



A-SONIC AEROSPACE LIMITED
Regn. No. 200301838G

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 168 Robinson Road, Capital Tower, Level 9 FTSE Room, Singapore 068912 on Monday, 28 April 2014 at 3.00 p.m. to transact the following business:-

Ordinary Business

1. To receive and consider the audited accounts of the Company for the financial year ended 31 December 2013 and the reports of the Directors and Auditors thereon.
2. To approve directors' fees of S\$170,000.00 for the financial year ended 31 December 2013 (2012: S\$170,000.00).
3. To re-elect Ms Janet LC Tan who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association, as a Director of the Company.
4. To re-elect Mr Yam Mow Lam, who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association, as a Director of the Company. *[see Explanatory Note (a)]*
5. To re-appoint Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

Special Business

6. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:-
 - 6.1 "That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, PROVIDED THAT:-
 - (i) the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date of the passing of this resolution;
 - (ii) for the purpose of this resolution, the issued share capital shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares); and

(iii) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." [See Explanatory Note (b)]

6.2 "That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the A-Sonic Aerospace Employee Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 5% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time." [See Explanatory Note (c)]

7. To transact any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

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OH SEOK BOON/
GRACE CP CHAN
COMPANY SECRETARIES

Singapore,
11 April 2014

Proxies:-

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

An instrument appointing a proxy must be deposited at the Company's registered office at 10 Anson Road #24-07 International Plaza Singapore 079903 not less than 48 hours before the time appointed for holding the Meeting.

Explanatory Notes:-

- (a) Mr Yam Mow Lam, if re-elected as a Director, will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered as an Independent Director.
- (b) The ordinary resolution set out in item 6.1 above, if passed, will empower the Directors from the date of the above meeting until the date of the next Annual General Meeting, to issue shares and convertible securities in the Company. The number of shares and convertible securities which the Directors may issue under this resolution would not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this resolution is passed. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this resolution is passed.
- (c) The ordinary resolution in item 6.2 is to authorise the Directors of the Company to offer and grant options in accordance with the provisions of the A-Sonic Aerospace Employee Share Option Scheme and to allot and issue shares thereunder.