



A-SONIC AEROSPACE LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 200301838G

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at MND Auditorium, 9 Maxwell Road, Annexe A, MND Complex, Singapore 069112 on Friday, 26 April 2024 at 3.00 p.m. to transact the following business:-

Routine Business

- 1 To receive and adopt the financial statements of the Company for the year ended 31 December 2023 together with the directors' statement and auditors' report thereon. (Resolution 1)
- 2 To declare a final one-tier tax exempt dividend of 0.25 Singapore cent per share for the financial year ended 31 December 2023. (Resolution 2)
- 3 To approve directors' fees of S\$217,500.00 for the financial year ended 31 December 2023 (2022: S\$164,807.00). (Resolution 3)
- 4 To re-elect Ms Jenny Tan Lay Yong, a director who will retire by rotation pursuant to regulation 91 of the Constitution of the Company and who, being eligible, will offer herself for re-election. (Resolution 4)
[See Explanatory Note (a)]
- 5(a) To re-elect Mr Leonard Ong Chee Hein, a director who will cease to hold office pursuant to regulation 97 of the Constitution of the Company and who, being eligible, will offer himself for re-election. (Resolution 5(a))
[See Explanatory Notes (a) and (b)]
- 5(b) To re-elect Mr Lim Soon Hock, a director who will cease to hold office pursuant to regulation 97 of the Constitution of the Company and who, being eligible, will offer himself for re-election. (Resolution 5(b))
[See Explanatory Notes (a) and (c)]
- 6 To re-appoint Baker Tilly TFW LLP as auditors of the Company and to authorise the directors to fix their remuneration. (Resolution 6)

Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:-

- 7 Authority to allot and issue shares
(a) That pursuant to Section 161 of the Companies Act 1967 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 at any time upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and(b) notwithstanding the authority conferred by the shareholders may be ceased to be in force, issue shares in pursuance of any Instruments made or granted by the directors while the authority was in force, provided always that
 - (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) 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 and subsidiary holdings, if any) of the Company, and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time this resolution is passed, after adjusting for:
 - (aa) new shares arising from the conversion or exercise of convertible securities;
 - (bb) 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 of the SGX-ST; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of the Company's shares; and adjustments in accordance with (aa) or (bb) 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; and
 - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. (Resolution 7)
[See Explanatory Note (d)]
- 8 Renewal of Share Buyback Mandate
That:
 - (a) for the purposes of the Companies Act 1967 ("Companies Act"), the exercise by the directors of the Company ("Directors") of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:
 - (i) market purchase(s) ("Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) off-market purchase(s) ("Off-Market Purchase") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
 - (b) unless varied or revoked by the shareholders of the Company (the "Shareholders") in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting; or
 - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
 - (c) in this Resolution:

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding,
 - (i) in the case of a Market Purchase, 105% of the Average Closing Market Price; and
 - (ii) in the case of an Off-Market Purchase, pursuant to an equal access scheme, 120% of the Highest Last Dealt Price;"Maximum Limit" means the number of issued Shares representing 10% of the total number of issued Shares of the Company as at the date of the passing of this Resolution;
"Average Closing Market Price" means the average of the closing market prices of the Shares over the last five Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchase is made;
"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of making of the offer pursuant to the Off-Market Purchase;
"day of making of the offer" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
"Market Day" means a day on which the SGX-ST is open for trading of securities.
 - (d) any Director be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution. (Resolution 8)
[See Explanatory Note (e)]
- 9 To transact any other business which may properly be transacted at an annual general meeting.

BY ORDER OF THE BOARD

HUE SU LI/NOR HAFIZA ALWI
COMPANY SECRETARIES

Singapore,
11 April 2024

Explanatory Notes:-

- (a) Detailed information on the directors who are proposed to be re-elected can be found under the sections entitled "Board of Directors", "Corporate Governance Statement" and "Additional Information on Directors Seeking Re-election" of the Company's Annual Report 2023.
- (b) Mr Leonard Ong Chee Hein, if re-elected as a director, will remain as the Chairman of the Audit & Risk Management Committee, a member of the Remuneration Committee and Nominating Committee and will be considered as an Independent Director.
- (c) Mr Lim Soon Hock, if re-elected as a director, will remain as a member of the Audit & Risk Management Committee and Remuneration Committee and will be considered as an Independent Director.
- (d) The ordinary resolution set out in item 7 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 and subsidiary holdings, if any) 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 and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed.
- (e) The ordinary resolution in item 8 above, if passed, will renew the Share Buyback Mandate authorising the directors of the Company, from time to time, to buy back shares of the Company by way of market purchase(s) and/or off-market purchase(s) subject to and in accordance with the prescribed rules and regulations governed by the Companies Act 1967, the Listing Manual and such other laws and regulations as may for the time being applicable. Please refer to Letter to Shareholders dated 11 April 2024 for details.

Notes:-

A. Physical Meeting

1. The Annual General Meeting ("AGM") will be held at MND Auditorium, 9 Maxwell Road, Annexe A, MND Complex, Singapore 069112. The Notice of AGM is available on SGXNET and the Company's website at the URL <https://www.asonic-aerospace.com/index.php/investor-relations.html>.
2. The Annual Report 2023 and the Letter to Shareholders dated 11 April 2024 (in relation to the proposed renewal of the share buyback mandate) may be accessed at SGXNET and the Company's website at the URL <https://www.asonic-aerospace.com/index.php/investor-relations.html>.

B. Submission of Proxy Form

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

The proxy form is available on SGXNET and the Company's website at the URL <https://www.asonic-aerospace.com/index.php/investor-relations.html>.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be (i) if submitted by post, deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77, Singapore 068896 or (ii) if submitted electronically, email to main@zicoholdings.com by 3.00 p.m. 23 April 2024, not less than 72 hours before the time appointed for holding the AGM, and in default the instrument of proxy shall be treated as invalid.
4. CPF and SRS investors:
 - (a) may attend the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 April 2024.

C. Submission of Questions

1. The Board strongly encourages shareholders to submit questions in advance of the AGM to ensure the directors can address as many questions as possible. Pre-submitted questions can be emailed to corporate@asonic-aerospace.com or by post to the Company at A-Sonic Aerospace Limited, 10 Anson Road #24-07, International Plaza, Singapore 079903. All questions must reach us by **3.00 p.m. on 18 April 2024**.
2. When sending in your questions via email, please also provide us with the following details:
 - your full name;
 - your NRIC/Passport number;
 - your email address; and
 - the manner in which you hold shares in A-Sonic (e.g., via CDP, CPF or SRS).
3. The Company will endeavor to address all substantial and relevant questions received from shareholders prior to or during the AGM. A summary of the responses to those questions will be posted on the Company's website and on SGX website.

RECORD DATE AND PAYMENT DATE FOR DIVIDEND

NOTICE IS HEREBY GIVEN that the Transfer Book and Register of Members of the Company will be closed on 10 May 2024 for the purpose of determining members' entitlements to the final one-tier tax exempt dividend to be approved by members at the Company's annual general meeting to be held on 26 April 2024.

Duly completed transfers received by the Company's Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77, Singapore 068896 up to 5.00 p.m. on 10 May 2024 will be registered before entitlements to the dividend are determined. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 10 May 2024 will be entitled to the dividend.

The dividend, if approved at the Company's annual general meeting, will be paid on 30 May 2024.

PERSONAL DATA PRIVACY:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("AGM") and/or any adjournment thereof, or submitting any question prior to the AGM in accordance with the Notice of AGM dated 11 April 2024, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes: (i) processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof); (ii) addressing substantial and relevant questions from the members received before the AGM and if necessary, following up with the relevant members in relation to such questions; (iii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.