

SYNGENTA AG  
Form 6-K  
April 28, 2005

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**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**

For the month of April 2005

Commission File Number: 001-15152

**SYNGENTA AG**

(Translation of registrant's name into English)

**Schwarzwaldallee 215**  
**4058 Basel**  
**Switzerland**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F X                      Form 40-F   

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes                                         No X

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes                                         No X

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes                                         No X

If    Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Re: SYNGENTA AG

Press Release: Syngenta holds Annual General Meeting

Filed herewith is a press release related to Syngenta AG. The full text of the press release follows:

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Item 1

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## Media Release

### **Syngenta holds Annual General Meeting**

**Basel, Switzerland, 26 April 2005**

**At the fourth Annual General Meeting of Syngenta AG led by Chairman Heinz Imhof today in Basel, the 841 shareholders representing 29.46% of the total shares issued approved all the motions proposed by the Board of Directors.**

Shareholders approved an increase of the dividend by 59% compared to the previous year to CHF 2.70, to be paid by way of a reduction of the nominal value of shares. Shareholders also approved a reduction of shareholders' equity through cancellation of 6.2 million shares, which the company had repurchased over a second trading line. Jacques Vincent, Vice Chairman and Chief Operating Officer (COO) of Danone Group, was elected new member of the Board of Directors of Syngenta. Martin Taylor, Peter Thompson, Rolf Watter and Felix Weber were reelected to the Board.

Furthermore, the annual and financial reports for 2004 were approved. Ernst & Young AG were re-elected as Group Auditors of Syngenta.

Syngenta is a world-leading agribusiness committed to sustainable agriculture through innovative research and technology. The company is a leader in crop protection, and ranks third in the high-value commercial seeds market. Sales in 2004 were approximately \$7.3 billion. Syngenta employs some 19,000 people in over 90 countries. Syngenta is listed on the Swiss stock exchange (SYNN) and in New York (SYT). Further information is available at [www.syngenta.com](http://www.syngenta.com).

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**Cautionary Statement Regarding Forward-Looking Statements**

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This document contains forward-looking statements, which can be identified by terminology such as "expect", "would", "will", "potential", "plans", "prospects", "estimated", "aiming", "on track" and similar expressions. Such statements may be subject to risks and uncertainties that could cause the actual results to differ materially from these statements. We refer you to Syngenta's publicly available filings with the U.S. Securities and Exchange Commission for information about these and other risks and uncertainties. Syngenta assumes no obligation to update forward-looking statements to reflect actual results, changed assumptions or other factors. This document does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer, to purchase or subscribe for any ordinary shares in Syngenta AG, or Syngenta ADSs, nor shall it form the basis of, or be relied on in connection with, any contract therefor.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SYNGENTA AG

Date: April 26, 2005

By: /s/ Damian Heller

\_\_\_\_\_  
Name: Damian Heller  
Title: Company Secretary

By: /s/ Christoph Mäder

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Name: Christoph Mäder  
Title: General Counsel