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**HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED**

**香港飛機工程有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 44)

**HCMP 1065/2018**

**IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE**

**MISCELLANEOUS PROCEEDINGS NO. 1065 OF 2018**

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**IN THE MATTER OF**

**HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED  
香港飛機工程有限公司**

**AND**

**IN THE MATTER OF**

**THE COMPANIES ORDINANCE,  
CHAPTER 622 OF THE LAWS OF  
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

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**NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an order dated the 10th day of September 2018 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**”) to be convened of the registered holders of the shares (“**HAECO Shares**”) in the capital of Hong Kong Aircraft Engineering Company Limited (“**HAECO**” or the “**Company**”) (other than those held by Swire Pacific Limited and its subsidiaries) (the “**Scheme Shares**”) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between HAECO and the holders of the Scheme Shares as at Scheme Record Date (as defined in the Scheme), and that such Meeting will be held at 10:00 a.m. on Wednesday, 10 October 2018 at the Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong at which place and time all holders of Scheme Shares are requested to attend.

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to section 671 of the abovementioned Ordinance, are incorporated in the scheme document of which this Notice forms part (the “**Scheme Document**”), which has been despatched by post to holders of the Scheme Shares. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) from the share registrar of HAECO, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and (b) at the office of HAECO’s solicitors at 5<sup>th</sup> Floor, Alexandra House, 18 Chater Road, Central, Hong Kong. The Scheme Document is also available at [www.haeco.com](http://www.haeco.com).

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), HAECO Shares held by Swire Pacific Limited and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting. Only HAECO Shares held by holders of Scheme Shares are eligible for voting thereat.

The above-mentioned holders of Scheme Shares may vote in person at the Meeting or they may appoint one or more persons, whether a member of HAECO or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the Scheme Document.

In the case of joint holders of a HAECO Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of HAECO in respect of the HAECO Share.

It is requested that forms appointing proxies, together with the letter or power of attorney or other authority (if any) under which they are signed or a notarially certified copy thereof (in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), be lodged at HAECO's share registrar as stated above no later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude a holder of Scheme Shares from attending and voting in person at the Meeting or any adjournment thereof. In the event that a holder of Scheme Shares attends and votes at the Meeting or any adjournment thereof after having lodged his form of proxy, his form of proxy shall be deemed to be revoked by operation of law.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of HAECO will be closed from Thursday, 4 October 2018 to Wednesday, 10 October 2018, both days inclusive, and during such period, no transfer of HAECO Shares will be effected. In order to qualify to vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with HAECO's share registrar as stated above no later than 4:30 p.m. (Hong Kong time) on Wednesday, 3 October 2018.

By the same order, the High Court has appointed Mr. Merlin Bingham SWIRE, or failing him, Mr. Kin Wing Augustus TANG, or failing him, any other available director of HAECO to act as chairman of the Meeting and has directed the chairman of the Meeting to report the result thereof to the High Court.

The Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated the 14th day of September 2018.

Deacons  
*Solicitors for the Company*

5th Floor  
Alexandra House  
18 Chater Road  
Central, Hong Kong

*As at the date of this notice, the directors of the Company are:*

*Executive Directors: M.B. Swire (Chairman), W.E.J. Barrington, C.P. Gibbs, R.J. Sharpe, A.K.W. Tang;*

*Non-Executive Director: G.T.F. Hughes; and*

*Independent Non-Executive Directors: B.Y.C. Cha, Y.K. Leung, J.L. Lewis and P.P.W. Tse.*