

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) of Avi-Tech Electronics Limited (the “**Company**”) will be held by electronic means on 28 October 2021 at 12.00 p.m. (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 11.00 a.m. and the Court Meeting to be held at 11.30 a.m. on the same day and at the same link (or the adjournment thereof)) and at any adjournment thereof and, to the extent permitted by the relevant laws and regulations, by way of “live” audio-visual webcast and “live” audio-only stream, details of which are set out in the Document and in the announcements that may be made by the Company from time to time on SGXNET, for the purpose of considering, and if thought fit, passing (with or without modification) the following resolutions set out below:

*All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the document dated 6 October 2021 to Shareholders (the “**Document**”).*

**RESOLUTION 1: ORDINARY RESOLUTION**

**Proposed Adoption of the General Share Issue Mandate of Avi-Tech Holdings Limited**

That subject to and conditional upon the Shareholders’ approval of the Scheme being obtained at a meeting of the Shareholders to be convened and held pursuant to an order of the High Court of the Republic of Singapore (the “**Court Meeting**”) and the Scheme becoming effective, pursuant to Section 161 of the Companies Act and the Listing Manual of the SGX-ST (“**Listing Manual**”), authority be and is hereby given to the NewCo Directors to allot and issue:

- (a) shares; or
- (b) convertible securities; or
- (c) additional 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); or
- (d) 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 NewCo (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 NewCo Directors may in their absolute discretion deem fit, provided that:

- (i) the aggregate number of NewCo Shares and convertible securities in NewCo to be allotted and issued pursuant to this Resolution (after deducting such number of Shares (if any) which may have been allotted and issued by the Company pursuant to the Company General Share Issue Mandate prior to the Effective Date) must be not more than fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the NewCo (calculated in accordance with (ii) below), of which the aggregate number of NewCo Shares and convertible securities issued other than on a pro rata basis to NewCo Shareholders must be not more than twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) in the capital of NewCo (calculated in accordance with (ii) below); and
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the number of NewCo 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 NewCo Shares (excluding treasury shares) with reference to the number of issued shares (excluding treasury shares) in the capital of the Company at the time the

resolution to approve the Company General Share Issue Mandate at the 2021 AGM is passed, after deducting such number of Shares (if any) which may have been allotted and issued by the Company pursuant to the Company General Share Issue Mandate prior to the Effective Date, and after adjusting for (a) new NewCo Shares arising from the conversion or exercise of convertible securities which were in existence as at the time of passing of the resolution to approve the renewal of the Company General Share Issue Mandate at the 2021 AGM; (b) new NewCo 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 consolidation or subdivision of NewCo 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 the resolution approving the mandate.

In exercising the authority conferred by this Resolution, NewCo shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the constitution for the time being of NewCo.

Unless revoked or varied by NewCo in general meeting, this Resolution shall remain in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of NewCo is required by law to be held, whichever is earlier.

## **RESOLUTION 2: ORDINARY RESOLUTION**

### **Proposed adoption of the Avi-Tech Restricted Share Plan 2021**

That subject to and conditional upon the Scheme being approved and the Scheme becoming effective:

- (a) the NewCo RSP 2021, the details and rules of which are set out in the Document, be and is hereby approved and adopted by NewCo substantially in the form set out in the the rules of the RSP 2021;
- (b) the NewCo Directors be and are hereby authorised to:
  - (i) establish and administer the NewCo RSP 2021;
  - (ii) modify and/or amend the NewCo RSP 2021 from time to time provided that such modification and/or amendment is effected in accordance with the rules of the NewCo RSP 2021, and to do all such acts and enter into all transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the NewCo RSP 2021;
  - (iii) grant Awards in accordance with the rules of the NewCo RSP 2021 and to allot and issue or deliver from time to time such number of fully paid-up new NewCo Shares or NewCo treasury shares required pursuant to the vesting of the Awards under the NewCo RSP 2021; and
  - (iv) 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 as they think fit and in the interests of NewCo.

## **RESOLUTION 3: ORDINARY RESOLUTION**

### **Authority to issue shares under the Avi-Tech Restricted Share Plan 2021 (for non-Controlling Shareholders)**

That subject to and contingent upon Resolution 2 being passed and conditional upon the Scheme being approved and the Scheme becoming effective, when the Committee has decided on the grant of any awards in accordance with the provisions of the NewCo RSP 2021, and where such awards relate to

the issue of new NewCo Shares, then pursuant to Section 161 of the Companies Act, Chapter 50, the NewCo Directors be authorised and empowered to allot and/or issue from time to time such number of fully-paid NewCo Shares as may be required to be allotted and/or issued pursuant to the vesting of the awards under the NewCo RSP 2021, provided always that the aggregate number of new NewCo ordinary shares to be allotted and/or issued pursuant to the NewCo RSP 2021 and any other share based schemes (if applicable), which NewCo may have in place, shall not exceed fifteen per cent. (15%) of the total issued shares excluding treasury shares and subsidiary holdings in the capital of NewCo from time to time and that such authority shall, unless revoked or varied by NewCo in a general meeting, continue in force until the conclusion of the next AGM of NewCo or the date by which the next AGM of NewCo is required by law to be held, whichever is earlier.

#### **RESOLUTION 4: ORDINARY RESOLUTION**

##### **Proposed participation by Lim Eng Hong, a Controlling Shareholder, in the Avi-Tech Restricted Share Plan 2021**

That subject to and contingent upon Resolution 2 being passed and conditional upon the Scheme being approved and the Scheme becoming effective, approval be and is hereby given for the participation of Lim Eng Hong, a Controlling Shareholder of the Company who will also be a Controlling Shareholder of NewCo upon the Scheme being effective, in the NewCo RSP 2021.

#### **RESOLUTION 5: ORDINARY RESOLUTION**

##### **Proposed participation by Lim Tai Meng Alvin, an Associate of a Controlling Shareholder, in the Avi-Tech Restricted Share Plan 2021**

That subject to and contingent upon Resolution 2 being passed and conditional upon the Scheme being approved and the Scheme becoming effective, approval be and is hereby given for the participation of Lim Tai Meng Alvin, an associate of Lim Eng Hong (who is a Controlling Shareholder of the Company and will also be a Controlling Shareholder of NewCo upon the Scheme being effective), in the NewCo RSP 2021.

#### **RESOLUTION 6: SPECIAL RESOLUTION**

##### **Proposed ratification of NewCo Constitution**

That subject to and conditional upon the Scheme being approved and the Scheme becoming effective:

- (a) the constitution of the NewCo as set out in Appendix 2 to the Document be approved and ratified as the constitution of the NewCo; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all documents as may be required, to approve any amendments, alterations or modifications to any documents and, to sign, file and/or submit any notices, forms and documents with or to the relevant authorities, if required) as they/he/she may consider necessary, desirable or expedient to give effect to this special resolution.

By Order of the Board

Khor Thiam Beng  
Non-Executive Chairman and Independent Director  
Avi-Tech Electronics Limited

6 October 2021

## **Important Notice from the Company on COVID-19**

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. **Shareholders should note that the Company may be required (including at short notice) to make further changes to its EGM arrangements as the situation evolves, and Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET.**

The Company apologises for any inconvenience caused and seeks the understanding and cooperation of all shareholders to minimise the risk of community spread of COVID-19. The Company, Group, officers and employees shall have no liability whatsoever to shareholders, corporate representatives or any other attendees arising out of or in connection with the Company taking precautionary measures at the Company's discretion in response to the COVID-19 situation.

### **Notes:**

#### **1. Alternative Arrangements**

Please refer to paragraph 15 of the Document setting out alternative arrangements relating to, *inter alia*, attendance, submission of questions in advance and/or voting by proxy at the EGM. The Document has been uploaded together with this Notice on SGXNET and the Company's designated website on the same day.

In particular:

##### **(a) "Live" audio-visual webcast and "live" audio-only stream**

The EGM will be held by electronic means. Shareholders and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) ("**Investors**") (including CPF Investors and SRS Investors) will be able to (i) watch these proceedings through a "live" audio-visual webcast via their mobile phones, tablets or computers, or (ii) listen to these proceedings through a "live" audio-only stream via telephone.

In order to do so, Shareholders and Investors must follow the following steps:

- (1) Those who wish to watch the "live" audio-visual webcast or listen to the "live" audio-only stream must pre-register no later than 11.00 a.m. on 25 October 2021, by clicking on the following link and submitting the online registration form: <https://globalmeeting.bigbangdesign.co/avitech2021egm/>
- (2) They will be required to complete and submit the online registration form for authentication purposes.
- (3) Upon authentication of their status as Shareholders and Investors, authenticated Shareholders and Investors will receive email instructions on how to access the webcast and audio feed of the EGM proceedings by 11.00 a.m., Wednesday, 27 October 2021.

Shareholders who do not receive an email by 11.00 a.m. on Wednesday, 27 October 2021, but who have registered by the registration deadline, should contact our webcast provider, Big Bang Design, for assistance at [webcast@bigbangdesign.co](mailto:webcast@bigbangdesign.co).

Shareholders who are watching the live webcast will not be able to vote online.

##### **(b) Prior submission of questions**

Shareholders may submit questions or matters related to the EGM. All questions must be submitted by 12.00 p.m. on Monday, 25 October 2021 in the following manner:

- (1) by email via the following email address: [ir@avi-tech.com.sg](mailto:ir@avi-tech.com.sg); or
- (2) or in hard copy by post to the office of the registered office of the Company at 19A Serangoon North Avenue 5 Singapore 554859.

Shareholders will not be able to ask questions at the EGM "live" during the audio-visual webcast or audio-only stream.

##### **(c) Voting by proxy only**

Shareholders will not be able to vote online at the EGM. Shareholders (whether individual or corporate) must vote by proxy only and appoint **only the Chairman of the EGM** to act as proxy and direct the vote at the EGM. Each Shareholder (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstention from voting, failing which the appointment will be treated as invalid.

All Shareholders are encouraged to complete, sign and return the Proxy Forms attached to this Document in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company (i) by email in Portable Document Format (PDF) format to [ir@avi-tech.com.sg](mailto:ir@avi-tech.com.sg) or (ii) by post to the registered office of the Company at 19A Serangoon North Avenue 5 Singapore 554859, not later than **12.00 p.m. on 26 October 2021**, being 48 hours before the time appointed for the EGM.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

Investors who wish to appoint the Chairman of the Court Meeting and EGM as their proxy should approach their respective relevant intermediaries or agent banks to submit their votes no later than **18 October 2021**, being seven (7) working days before the date of the Court Meeting and the EGM. CPF Investors and SRS Investors should not directly appoint the Chairman as proxy to direct the vote. The Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

If the member is a corporation, the instrument appointing the proxy must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

- 2. The Chairman of the EGM, as proxy, need not be a member of the Company.**
- 3. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Court Meeting, as certified by The Central Depository (Pte) Limited to the Company.**

**The Document, the Notice of Court Meeting, this Notice of EGM and the Proxy Forms have been made available on SGXNET. No printed copies of the Document will be despatched to Shareholders. Instead, only printed copies of the Notice of Court Meeting, Notice of EGM and the Proxy Forms will be despatched to Shareholders.** Instead, only the Notice of Court Meeting, Notice of EGM and the Proxy Forms in respect of the Court Meeting and the EGM will be despatched to Shareholders. Nonetheless, a limited number of this Document has been printed for shareholders. Shareholders who wish to obtain a printed copy of this Document are to contact the Company at [ir@avi-tech.com.sg](mailto:ir@avi-tech.com.sg) and make their own arrangements to collect a copy of this Document from the registered office of the Company at 19A Serangoon North Avenue 5 Singapore 554859 (subject to availability).

#### **Personal data privacy:**

Photographic, sound and/or video recordings may be made by the Company at the meeting for record keeping and to ensure the accuracy of the minutes prepared. Accordingly, your personal data (such as your name, your presence at this meeting and any questions you may raise or motions you propose/second) may be recorded by the Company for such purpose. The Company may upon the request of any shareholder and in accordance with the Companies Act, provide such shareholder with a copy of the minutes of meeting, which may contain your personal data as explained herein. By participating in the meeting, raising any questions and/or proposing/seconding any motion, you will be deemed to have consented to have your personal data recorded and dealt with for the purposes and in the manner explained herein.

By submitting an instrument appointing the Chairman as proxy, a member of the Company thereby: (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, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 (collectively, the "**Purposes**"), (ii) 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 (iii) 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.