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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)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**General Meeting**”) of Hong Kong Aircraft Engineering Company Limited (“**HAECO**” or the “**Company**”) will be held at 10:30 a.m. (or if later immediately after the conclusion or adjournment of the meeting of the registered holders of the shares in the capital of HAECO (“**HAECO Shares**”) (other than those held by Swire Pacific Limited and its subsidiaries) (the “**Scheme Shares**”) convened at the direction of the High Court of the Hong Kong Special Administrative Region for the same day and place) on Wednesday, 10 October 2018 at the Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing, the following as a special resolution:

SPECIAL RESOLUTION

“**THAT:**

- (A) the scheme of arrangement dated 14 September 2018 (the “**Scheme**”) between HAECO and the holders of the Scheme Shares as at the Scheme Record Date (as defined in the Scheme), in the form of the print contained in the scheme document dated 14 September 2018 (the “**Scheme Document**”) which has been produced to this Meeting and for the purpose of identification signed by the chairman of this Meeting, with any modification of or addition to it, or any condition, as may be approved or imposed by the High Court, be and is hereby approved;
- (B) for the purpose of giving effect to the Scheme, on the date on which the Scheme becomes effective in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Effective Date**”):
 - (i) the share capital of HAECO be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) subject to and forthwith upon such reduction of capital taking effect, the share capital of HAECO be increased to its former amount by the creation of such number of new shares in the capital of HAECO as is equal to the number of Scheme Shares cancelled and extinguished; and

- (iii) HAECO shall apply the credit arising in its books of account as a result of the said reduction of capital in paying up in full the HAECO Shares to be created as aforesaid, which new HAECO Shares shall be allotted and issued, credited as fully paid, to Swire Pacific Limited and the directors of HAECO be and are hereby unconditionally authorised to allot and issue the same accordingly;
- (C) the listing of HAECO Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be withdrawn, subject to the Scheme taking effect; and
- (D) the directors of HAECO be and are hereby unconditionally authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of HAECO Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) the reduction of capital, (iii) the allotment and issue of the HAECO Shares referred to above and (iv) the giving, on behalf of HAECO, of consent to any modification of, or addition to, the Scheme, which the High Court may see fit to impose and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.”

By order of the board
Hong Kong Aircraft Engineering Company Limited
David Fu
Company Secretary

Hong Kong, 14 September 2018

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.

Notes:

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
- (ii) At the General Meeting, the chairman of the General Meeting will put forward the above resolution to be voted on by way of poll.
- (iii) A white form of proxy for use at the General Meeting is enclosed with the Scheme Document.
- (iv) A member entitled to attend and vote at the General Meeting is entitled to appoint one or more persons, whether a member of HAECO or not, as his proxy to attend, speak and vote instead of him/her. If more than one proxy is appointed, the number of HAECO Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.

- (v) In order to be valid, the white form of proxy, together with the letter or power of attorney or other authority (if any) under which it is 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), must be lodged at HAECO's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof. Completion and return of the white form of proxy will not preclude a member from attending and voting in person at the General Meeting or any adjournment thereof. In the event that a member attends and votes at the General Meeting after having lodged his form of proxy, his form of proxy shall be deemed to be revoked by operation of law.
- (vi) 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.
- (vii) For the purpose of determining the entitlement to attend and vote at the General 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 attend and vote at the General Meeting, all transfers accompanied by the relevant share certificates must be lodged with HAECO's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Wednesday, 3 October 2018.
- (viii) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal is or is expected to be in force at any time after 7:00 a.m. on the date of the General Meeting, the General Meeting will be postponed. HAECO will post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited and HAECO to notify members of the date, time and venue of the rescheduled meeting.
- (ix) In case of any inconsistency, the English version of this notice shall prevail.