

**CIRCULAR DATED 13 APRIL 2015**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

If you have sold or transferred all your Shares, you should forward this Circular, the Notice of Extraordinary General Meeting and the enclosed Proxy Form immediately to the purchaser or transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. The approval-in-principle granted by the SGX-ST is not to be taken as an indication of the merits of the Consolidated Shares, the Proposed Share Consolidation, the Company and/or its subsidiaries.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section entitled "**Definitions**".



**A-SONIC AEROSPACE LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200301838G)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE PROPOSED CONSOLIDATION OF EVERY FOUR (4) EXISTING SHARES OF THE  
COMPANY INTO ONE (1) CONSOLIDATED SHARE**

**IMPORTANT DATES AND TIMES**

- |  |   |   |
|--|---|---|
| Last date and time for lodgement of Proxy Form | : | 28 April 2015 at 11.30 a.m.   |
| Date and time of Extraordinary General Meeting | : | Thursday, 30 April 2015 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day and at the same place) |
| Place of Extraordinary General Meeting         | : | 168 Robinson Road,<br>Capital Tower, Level 9 FTSE Room<br>Singapore 068912  |

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## DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

- “ACRA”** : Accounting and Corporate Regulatory Authority of Singapore
- “AGM”** : Annual general meeting of the Company
- “Associate”** : (a) In relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Books Closure Date for Proposed Share Consolidation”** : The time and date to be determined by the Directors, at and on which the Register of Members and the transfer books of the Company will be closed for the purpose of determining the entitlements of the Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 13 April 2015
- “Companies Act”** : The Companies Act (Cap. 50) of Singapore, as may be amended or modified from time to time
- “Company”** : A-Sonic Aerospace Limited
- “Consolidated Shares”** : Shares following the Proposed Share Consolidation
- “Controlling Shareholder”** : A person who holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury Shares in the Company (unless otherwise determined by the SGX-ST) or who in fact exercises control over the Company
- “Directors”** : The directors of the Company, including alternate directors of the Company (if any), from time to time (collectively, the **“Board of Directors”**)

<b>“Effective Trading Date”</b>	:	Has the meaning ascribed to it in Section 2.4 of this Circular
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held on Thursday, 30 April 2015 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day and at the same place), notice of which is set out in the Notice of EGM on page 12 of this Circular
<b>“EPS”</b>	:	Earnings per Share
<b>“FY”</b>	:	Financial year ended or ending 31 December, as the case may be
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Latest Practicable Date”</b>	:	17 March 2015, being the latest practicable date prior to the printing of this Circular
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading in securities
<b>“New Share Certificates”</b>	:	Share certificates for the Consolidated Shares
<b>“Old Share Certificates”</b>	:	Share certificates for the existing Shares
<b>“NAV”</b>	:	Net asset value (excluding non-controlling interests)
<b>“Proposed Share Consolidation”</b>	:	The proposed consolidation of every four (4) Shares held by Shareholders as at the Books Closure Date into one (1) Consolidated Share, fractional entitlements to be disregarded
<b>“Record Date”</b>	:	A date on which, at the close of business, Shareholders must be registered with the Company or CDP in order to participate in any dividends, rights, allotments or other distributions
<b>“Register of Directors’ Shareholdings”</b>	:	Register of Directors’ shareholdings
<b>“Register of Members”</b>	:	Register of members of the Company
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with the CDP but not including a securities sub-account maintained with a Depository Agent
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Share Registrar”</b>	:	The share registrar of the Company
<b>“Shareholders”</b>	:	Registered holders of Shares in the Register of Members, or where the registered holder is the CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP whose Securities Accounts are credited with those Shares

“Shares”	:	Ordinary shares in the issued share capital of the Company
“Substantial Shareholder”	:	A person who has an interest directly or indirectly in 5% or more of the total number of Shares
“S\$” and “cents”	:	Singapore dollar and Singapore cents, respectively
“US\$” and “US cents”	:	United States dollar and United States cents, respectively
“%” or “per cent.”	:	Percentage or per centum

The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act. The term “**subsidiary**” has the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the Listing Manual or any relevant laws of the Republic of Singapore or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the Listing Manual or any relevant laws of the Republic of Singapore or any statutory modification thereof as the case may be, unless the context requires otherwise.

Any reference to a time of day in this Circular shall be a reference to Singapore time, unless otherwise stated.

Any discrepancies in the tables included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

# A-SONIC AEROSPACE LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200301838G)

## Directors:

Janet LC Tan (Chief Executive Officer)  
Tan Lay Yong Jenny (Executive Director)  
Irene Tay Gek Lim (Executive Director)  
Choh Tian Chee Irving (Lead Independent Non-Executive Director)  
Yam Mow Lam (Independent Non-Executive Director)  
Dr Wang Kai Yuen (Independent Non-Executive Director)

## Registered Office:

10 Anson Road,  
#24-07 International Plaza,  
Singapore 079903

Date: 13 April 2015

To: The Shareholders

Dear Sir/Madam

## 1. INTRODUCTION

### 1.1 EGM

The Directors are convening the EGM to be held on 30 April 2015 to seek Shareholders' approval for the Proposed Share Consolidation.

### 1.2 Circular

The purpose of this Circular is to provide Shareholders with information in respect of the proposal to be tabled at the EGM.

### 1.3 SGX-ST

The SGX-ST assumes no responsibility for the accuracy of any statements made, reports contained or opinions expressed in this Circular.

## 2. THE PROPOSED SHARE CONSOLIDATION

### 2.1 The Proposed Share Consolidation

The Company is seeking Shareholders' approval at the EGM to undertake the Proposed Share Consolidation pursuant to which the Company will consolidate every four (4) Shares into one (1) Consolidated Share. Accordingly, under the Proposed Share Consolidation, every four (4) Shares registered in the name of each Shareholder as at the Books Closure Date will be consolidated into one (1) Consolidated Share.

**Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the Shares as at the Books Closure Date for Proposed Share Consolidation, will be ROUNDED DOWN TO THE NEAREST WHOLE CONSOLIDATED SHARE AND ANY FRACTIONS OF CONSOLIDATED SHARES ARISING FROM THE PROPOSED SHARE CONSOLIDATION WILL BE DISREGARDED. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.**

Each Consolidated Share shall rank *pari passu* in all respects with each other, and will be traded in board lots of one hundred (100) Consolidated Shares.

As at the Latest Practicable Date, the Company has an issued share capital of S\$72,451,650 divided into 715,577,329 Shares. After the completion of the Proposed Share Consolidation, the Company will have an issued share capital of S\$72,451,650 divided into approximately 178,894,332 Consolidated Shares.

**The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the equity of the Group.**

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Consolidation.

Subject to Shareholders' approval being obtained for the Proposed Share Consolidation at the EGM, Shareholders' holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be ascertained on the Books Closure Date for Proposed Share Consolidation.

The Proposed Share Consolidation is not expected to cause any changes to the percentage shareholding of each Shareholder in the Company, other than non-material changes due to fractional rounding.

## 2.2 Rationale for the Proposed Share Consolidation

The Proposed Share Consolidation would also facilitate compliance with the continuing listing requirement imposed by Singapore Exchange Securities Trading Limited (the "SGX-ST") for issuers listed on the SGX Mainboard to have a minimum trading price per share of S\$0.20.

For the past six (6) months prior to the Company making the announcement on the Proposed Share Consolidation on 5 February 2015, the absolute price of the Shares had traded in a range between 5.90 Singapore cents and 8.80 Singapore cents. The highest and lowest market prices for each such month and the transacted volume of the Shares traded on the SGX-ST for each such month, up to the Latest Practicable Date, are as follows:

	Lowest (Singapore cents)	Highest (Singapore cents)	Volume of traded shares ('000)	Percentage fluctuation between the lowest and highest market price (%)
August 2014	0.079	0.088	12,724	11.39
September 2014	0.075	0.084	5,070	12.00
October 2014	0.071	0.080	1,015	12.68
November 2014	0.065	0.079	2,105	21.54
December 2014	0.059	0.083	3,413	40.68
January 2015	0.069	0.088	22,761	27.54

Source: SGX-ST

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares outstanding, and the trading price per Consolidated Share should theoretically be proportionally higher than the trading price per Share prior to the Proposed Share Consolidation.

**Shareholders should note, however, that there can be no assurance that the Proposed Share Consolidation will achieve the desired results as stated in this Section 2.2, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

## 2.3 Financial Effects of the Proposed Share Consolidation

The financial effects of the Proposed Share Consolidation as presented herein:

- (a) are purely for illustrative purposes only and are not projections of the actual future financial performance or financial position of the Company and the Group after the Proposed Share Consolidation;
- (b) are based on the audited consolidated financial results of the Company for the full year ended 31 December 2014 and the number of Shares as at 31 December 2014 adjusted for 326,300 shares bought back and cancelled between 26 January 2015 and 17 March 2015; and
- (c) assume that the Proposed Share Consolidation had been completed on 31 December 2014.

(i) Share Capital

Issued and Paid-up Share Capital	As at 31 December 2014	
	No. of Shares	S\$
Before Proposed Share Consolidation	715,577,329	72,451,650
After Proposed Share Consolidation	178,894,332	72,451,650

(ii) NAV per Share

	← Company →		← Group →	
	Before Proposed Share Consolidation	After Proposed Share Consolidation	Before Proposed Share Consolidation	After Proposed Share Consolidation
NAV (US\$'000)	61,726	61,726	39,898	39,898
Number of paid-up Shares	715,577,329	178,894,332	715,577,329	178,894,332
NAV per Share (US cents)	8.63	34.50	5.58	22.30

(iii) Earnings per Share

	← Group →	
	Before Proposed Share Consolidation	After Proposed Share Consolidation
<b>Profit attributable to equity holders of the Company</b>		
Profit from continuing operations, net of tax (US\$'000)	107	107
Profit attributable to equity holders of the Company (US\$'000)	107	107
Number of paid-up Shares	715,577,329	178,894,332
Weighted average number of Shares during the financial year	715,577,329	178,894,332
<b>Earnings per Share <sup>(1)</sup></b>		
Basic from continuing operations (US cents per share)	0.01	0.06
Basic (US cents per share)	0.01	0.06

**Note:**

- (1) Basic earnings per Share is calculated by dividing the Group's profit attributable to the equity holders of the Company by weighted average of the Shares during the financial year.



(iv) Gearing

The Proposed Share Consolidation will not have an impact on the gearing of the Group and the Company.

(v) 6 Months Volume Weighted Average Price

	As at Latest Practicable Date		
	6 months total value of shares traded	6 months total volume of shares traded	6 months volume weighted average price per share
	S\$	Number of shares	S\$
Before Proposed Share Consolidation	3,127,377	40,503,500	0.0772 <sup>(1)</sup>
After Proposed Share Consolidation	3,127,377	10,125,875	0.3089 <sup>(1)</sup>

**Note:**

(1) Volume Weighted Average Price per Share is computed by dividing 6 months total value of shares by 6 months total volume of shares traded, rounded to the nearest 4 decimal places.

## 2.4 Conditions of the Proposed Share Consolidation

The implementation of the Proposed Share Consolidation is subject to Shareholders' approval by way of an ordinary resolution at the EGM.

The SGX-ST had on 27 February 2015 granted its in-principle-approval for the dealing in, listing of and quotation for the Consolidated Shares on the SGX-ST subject to (a) the Shareholders' approval for the Proposed Share Consolidation being obtained at the EGM and (b) compliance with the listing requirements of the SGX-ST. Such approval is not to be taken as an indication of the merits of the Consolidated Shares, the Proposed Share Consolidation, the Company and/or its subsidiaries.

An announcement will be made by the Company to notify Shareholders of the date when the Proposed Share Consolidation will become effective and the date on which the Consolidated Shares will commence trading on the SGX-ST in board lots of one hundred (100) Consolidated Shares (the "**Effective Trading Date**") as well as the Books Closure Date for Proposed Share Consolidation in due course.

## 2.5 Updating of Register of Members and Depository Register

After Shareholders' approval has been obtained for the Proposed Share Consolidation at the EGM, Shareholders' holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be determined on the Books Closure Date for Proposed Share Consolidation, whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders based on their shareholdings in the Company as at the Books Closure Date for Proposed Share Consolidation. Trading will be in board lots of one hundred (100) Consolidated Shares on the Effective Trading Date.

### (a) Deposit of Share Certificates with CDP

Shareholders who hold Old Share Certificates in their own names and who wish to deposit the same with CDP and have their Consolidated Shares (after the Proposed Share Consolidation) credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date. After the Books Closure Date for Proposed Share Consolidation, CDP will only accept deposit of New Share Certificates.

Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date for Proposed Share Consolidation must first deliver such Old Share Certificates to the Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, for cancellation and issue of the New Share Certificates in replacement thereof as described below. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the date of receipt of their Old Share Certificates. Upon receipt of the New Share Certificates, Shareholders may then proceed to deposit these New Share Certificates with CDP.

**(b) Issue of New Share Certificates**

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date for Proposed Share Consolidation need not take any action. The Company will arrange with CDP to facilitate the issue of New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates at least twelve (12) Market Days prior to the Books Closure Date for Proposed Share Consolidation or who do not wish to deposit their Old Share Certificates with CDP are advised to deliver all their Old Share Certificates to the Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, as soon as possible after they have been notified of the Books Closure Date and preferably, not later than five (5) Market Days after the Books Closure Date for Proposed Share Consolidation for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar for the receipt of the Old Share Certificates tendered. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the Books Closure Date for Proposed Share Consolidation or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders are to deliver their respective Old Share Certificates to the Share Registrar or CDP in accordance with the provisions set out in this Section 2.5 only after the announcement of the Books Closure Date for Proposed Share Consolidation by the Company.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have been delivered to the Share Registrar for cancellation.

Please notify the Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, if you have lost any of your Old Share Certificates or if there is any change in your address from that reflected in the Register of Members.

**(c) Share Certificates Not Valid for Settlement of Trades on SGX-ST**

Shareholders are reminded that their Old Share Certificates will not be valid for settlement of trading in the Shares on the SGX-ST, as the Company is under a book-entry (scripless) settlement system. After the date on which the Proposed Share Consolidation becomes effective, the Old Share Certificates will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

**2.6 Trading Arrangements for the Shares and for Odd Lots**

**(a) Trading Arrangements for the Shares**

Subject to Shareholders' approval for the Proposed Share Consolidation at the EGM, with effect from 9.00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of one hundred (100) Consolidated Shares. Accordingly, every four (4) Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent

one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

**(b) Trading Arrangements for Odd Lots of Consolidated Shares**

All fractional entitlements arising upon the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Board may, in its absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

The Shares are currently traded in board lots of one hundred (100) Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of one hundred (100) Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid. Shareholders (being Depositors) who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded on the Unit Share Market which, following the Proposed Share Consolidation, would allow trading in odd lots with a minimum size of one (1) Consolidated Share.

The Company will be making an application to SGX-ST to set up a temporary counter to trade in board lots of 1 Consolidated Share for a period of two months, commencing on the Effective Trading Date that the Consolidated Shares start trading. Thereafter, Shareholders can trade in odd lots in the Unit Share Market.

**3. INTEREST OF DIRECTORS' AND SUBSTANTIAL SHAREHOLDER'S INTERESTS**

The shareholdings of the Directors and substantial shareholder, as at the Latest Practicable Date are as follows:

	Direct interest		Deemed interest	
	Number of Shares	% of total issued shares <sup>(1)</sup>	Number of Shares	% of total issued shares <sup>(1)</sup>
<b>Directors</b>				
Janet LC Tan	365,175,368	51.03	6,345,000	0.89
Tan Lay Yong Jenny	-	-	4,320,840	0.60
Irene Tay Gek Lim	4,561,602	0.64	-	-
Yam Mow Lam	285,000	0.04	-	-
Choh Thian Chee, Irving	90,000	0.01	-	-

**Note:**

(1) Based on 715,577,329 Shares as at the Latest Practicable Date.

**4. DIRECTORS' RECOMMENDATION**

**The Proposed Share Consolidation**

The Directors are of the opinion that the Proposed Share Consolidation is in the interests of the Company. Accordingly, they recommend that Shareholders **vote in favour** of the ordinary resolution in respect of the Proposed Share Consolidation set out in the EGM notice.

**5. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out in this Circular, will be held on 30 April 2015 for the purpose of considering and, if thought fit, passing with or without modifications the resolutions set out therein.

**6. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote on their behalf should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon and as soon as possible and, in any event, so as to arrive at the registered office of the Company at 10 Anson Road, #24-07 International Plaza, Singapore 079903, not less than forty-eight (48) hours before the time set for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so, in place of his proxy.

**7. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

**8. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company at 10 Anson Road, #24-07 International Plaza, Singapore 079903, during normal business hours on any weekday (public holidays excepted) from the date of this Circular up to and including the date of the EGM:

- (a) the Memorandum and Articles of Association of the Company; and
- (b) the Annual Report for the year ended 31 December 2014.

Yours faithfully,

**A-SONIC AEROSPACE LIMITED**

For and on behalf of the Board of Directors

Ms Janet LC Tan  
Chief Executive Officer

## **A-SONIC AEROSPACE LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200301838G)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of A-Sonic Aerospace Limited (the “Company”) will be held at 168 Robinson Road, Capital Tower, Level 9 FTSE Room, Singapore 068912 on Thursday, 30 April 2015 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering, and if thought fit, passing, with or without any modification, the following resolution:

*Please note that unless otherwise defined, all capitalised terms used in this Notice bear the same meanings as ascribed to them in the Company’s circular to Shareholders (copies of which have been dispatched to Shareholders) dated 13 April 2015 (the “Circular”).*

#### **Ordinary Resolution**

#### **THE PROPOSED SHARE CONSOLIDATION**

That:–

- (a) the proposed consolidation of every four (4) Shares as at the Books Closure Date for Proposed Share Consolidation, into one (1) Consolidated Share be and is hereby approved;
- (b) any fractions of Consolidated Shares arising from the Proposed Share Consolidation shall be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors be and are hereby authorised to fix the Books Closure Date for Proposed Share Consolidation and the Effective Trading Date in their absolute discretion as they deem fit; and
- (d) the Directors and any of them be and are hereby authorised to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board

Janet LC Tan  
Chief Executive Officer

Singapore,  
13 April 2015

#### **IMPORTANT: PLEASE READ NOTES**

##### **Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote on his stead. A proxy need not be a member of the Company. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy.
2. An instrument appointing a proxy must be deposited at the registered office of the Company at 10 Anson Road, #24-07 International Plaza, Singapore 079903, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

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# A-SONIC AEROSPACE LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200301838G)

## IMPORTANT

1. For investors who have used their CPF monies to buy shares in the capital of A-Sonic Aerospace Limited, this PROXY FORM is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to attend the meeting as OBSERVERS have to submit their requests through their respective Agent banks so that their Agent banks may register with the Company Secretary of A-Sonic Aerospace Limited not less than 48 hours before the time appointed for holding the meeting.

## PROXY FORM

(Please see notes overleaf before completing this Form)

I/We \_\_\_\_\_ NRIC/Passport/Co. Registration No. \_\_\_\_\_

of \_\_\_\_\_

being a member/members of **A-SONIC AEROSPACE LIMITED** (the “Company”), hereby appoint:

Name	NRIC / Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

and/or (delete as appropriate)

Name	NRIC / Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

or failing whom, the Chairman of the Meeting, as \*my/our \*proxy/proxies to attend and to vote for \*me/us on \*my/our behalf and, if necessary to demand a poll, at the Extraordinary General Meeting of the Company to be held at 168 Robinson Road, Capital Tower, Level 9 FTSE Room, Singapore 068912, on Thursday, 30 April 2015 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day and at the same place).

(Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be cast for or against the resolution as set out in the Notice of Extraordinary General Meeting. In the absence of specific directions, your proxy/proxies will vote or abstain from voting as he/she/they may think fit at his/her/their discretion, as he/she/they will on any other matters arising at the Extraordinary General Meeting and any adjournment thereof.)

No.	Ordinary Resolution relating to:	To be used on show of hands		To be used in the event of a poll	
		For	Against	For	Against
1	The Proposed Share Consolidation				

\*\* If you wish to exercise all your votes “For” or “Against”, please indicate an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Total Number of Shares held

\_\_\_\_\_  
Signature of Member(s)  
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF



**Notes:**

1. Please insert the total number of shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50), you should insert that number. If you have Shares registered in your name in the register of members of the Company (the "**Register of Members**"), you should insert that number. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at the extraordinary general meeting (the "**EGM**") is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 10 Anson Road, #24-07 International Plaza, Singapore 079903 not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Cap. 50.
8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of members whose Shares are entered in the Depository Register, the Company may reject an instrument of proxy lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register at least 48 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.