

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Swire Pacific Limited or Hong Kong Aircraft Engineering Company Limited nor is it a solicitation of any vote or approval in any jurisdiction.



SWIRE PACIFIC LIMITED
太古股份有限公司

**HONG KONG AIRCRAFT
ENGINEERING COMPANY
LIMITED**

香港飛機工程有限公司

(Incorporated in Hong Kong
with limited liability)
(Stock Codes: 19 and 87)

(Incorporated in Hong Kong
with limited liability)
(Stock Code: 44)

JOINT ANNOUNCEMENT

**(1) PROPOSAL FOR THE PRIVATISATION OF
HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED
BY SWIRE PACIFIC LIMITED BY WAY OF
A SCHEME OF ARRANGEMENT
UNDER SECTION 673 OF THE COMPANIES ORDINANCE**

**(2) PROPOSED WITHDRAWAL OF LISTING OF
HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED
RESULTS OF THE COURT MEETING AND THE GENERAL MEETING**

AND

**CLOSURE OF REGISTER OF MEMBERS OF
HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED**

**Financial Adviser to
Swire Pacific Limited**

**Independent Financial Adviser to the
HAECO Independent Board
Committee**

MOELIS & COMPANY



SOMERLEY CAPITAL LIMITED

RESULTS OF THE COURT MEETING AND THE GENERAL MEETING

On Wednesday, 10th October 2018, the resolution to approve the Scheme was approved by the holders of Scheme Shares at the Court Meeting.

On Wednesday, 10th October 2018, the special resolution to give effect to the Scheme, including the reduction of the share capital of HAECO, was approved by the HAECO Shareholders at the General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Scheme Shareholders who are qualified for entitlements under the Scheme, the register of members of HAECO will be closed from Friday, 23rd November 2018 onwards and during such period, no transfer of HAECO Shares will be effected.

INTRODUCTION

Reference is made to the scheme document jointly issued by Swire Pacific Limited (“**Swire Pacific**”) and Hong Kong Aircraft Engineering Company Limited (“**HAECO**”) dated 14th September 2018 (the “**Scheme Document**”) in relation to, among other things, the proposal for the privatisation of HAECO by Swire Pacific by way of a scheme of arrangement under section 673 of the Companies Ordinance and the proposed withdrawal of the listing of HAECO. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings ascribed to them in the Scheme Document.

RESULTS OF THE COURT MEETING

The Court Meeting was held on Wednesday, 10th October 2018 at the Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong.

In compliance with both the Companies Ordinance and Rule 2.10 of the Takeovers Code, the approval required to be obtained at the Court Meeting in respect of the Scheme would be regarded as obtained if:

- (a) the Scheme was approved (by way of a poll) by holders of the Scheme Shares representing at least 75% of the voting rights of such holders present and voting, in person or by proxy, at the Court Meeting, and the votes cast (by way of poll) against the Scheme at the Court Meeting did not exceed 10% of the total voting rights attached to all Disinterested Shares; and
- (b) the Scheme was approved (by way of poll) by at least 75% of the votes attaching to the Scheme Shares held by the Independent HAECO Shareholders that were cast either in person or by proxy at the Court Meeting and the number of votes cast (by way of poll) against the resolution to approve the Scheme at the Court Meeting was not more than 10% of the votes attaching to all the Scheme Shares held by the Independent HAECO Shareholders.

At the Court Meeting:

- (i) holders of 17,186,193 Scheme Shares (representing approximately 96.29% of the voting rights of the holders of the Scheme Shares present and voting, in person or by proxy, at the Court Meeting) voted in favour of the resolution to approve the Scheme, and holders of 662,933 Scheme Shares (representing approximately 1.59% of the total voting rights attaching to all Disinterested Shares) voted against the resolution to approve the Scheme; and
- (ii) Independent HAECO Shareholders holding 17,186,193 Scheme Shares (representing approximately 96.29% of the votes attaching to the Scheme Shares held by the Independent HAECO Shareholders which were cast either in person or by proxy at the Court Meeting) voted for the resolution to approve the Scheme, and Independent HAECO Shareholders holding 662,933 Scheme Shares (representing approximately 1.59% of the votes attaching to all the Scheme Shares held by the Independent HAECO Shareholders) voted against the resolution to approve the Scheme.

Accordingly, the resolution proposed at the Court Meeting to approve the Scheme was duly passed in accordance with the requirements of both the Companies Ordinance and Rule 2.10 of the Takeovers Code.

As at the date of the Court Meeting: (1) the total number of HAECO Shares in issue was 166,324,850 HAECO Shares; (2) the total number of Scheme Shares was 41,601,213 HAECO Shares, representing approximately 25.01% of the issued HAECO Shares; and (3) the total number of HAECO Shares entitled to be voted at the Court Meeting in respect of the Scheme was 41,601,213 HAECO Shares, representing approximately 25.01% of the issued HAECO Shares.

As at 10th June 2018 (the date of the Joint Announcement), the date of the Court Meeting and the date of this announcement, Swire Pacific and the Swire Pacific Concert Parties held, owned, controlled or directed 124,723,637 HAECO Shares, representing approximately 74.99% of the issued HAECO Shares. The HAECO Shares held by Swire Pacific and the Swire Pacific Concert Parties did not form part of the Scheme Shares and, as such, were not voted at the Court Meeting.

There were no HAECO Shares entitling the holders thereof to attend where such holders were required to abstain from voting in favour of the Scheme pursuant to Rule 13.40 of the Listing Rules. Save as disclosed above, no HAECO Shareholder was required under the Listing Rules to abstain from voting in respect of the Scheme at the Court Meeting nor did any person state any intention in the Scheme Document to vote against or to abstain from voting in respect of the Scheme at the Court Meeting.

Computershare Hong Kong Investor Services Limited, the share registrar of HAECO, acted as the scrutineer for the vote-taking at the Court Meeting.

RESULTS OF THE GENERAL MEETING

The General Meeting was held on Wednesday, 10th October 2018 at the Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong.

At the General Meeting, in respect of the special resolution to approve and give effect to the Scheme (including the approval of the reduction of the share capital of HAECO by cancelling and extinguishing the Scheme Shares and the issue to Swire Pacific of such number of new HAECO Shares as is equal to the number of the Scheme Shares cancelled) (the “**Special Resolution**”), a total of 142,352,163 HAECO Shares (representing approximately 85.59% of the total number of HAECO Shares) were voted in person or by proxy on a poll, of which:

- (i) 141,682,805 HAECO Shares (representing approximately 99.53% of the HAECO Shares voted in respect of the Special Resolution) were voted in favour of the Special Resolution; and
- (ii) 669,358 HAECO Shares (representing approximately 0.47% of the HAECO Shares voted in respect of the Special Resolution) were voted against the Special Resolution.

Accordingly, the Special Resolution was approved (by way of poll) by a majority of not less than 75% of the votes cast by the HAECO Shareholders present and voting in person or by proxy at the General Meeting.

As at the date of the General Meeting, the total number of HAECO Shares in issue was 166,324,850 HAECO Shares and all HAECO Shareholders were entitled to vote for or against the Special Resolution at the General Meeting.

Swire Pacific voted in favour of the Special Resolution at the General Meeting.

There were no HAECO Shares entitling the holders thereof to attend where such holders were required to abstain from voting in favour of the Special Resolution at the General Meeting pursuant to Rule 13.40 of the Listing Rules. No HAECO Shareholder was required under the Listing Rules to abstain from voting on the Special Resolution at the General Meeting nor did any person state any intention in the Scheme Document to vote against or to abstain from voting on the Special Resolution at the General Meeting.

Computershare Hong Kong Investor Services Limited, the share registrar of HAECO, acted as the scrutineer for the vote-taking at the General Meeting.

CURRENT STATUS OF THE CONDITIONS OF THE PROPOSAL

As at the date of this announcement, the Proposal remains, and the Scheme will become effective and binding on HAECO and all HAECO Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions (other than Conditions (a) and (b) which have been satisfied) as set out in the section headed “Conditions of the Proposal” in the Explanatory Statement forming part of the Scheme Document.

Subject to such Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on Thursday, 29th November 2018.

PROPOSED WITHDRAWAL OF THE LISTING OF HAECO SHARES

Subject to the Scheme becoming effective, the listing of HAECO Shares on the Stock Exchange is expected to be withdrawn at 9:00 a.m. on Thursday, 29th November 2018. HAECO has applied to the Stock Exchange for the withdrawal of the listing of HAECO Shares from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, subject to the Scheme being duly approved by the High Court and all other Conditions having been fulfilled or waived, as applicable.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Scheme Shareholders who are qualified for entitlements under the Scheme, the register of members of HAECO will be closed from Friday, 23rd November 2018 onwards and during such period, no transfer of HAECO Shares will be effected. In order to qualify for entitlements under the Scheme, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 22nd November 2018.

GENERAL

Neither Swire Pacific nor the Swire Pacific Concert Parties have acquired or agreed to acquire any HAECO Shares or any convertible securities, warrants, options or derivatives in respect of the HAECO Shares since the date of the Joint Announcement up to the date of this announcement.

As at the date of this announcement, neither Swire Pacific nor the Swire Pacific Concert Parties have borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of HAECO.

WARNING

Swire Pacific Shareholders, HAECO Shareholders and potential investors should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Swire Pacific Shareholders, HAECO Shareholders and potential investors should therefore exercise caution when dealing in the securities of Swire Pacific or HAECO. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Directors

As at the date of this announcement, the directors of Swire Pacific are:

Executive Directors: M.B. Swire (Chairman), I.K.L. Chu, D.P. Cogman, M.M.S. Low;

Non-Executive Director: S.C. Swire; and

Independent Non-Executive Directors: P.K. Etchells, T.G. Freshwater, C. Lee, R.W.M. Lee and G.R.H. Orr.

The directors of Swire Pacific jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to HAECO) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by HAECO) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the directors of HAECO 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.

The directors of HAECO jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to Swire Pacific) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Swire Pacific) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

By Order of the Board

Swire Pacific Limited
太古股份有限公司

David Fu
Company Secretary

Hong Kong, 10th October 2018

By Order of the Board

**Hong Kong Aircraft Engineering
Company Limited**

香港飛機工程有限公司

David Fu
Company Secretary

Hong Kong, 10th October 2018