

MARTIN AIRCRAFT COMPANY LIMITED
ASX ANNOUNCEMENT



INDUSTRY: Aviation

**MARTIN AIRCRAFT
COMPANY LIMITED**

A company registered in
New Zealand with company
number 901393
(ARBN 601 582 638)

39 Ballarat Way, Wigram
Christchurch 8042
New Zealand
Ph: +64 3 377 8584
www.martinjetpack.com

COMPANY CONTACT

James West
CEO & CFO

ASX Code: MJP

BOARD OF DIRECTORS

Jon Mayson
Non-Executive Chairman

Steve Bayliss
Non-Executive Director

Hamish Bell
Non-Executive Director

Dr Liu Ruopeng
Non-Executive Director

Dr Luan Lin
Non-Executive Director

Further information

Ph: +64 (0)3 377 8584
enquiries@martinaircraft.co.nz

Notice of Special Shareholders' Meeting

13 June 2017

Notice is hereby given that a Special Meeting of shareholders of Martin Aircraft Company Limited (the "Company") will be held on Wednesday 28 June 2017 commencing at 4.00pm at 39 Ballarat Way, Wigram, Christchurch, New Zealand.

At the Special Meeting the following business will be considered along with any other business that may be properly brought before the meeting.

Special Business

1. To consider and, if thought fit, to pass the following resolution as a special resolution:

That clause 20.1 of the Constitution be deleted and replaced with the following with effect on and from the date of this special resolution:

"20.1 **Number.** The number of Directors must not at any time be less than three or more than eight (plus the Managing Director, if any, appointed in accordance with clause 22)."

Please see the Explanatory Notes on page 3 for further information.

Important Information

Record Date

Any person who is registered as a shareholder of the Company at **4.00pm** on *26 June 2017* is entitled to attend and vote at the Special Meeting or to appoint a proxy to attend and vote in their place.

Proxies

Any shareholder entitled to attend and vote at the Special Meeting may appoint a proxy to attend and vote in their place.

Enclosed with this notice of meeting is a proxy form. For the appointment of a proxy to be valid, the proxy form must be received by Link Market Services either by post to Link Market Services, Locked Bag A14, Sydney, South NSW 1235, facsimile +61 2 9287 0309 or via web site voting at www.linkmarketservices.com.au at least **48 hours** before the start of the Special Meeting (that is by **4.00pm on Monday, 26 June 2017**).

Any shareholder of the Company entitled to attend and vote at the Special Meeting may appoint another person or persons as proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. If the proxy form is returned without direction as to how the proxy shall vote on the resolution then the proxy may vote as he or she thinks fit on that resolution.

All joint holders of a share must sign the proxy form.

Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

Corporate Representatives

A corporation that is a shareholder may appoint a representative to attend the Special Meeting on its behalf in the same manner as it could appoint a proxy. Corporate representatives should bring along to the Special Meeting evidence of their authority to act for the relevant corporation.

Powers of attorney

Any person representing a shareholder(s) by virtue of a power of attorney must bring a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

Postal Voting

Pursuant to the Constitution a shareholder may not exercise his/her right to vote at the Special Meeting by casting a postal vote.



By order of the Board

13 June 2017

Explanatory Notes

Resolutions

The only business item is a special resolution that requires approval by not less than 75% of the votes of the holders of that class of shares entitled to vote and voting on the resolution.

Directors' New Zealand Residency Criteria

The Company has received a request from KuangChi Science Limited (KCS), which is (together with its associates) the majority shareholder of the Company, to call a meeting of shareholders to vote on the resolution to amend the Constitution in order to remove the requirement that the majority of Directors must be ordinarily resident in New Zealand (as highlighted below). Accordingly, a meeting of shareholders has been called in accordance with section 121(b) of the New Zealand Companies Act 1993.

Clause 20.1 of the Constitution currently provides

The number of Directors must not at any time be less than three or more than eight (plus the Managing Director, if any, appointed in accordance with clause 22). At least two Directors must be ordinarily resident in New Zealand. In addition, the number of Directors who are ordinarily resident in New Zealand must be at least one greater than the number of Directors who are ordinarily resident in a country other than New Zealand.

The proposed amendment to the Constitution would remove the last two sentences of clause 20.1 of the Constitution, as underlined above.

Rationale

KCS considers that the Company needs to have the freedom to secure the best Directors available to continue to foster the Company's status as a company with global investors and aspirations and that the proposed amendment would afford the Company more flexibility in sourcing Director talent globally.

However, KCS notes that the Company remains to be bound by provisions of the New Zealand Companies Act 1993, which require that it have at least one Director who lives in New Zealand or an "enforcement country" (and, in the latter case, be a Director of a company, except as the equivalent of an overseas company, that is registered in that "enforcement country" i.e. in Australia).

Other Comments

The Independent Directors consider that the proposed amendment is not inconsistent with usual practice for New Zealand companies, where there is not usually a requirement for New Zealand companies to have more than one Director who lives in New Zealand, unless the company is listed on the NZX in which case the requirement is that at least two Directors live in New Zealand and that at least a third of the Directors are independent. However, the Company is listed on the ASX rather than the NZX and there is no equivalent requirement for either matter under the ASX Listing Rules.

The Independent Directors note that KCS already has the ability to control the appointment of all Directors under the Company's Constitution. Accordingly, if the proposed amendment is approved by shareholders, it is possible that all but one of such Directors appointed could be resident outside of New Zealand (or the one Director could be resident in Australia, so that there are no Directors who live in New Zealand). This could also mean that the current situation where a majority of the Board comprises New Zealand-based Directors would cease.

ABOUT THE MARTIN AIRCRAFT COMPANY LIMITED

The Martin Aircraft Company has evolved to become the world leader in jetpack development and commercialisation. Initially conceived to be the ultimate in personal transportation, the Martin Jetpack's potential for alternative applications soon became clear and led the company to refocus its vision to include being part of the global crusade to save and improve lives.

The Martin Jetpack has the pedigree of design ingenuity and innovation for which New Zealand is renowned. Designed with the goal to be the world's safest light aircraft, its potential applications span first response, search and rescue, military operations and commercial operations. It has the capability to be used in both a manned and unmanned capacity, which makes it the world's smallest and most practical Optionally Piloted Hovering Air Vehicle (OPHAV).

More detailed information about Martin Aircraft and the Martin Jetpack is available at www.martinjetpack.com



MARTIN AIRCRAFT COMPANY LIMITED
 New Zealand Company Number 901393
 ARBN 601 582 638

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
 MARTIN AIRCRAFT COMPANY LIMITED
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

BY FAX
 +61 2 9287 0309

BY HAND
 Link Market Services Limited
 1A Homebush Bay Drive, Rhodes NSW 2138; or
 Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of MARTIN AIRCRAFT COMPANY LIMITED and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Special Meeting of the Company to be held at **4:00pm on Wednesday, 28 June 2017 at 39 Ballarat Way, Wigram, Christchurch, New Zealand** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*

1 That clause 20.1 of the Constitution be deleted and replaced, with effect on and from the date of this special resolution: The number of Directors must not at any time be less than three or more than eight (plus the managing Director, if any, appointed in accordance with clause 22)."

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 2



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

MJP PRX1701A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:00pm on Monday, 26 June 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

MARTIN AIRCRAFT COMPANY LIMITED
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE SPECIAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**