grant Thornton, Tower 5, Collins Square, 727 Collins Street, Melbourne, Victoria 3008 on Thursday, 21 November 2019 at 2:30pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Ms. Leeanne Bond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr. Dennis Lin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019