



Notice of 2016 Annual General Meeting of Shareholders

DATE

27 October 2016

TIME

4:00 PM

VENUE

Martin Aircraft Company
39 Ballarat Way
Wigram
Christchurch 8042

Martin Aircraft Company Limited
www.martinjetpack.com

Chairman's Letter

Dear Shareholder

On behalf of Martin Aircraft Company I invite you to attend our Annual General Meeting on Thursday 27 October 2016 at the Company's facility in Christchurch.

At the AGM we will undertake the business outlined on page 3 of this Notice of Meeting, which is primarily around appointment of Directors and auditors. It would be helpful if you could bring the enclosed Shareholder Voting Form with you on the day to assist in the registration at the AGM.

If you do not plan to attend the AGM you are encouraged to appoint a proxy to attend and vote on your behalf by lodging your proxy appointment online at www.linkmarketservices.com.au or by completing the enclosed Shareholder Voting Form and returning it in the envelope provided. Instructions on how to appoint a proxy are detailed on the back of the Shareholder Voting Form. Proxies need to be received no later than 4.00pm (New Zealand time) on 25 October 2016 to be valid for the AGM.

Finally, do let us know of any questions you may have before the AGM. Details on how to lodge those questions prior to the AGM are on page 8 of this Notice.

We look forward to seeing you at the AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Jon Mayson', with a horizontal line underneath.

Jon Mayson CNZM
Chairman

Notice is hereby given that the 2016 annual meeting of shareholders of Martin Aircraft Company Limited (the Company) will be held on Thursday 27 October 2016 commencing at 4.00pm at 39 Ballarat Way, Wigram, Christchurch, New Zealand.

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

Ordinary Business

1. Presentation of the Annual Report for the year ended 30 June 2016 and the report of the auditor.
2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
That Dr Luan Lin, retiring from office as a Director of the Company by rotation in accordance with clause 20.5 of the Constitution, be reappointed in accordance with clause 20.3 of the Constitution.
3. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
That Steve Bayliss, retiring from office as a Director of the Company by rotation in accordance with clause 20.5 of the Constitution, be reappointed in accordance with clause 20.3 of the Constitution.
4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
That Hamish Bell be reappointed as a Director of the Company in accordance with clauses 20.3 and 20.4 of the Constitution.
5. To consider and, if thought fit, to pass the following resolution as an ordinary resolution: The reappointment of Deloitte as auditor be recorded and that the Board be authorised to fix the fees and expenses of the auditor for the ensuing year.

Explanatory Notes

Resolutions



Dr Luan Lin
Director

Item 2

Dr Luan Lin is currently the Chief Technology Officer and executive Director of KuangChi Science Limited. Dr Luan joined the Group in August 2014. Dr Luan has been the Vice President of the KuangChi Institute of Advanced Technology since 2010. Dr Luan was awarded the "Guangdong Youth May 4th Medal" collectively in 2011.

Dr Luan obtained a doctorate degree from Duke University, United States, in 2010 and a master's degree from Peking University, China, in 2004. Dr Luan has extensive experience in research and development of advanced technologies and business networks in relation to metamaterial, near space and other innovative technology industries. Dr Luan has extensive experience in business management and team management.



Steve Bayliss
Director

Item 3

Steve is Group General Manager Marketing for Foodstuffs New Zealand. Foodstuffs is New Zealand's largest grocery group.

Previously Steve was General Manager Marketing for Air New Zealand. During his six-year tenure, the airline went from the aftermath of a near bankruptcy to the Best Airline in the World - as judged by Air Transport World. Air New Zealand also became the most awarded marketing group in New Zealand.

Steve previously held senior positions with international brewer, Lion Nathan, and with Coca Cola.

Director Appointments

Item 4

Since the last Annual Meeting of the Company, Hamish Bell has been appointed as an additional director to fill casual vacancies by the Board in accordance with the Investment Agreement entered into by the Company with KuangChi Science Limited dated 19 December 2014 and clause 20.4 of the Constitution. Mr Bell is now required to resign at the Annual Meeting in accordance with clause 20.4 of the Constitution and has offered himself for immediate re-election by ordinary resolution.



Hamish Bell
Director

Hamish is a Chartered Member of the Institute of Directors and has a wealth of experience in both the private and listed company space in New Zealand and across Asia. A former PwC Partner and senior banker with the ANZ, he currently serves as an Independent Director or Chair of a number of large businesses across New Zealand and brings to the Company significant expertise in finance, equity investment and investor relations, as well as a strong understanding of international markets gained through his decade of experience in Asia.

Appointment of Deloitte as Auditor

Item 5

Deloitte is automatically reappointed as auditor of the Company under section 207T of the Companies Act 1993. Section 207S(a) of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the Annual Meeting. The Board proposes that, consistent with commercial practice, the auditor's fees should be fixed by the directors. This resolution provides authority for the directors to fix the fees and expenses of the auditor.

Important Information

Record Date

Any person who is registered as a shareholder of the Company at 4.00pm on 25 October 2016 is entitled to attend and vote at the annual meeting or to appoint a proxy to attend and vote in their place.

Proxies

Any shareholder entitled to attend and vote at the annual 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 annual meeting (that is by 4.00pm (New Zealand time) on Tuesday, 25 October 2016).

Any shareholder of the Company entitled to attend and vote at the annual 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 annual meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the annual 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 or her right to vote at the annual meeting by casting a postal vote.



By order of the Board

October 2016

Questions from Shareholders

Martin Aircraft Company aims to ensure that Annual General Meetings and the Annual Report meet shareholders' expectations. Your views are essential to this.

If you would like further information on Martin Aircraft Company, or would like to ask a question of Martin Aircraft Company or the auditor at this AGM, you may lodge your questions online by visiting the Martin Aircraft Company Share Registry's web site www.linkmarketservices.com.au or by completing the enclosed form and returning it in the enclosed reply paid envelope.

Questions for the AGM (including written questions to the auditor) must be received at any of the addresses below by 4.00pm on 25 October 2016. The Chairman of the AGM will answer as many of the frequently asked questions as possible.

Copies of the Chairman's and CEO's addresses to the AGM will be available on the Martin Aircraft Company web site. Shareholders will be given a reasonable opportunity at the AGM to

- ask questions about, or make comments on, the management of Martin Aircraft Company and the Annual Report
- ask the auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Martin Aircraft Company and the independence of the auditor

If you would like to make a suggestion or comment on the Annual Report, please advise Martin Aircraft Company in one of the following ways (this will allow us to incorporate your views into the content and design of future Annual Reports):

- online at the Martin Aircraft Company Share Registry's web site: www.linkmarketservices.com.au
- write to the Martin Aircraft Company Share Registry or the Company Secretary by completing the enclosed form and sending it to the Share Registry in the enclosed reply paid envelope to

**Link Market Services Limited
Locked Bag A14
Sydney South
NSW 1235
Australia**

or post to

**Company Secretary
Martin Aircraft Company Limited
39 Ballarat Way, Wigram
Christchurch 8042
New Zealand**



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
	ALL ENQUIRIES TO Telephone: +61 1300 554 474

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 Annual General Meeting of the Company to be held at **4:00pm on Thursday, 27 October 2016 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 executed no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Resolutions

	For	Against	Abstain*
2 Re-appointment of Dr Luan Lin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-appointment of Mr Steve Bayliss as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-appointment of Mr Hamish Bell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-appointment of Deloitte as Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

STEP 3

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).



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 Tuesday, 25 October 2016**, 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 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

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

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



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


LODGE YOUR QUESTIONS

 **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

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

Please use this form to submit any questions about Martin Aircraft Company Limited (“the Company”) that you would like us to respond to at the Company’s 2016 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, Link Market Services Limited, by **Monday, 17 October 2016**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
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QUESTIONS