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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

19<sup>th</sup> May 2006

**BY REGISTERED MAIL**

Securities and Exchange Commission  
Office of International Corporate Finance  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, DC 20549  
USA



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**SUPPL**

Dear Sirs,

**Hong Kong Aircraft Engineering Company Limited**  
**Exemption No. 82-3846**

Pursuant to our obligations under Rule 12g3-2(b) of the Securities and Exchange Act of 1934, we enclose a copy of the resolutions passed at the Annual General Meeting of the Company held on 9<sup>th</sup> May 2006.

Yours faithfully,

HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED

Lorence Wong  
Deputy Company Secretary

PROCESSED

MAY 31 2006

THOMSON  
FINANCIAL

Encl.

- c.c. Eugenia Lee, BONY-HK (w/o encls.) – Fax No. 2877 0863
- Bryan Ho, BONY-NY (w/o encls.) – Fax No. 002-1-212-571-3050

LW/sn  
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**Hong Kong Aircraft Engineering Company Limited**  
Company Secretary's Department  
35th Floor, Two Pacific Place, 88 Queensway, Hong Kong  
Tel: (852) 2840 8879 Fax: (852) 2845 5445 G.P.O. Box 1 Hong Kong

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**HONG KONG AIRCRAFT ENGINEERING COMPANY LIMITED**

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Passed on 9<sup>th</sup> May 2006

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At the Annual General Meeting of the Company duly convened and held in Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 9<sup>th</sup> May 2006 at 2:30 p.m., the following Resolutions were passed:

**As Ordinary Resolutions**

4. THAT:

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to make on-market share repurchases (within the meaning of the Code on Share Repurchases) be approved;
- (b) the aggregate nominal amount of the Company's shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of shares in issue at the date of passing this Resolution; and
- (c) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

references to "shares" include securities which carry a right to subscribe for or purchase shares.

5. THAT:

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares and to make or grant offers, agreements and options which will or might require the exercise of such powers during or after the end of the Relevant Period be approved;