



**NOTICE OF
2ND ANNUAL
GENERAL
MEETING**

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NOTICE IS HEREBY GIVEN that the 2nd Annual General Meeting of Avation PLC (the "Company") will be held at 510 Thomson Road #12-04 SLF Building Singapore 298135 on Tuesday, the 4th day of December 2007 at 4.00 p.m. (Singapore time) to transact the following business:

As Ordinary Business:

1. Audited Accounts and Reports

To receive, consider and adopt the Audited Accounts and the Reports of the Directors and the Auditors thereon, for the financial year ended 30th June 2007.

(Resolution 1)

2. Re-election of Director pursuant to Article No. 111

To re-elect Mr Richard Headon Sinclair who retires in accordance with Article 111 of the Company's Articles of Association and who, being eligible, offers himself for re-election.

(Resolution 2)

3. Re-election of Director retiring by rotation

To re-elect Mr Robert Jeffries Chatfield who retires by rotation in accordance with Article No. 114 of the Company's Articles of Association and who, being eligible, offers himself for re-election.

(Resolution 3)

4. Re-appointment of Auditors

To re-appoint Messrs Kingston Smith LLP as Auditors of the Company and to authorize the Directors to fix their remuneration.

(Resolution 4)

As Special Business :

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

Authority to grant warrants and allot shares pursuant to the exercise of warrants

That subject to the passing of resolution 7 below, the Directors be generally and unconditionally authorized to grant warrants to the following persons to subscribe for such number of ordinary shares in the capital of the Company as are set against their respective names and that such authority shall expire at the conclusion of the Company's next Annual General Meeting ("AGM"):

Directors and Officers	No. of shares for subscription
Robert Jeffries Chatfield	200,000
Andrew Charles Baudinette	135,000
Richard Headon Sinclair	75,000
Siobhan Cool	25,000
Peter Freeman	50,000
Total:	485,000

provided that the terms of such warrants shall be as follows:

- the subscription price per share under the warrants is the average of the closing mid-market price (as published by PLUS Markets Group plc) on the first 20 business days after the passing of this resolution;
- the warrants shall expire 12 months from the passing of this resolution, after which time, all unexercised warrants shall lapse and cease to be exercisable; and
- the warrants shall be subject to such other terms and conditions, as are approved by the Directors at their absolute discretion.

(Resolution 5)

6. To consider and if thought fit, to pass the following resolution (a) as an Ordinary Resolution and resolution (b) as a Special Resolution:

Share Buy-Back Mandate

a) That the Company be generally and unconditionally authorized to make market purchases (within the meaning of Section 163 (3) of the Companies Act 1985) of ordinary shares ("Shares") in the issued share capital of the Company not exceeding in aggregate 10% of the total number of Shares as at the date of the passing of this Resolution at such price or prices as may be determined by the Directors from time to time but not being less than GBP£0.13 per Share and not exceeding GBP£1.00 per Share (excluding brokerage, commission, applicable goods and services tax, stamp duty and other related expenses), transacted through one or more duly authorized stockbrokers appointed by the Company for the purpose and otherwise in accordance with all other laws, regulations and rules of the relevant securities market(s) as may for the time being be applicable and provided that the authority conferred by this resolution shall expire at the conclusion of the Company's next AGM but a contract of purchase may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract; and

(Resolution 6(a))

b) That the transaction authorized by Directors on 26th March 2007 to acquire for cancellation 300,000 ordinary shares in the issued share capital of the Company by way of a market purchase at the price of GBP£0.13 per Share (excluding brokerage, commission, applicable goods and services tax, stamp duty and other related expenses), transacted on the PLUS Quoted Market, a market operated by PLUS Markets Group plc, in London through the authorized stockbroker WH Ireland Limited be and is hereby ratified, approved and confirmed.

(Resolution 6(b))

7. To consider and if thought fit, to pass the following resolution as a Special Resolution:

Amendment of Articles of Association

That the articles of association of the Company be amended by the insertion of the following new articles:

"Authority to allot shares

51.3 The Board is generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot relevant securities (as defined in that section) to such persons, on such terms and in such manner as it thinks fit, up to an the aggregate nominal value of the Company's authorised but unissued share capital from time to time, at any time or times during the period of five years from the date on which the resolution of the Company adopting this Article was passed unless renewed revoked or varied in accordance with the Act save that the Directors may make an offer or agreement before the expiry of the authority conferred by this Article ("this authority") which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Waiver of pre-emption rights on issue of shares

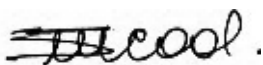
51.4 The Board is empowered, pursuant to section 95(1) of the Act, to allot equity securities (as defined in section 94 of the Act) pursuant to the general authority conferred by Article 51.3 as if section 89(1) of the Act did not apply to any such allotment provided that the power conferred by this Article ("this power") shall be limited to the allotment of equity securities up to the aggregate nominal value of the Company's authorised but unissued share capital at the date on which the resolution of the Company adopting this Article was passed and this power shall expire when the authority conferred by Article 51.3 is revoked or would (if not renewed) expire save that the Board may, prior to such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired."

(Resolution 7)

8. Any Other Business

To transact any other business, which may be properly conducted at the Annual General Meeting.

By Order of the Board



Siobhán Cool
Company Secretary

2nd November, 2007

Notes to the Notice of Annual General Meeting:

1. A member who is entitled to attend and vote at the Meeting, is further entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. The instrument of proxy shall be signed by the appointer or his attorney.
2. A corporation, which is a shareholder of the Company, may authorize a person to attend and vote in its stead. The letter of authority appointing a corporation's authorized person shall be either under the Common Seal or signed by its attorney or an officer on behalf of the corporation.
3. The instrument of proxy / letter of authority (or a facsimile copy thereof) must be deposited at the office of the Company's Registrar, namely Computershare Investor Services Plc at P.O. Box 82, The Pavilions, Bridgwater Road, Bristol England, BS99 7NH (fax no. +44 (0) 870 703 6116, not less than forty-eight (48) hours before the commencement time of the Meeting.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members of the Company in order to have the right to receive notice, attend and vote at the annual general meeting (and for the purposes of determination by the Company of the numbers of votes they must cast) is 4.00 p.m. (Singapore time) on 2nd December 2007 or 48 hours before the time of any adjournment of the meeting. The rights of members to attend and vote at the meeting will be determined by reference to entries on the register of members as at 4.00 p.m. (Singapore time) on 2nd December 2007. Changes to entries on the register of members of the Company after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.