



**AVI-TECH ELECTRONICS LIMITED**  
(Company Registration Number 198105976H)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Avi-Tech Electronics Limited (the “Company”) will be convened and held by electronic means on Thursday, 29 October 2020 at 11.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 30 June 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
- To re-elect as Director Mr Goh Chung Meng who is retiring pursuant to Article 99 of the Company’s Constitution and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”).  
[See explanatory note (i)] **(Resolution 2)**
- That contingent upon the passing of Ordinary Resolution 2 above, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders to approve Mr Goh Chung Meng’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution.  
[See explanatory note (ii)] **(Resolution 3)**
- That contingent upon the passing of Ordinary Resolution 3 above, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders (excluding the Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) to approve Mr Goh Chung Meng’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution.  
[See explanatory note (ii)] **(Resolution 4)**
- To re-elect as Director Mr Michael Grenville Gray who is retiring pursuant to Article 99 of the Company’s Constitution and Rule 720(5) of the Listing Manual of the SGX-ST.  
[See explanatory note (iii)] **(Resolution 5)**
- That contingent upon the passing of Ordinary Resolution 5 above, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders to approve Mr Michael Grenville Gray’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution.  
[See explanatory note (ii)] **(Resolution 6)**
- That contingent upon the passing of Ordinary Resolution 6 above, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders (excluding the Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) to approve Mr Michael Grenville Gray’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution.  
[See explanatory note (ii)] **(Resolution 7)**
- To approve the payment of Directors’ fees of S\$150,000 for the year ended 30 June 2020. (FY2019: S\$150,000) **(Resolution 8)**
- To approve the final one-tier tax exempt dividend of 1.0 cent per ordinary share for the year ended 30 June 2020. **(Resolution 9)**
- To approve the special one-tier tax exempt dividend of 0.5 cents per ordinary share for the year ended 30 June 2020. **(Resolution 10)**
- To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 11)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

**13. Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the “Companies Act”) and the Listing Manual (“Listing Manual”) of the SGX-ST, authority be and is hereby given to the Directors of the Company to allot and issue:

- shares; or
- convertible securities; or
- additional convertible securities issued pursuant to Rule 829 of the Listing Manual (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the additional securities are issued, provided that the adjustment does not give the holder a benefit that a shareholder does not receive); or
- shares arising from the conversion of the securities in (b) and (c) above (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the shares are to be issued),

in the Company (whether by way of rights, bonus or otherwise) at any time 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:

- the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Resolution must be not more than 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below); and
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the number of shares and convertible securities that may be issued pursuant to (i) above, the percentage of issued shares shall be calculated 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 (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and (c) any subsequent bonus issue, consolidation or subdivision of shares. Adjustments in accordance with (a) or (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution approving the mandate.

Unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, this Resolution shall remain in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

[See explanatory note (iv)]

**(Resolution 12)**

By Order of the Board  
Adrian Chan Pengee  
Company Secretary

Singapore  
7 October 2020

**Explanatory Notes:**

- Resolution 2 – Detailed information about Directors of the Company can be found in the “Board of Directors” section of the Company’s Annual Report, including their current directorships in other listed companies and other principal commitments held. Please also refer to the section titled “Additional Information on Directors Seeking Election/Re-Election” appended to this Notice of Annual General Meeting for additional information on Mr Goh Chung Meng. Mr Goh Chung Meng will, upon re-election as a Director of the Company, remain as Chairman of the Nominating and Remuneration Committees and a member of the Audit and Risk Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual. Save that he is an Independent Director of the Company, Mr Goh Chung Meng has no relationships including immediate family relationships with any of the Directors, the Company or its 5% shareholders.
- Resolutions 3, 4, 6 and 7 – On 6 August 2018, the SGX-ST amended the SGX-ST Listing Rules (Mainboard) following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the SGX-ST Listing Rules (Mainboard) for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the SGX-ST Listing Rules (Mainboard). Pursuant thereto and in respect of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders’ approvals for Mr Goh Chung Meng and Mr Michael Grenville Gray’s continued appointments as independent directors prior to 1 January 2022, as they have each served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders and (B) shareholders excluding directors, chief executive officer, and their associates.
- Resolution 5 – Detailed information about Directors of the Company can be found in the “Board of Directors” section of the Company’s Annual Report, including their current directorships in other listed companies and other principal commitments held. Please also refer to the section titled “Additional Information on Directors Seeking Election/Re-Election” appended to this Notice of Annual General Meeting for additional information on Mr Michael Grenville Gray. Mr Michael Grenville Gray will, upon re-election as a Director of the Company, remain as Chairman of the Audit and Risk Committee and a member of the Remuneration and Nominating Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual. Save that he is an Independent Director of the Company, Mr Michael Grenville Gray has no relationships including immediate family relationships with any of the Directors, the Company or its 5% shareholders.
- Resolution 12 – If passed, this Resolution will empower the Directors from the date of the above meeting until the date of the next AGM, to allot and issue shares and convertible securities in the Company up to an amount not exceeding 50% of the total number of issued shares in the capital of the Company (excluding treasury shares), of which up to 20% may be issued other than on a pro rata basis.

**Notes:**

- The Annual General Meeting of the Company will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Amendments to the COVID-19 (Temporary Measures) Act 2020 (“Temporary Measures Act”) were passed in Parliament on 4 September 2020 to permit the Minister of Law to do so. If the President assents to the amendments to the Temporary Measures Act, the amendments to extend the duration of the Meeting Order will be gazetted, once the amendments to the Temporary Measures Act come into force. On 7 September 2020, the SGX-ST announced that it will amend the ACRA-SGX-MAS joint guidance to reflect the extended period once the legislative changes are in place. The said amendments came into force on 29 September 2020. This extended duration of the Meeting Order provides the Company with the option to conduct general meetings by electronic means even where the Company is permitted under the COVID-19 safe distancing regulations to hold physical meetings, to help minimise physical interactions and COVID-19 transmission risks. Printed copies of this Notice of Annual General Meeting, the Proxy Form and the Annual Report for the financial year ended 30 June 2020 (the “FY2020 Annual Report”) will be sent to Shareholders. In addition, this Notice of Annual General Meeting, the Proxy Form and the FY2020 Annual Report may be accessed at the Company’s website at the URL <http://www.avi-tech.com.sg>. This Notice of Annual General Meeting and the FY2020 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to attendance at the Annual General Meeting of the Company via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the Company’s website and announcement dated 7 October 2020. This announcement may be accessed at the Company’s website at the URL <http://www.avi-tech.com.sg> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.  
In particular, a member will be able to watch the proceedings of the Annual General Meeting through a “live” webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a “live” audio-only stream via telephone. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio-only stream must pre-register via the following link: <http://globalmeeting.bigbangdesign.co/avi-tech/> by no later than 11:00 a.m. on Monday, 26 October 2020. Following the verification, authenticated members will receive an email by 11:00 a.m., Wednesday, 28 October 2020 which will contain the user ID and password details as well as the URL to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the “Confirmation Email”). Members, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 11:00 a.m. on Wednesday, 28 October 2020 should contact the Company’s webcast provider Big Bang Design at [webcast@bigbangdesign.co](mailto:webcast@bigbangdesign.co).  
Members will not be able to ask questions “live” during the broadcast of the Annual General Meeting. All members may submit questions related to the resolutions to be tabled for approval at the Annual General Meeting by email to [ir@avi-tech.com.sg](mailto:ir@avi-tech.com.sg), or in hard copy by post to the office of the registered office of the Company at 19A Serangoon North Avenue 5 Singapore 554859, by no later than 11:00 a.m. on Monday, 26 October 2020.
- Due to the current COVID-19 situation in Singapore, the AGM of the Company will be held by way of electronic means and members will NOT be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** Please note that a member may not vote at the Annual General Meeting otherwise than by way of appointing the Chairman of the Meeting as the member’s proxy. Printed copies of the Proxy Form for the Annual General Meeting will be sent to members. The proxy form for the Annual General Meeting may also be accessed at the Company’s website at the URL <http://www.avi-tech.com.sg> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.  
CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11:00 a.m. on 19 October 2020.
- The Chairman of the Meeting, acting as proxy, need not be a member of the Company.
- The Proxy Form must be submitted to the Company in the following manners:
  - if submitted by post, be deposited at registered office of the Company at 19A Serangoon North Avenue 5 Singapore 554859; or
  - if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at [ir@avi-tech.com.sg](mailto:ir@avi-tech.com.sg).
 In either case, at least **48 hours** before the time fixed for holding the Annual General Meeting. A member who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

**In view of the current COVID-19 situation, members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

- Save for members of the Company which are nominee companies or Relevant Intermediaries (as defined below), a member of the Company entitled to participate and vote at a meeting of the Company shall not be entitled to appoint more than two proxies to attend and vote on his behalf. Where a member of the Company (other than a Relevant Intermediary) appoints more than one proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- Pursuant to Section 181 of the Companies Act, any member who is a Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified). “Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.
- The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his name in the Depository Register 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
- A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the meeting in order for the Depositor to be entitled to participate and vote at the meeting.

**PERSONAL DATA PRIVACY:**

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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## Additional Information on Directors Seeking Election/Re-Election

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST

Mr Goh Chung Meng and Mr Michael Grenville Gray are the retiring Directors who are seeking re-election at the forthcoming AGM to be convened on 29 October 2020 under Ordinary Resolutions 2 and 5 as set out in the Notice of AGM dated 7 October 2020. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Directors, in accordance with Appendix 7.4.1 to the Listing Manual of the SGX-ST, is set out below:

	Goh Chung Meng	Michael Grenville Gray
Date of initial appointment	16 October 2001	30 October 2006
Date of last re-appointment (if applicable)	29 October 2018	31 October 2017
Age	63	74
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board had considered the Nominating Committee's recommendation and assessment on Mr Goh Chung Meng's independence and commitment in the discharge of his duties as a Director, <i>inter alia</i> , and is satisfied that he will continue to contribute to the Board.	The Board had considered the Nominating Committee's recommendation and assessment on Mr Michael Grenville Gray's independence and commitment in the discharge of his duties as a Director, <i>inter alia</i> , and is satisfied that he will continue to contribute to the Board.
Whether appointment is executive, and if so, the area of responsibility	N.A.	N.A.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Independent Director Chairman of the Nominating Committee and Remuneration Committee, and Member of the Audit and Risk Committee	Non-Executive and Independent Director Chairman of the Audit and Risk Committee, and Member of the Nominating Committee and Remuneration Committee
Professional qualifications	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.
Working experience and occupation(s) during the past 10 years	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.
Shareholding interest in the in the listed issuer and its subsidiaries	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil

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	<b>Goh Chung Meng</b>	<b>Michael Grenville Gray</b>
Undertaking (in the form set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes.	Yes.
<b>Other Principle Commitments including Directorships</b>		
Past (for the last 5 years)	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.
Present	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.	Please refer to the section of the Company's Annual Report entitled "Board of Directors" for further details.
<b>Information required</b>		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No.	No.
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No.	No.
(c) Whether there is any unsatisfied judgment against him?	No.	No.

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	<b>Goh Chung Meng</b>	<b>Michael Grenville Gray</b>
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No.	No.
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No.	No.
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No.	No.
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No.	No.
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No.	No.

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	<b>Goh Chung Meng</b>	<b>Michael Grenville Gray</b>
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No.	No.
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No.	No.
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No.	No.
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No.	No.
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No.	No.
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No.	No.