

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

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2017 Special Shareholders Meeting

28 June 2017

Martin Aircraft Company Limited (MJP) is today holding a Special Shareholders Meeting.

Attached are

1. The Chairman's Introduction
2. The Special Shareholders Meeting Presentation Slides

James West
CEO

Chairman's Introduction

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 a resolution to amend the Constitution to remove the requirement that the majority of Directors must be ordinarily resident in New Zealand (per detail below). Accordingly, a Notice of Meeting was sent to Shareholders on 13 June 2017 calling for a meeting to be held at Martin Aircraft Company premises at 4.00pm on 28 June 2017.

In moving the resolution, 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.

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 gaining approval for the proposed resolution is likely to be a material factor in KCS' decision to continue to support the company financially in the future; and accordingly believe that in light of the above it would not be unreasonable to conclude that this is in the best interests of the Company, particularly given 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.

END

To be read in conjunction with the attached presentation slides.

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

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MARTIN AIRCRAFT COMPANY



SPECIAL SHAREHOLDERS MEETING

28 June 2017



CHAIRMAN'S INTRODUCTION



RESOLUTION



RESOLUTION

ITEM 1 – CHANGE OF CONSTITUTION

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).”

Proxy votes received:

| | |
|---------|-------------|
| For | 247,307,990 |
| Against | 35,705,429 |
| Open | 152,148 |
| Abstain | 26,293 |



