

EXTRAORDINARY GENERAL MEETING OF THE HKAOA

**TO BE HELD AT
10:00AM, WEDNESDAY 13 APRIL 2005
THE MARINERS' CLUB, MIDDLE ROAD,
TSIM SHA TSUI**

AGENDA

1. Motion for levy to fund legal actions

MOTION 1

Be it resolved that the Association will continue to fund the ongoing legal actions relating to the 49er dismissals for those plaintiffs whom it represents, and to that end the following levies will be raised and payable in addition to basic subscriptions:

A levy of up to twelve (12) months subscriptions (at the level of 1.5% of basic salary) to be payable in equal monthly installments commencing on 1st July 2005; plus.

A levy of up to twenty four (24) months subscriptions (at the level of 1.5% of basic salary), to be raised as and when required to cover any additional costs of the actions.

Such levies will be payable by Full Members who are Members of the Association on 1st June 2005 or former Members who subsequently rejoin.

These levies would raise a funding guarantee that would ensure that the actions could be brought to a conclusion without exposing the Association or individual 49ers to the potential of a massive financial liability. If it eventuates that the full amount of the levies are not required after they have been raised, the unused portion will be returned to you, as provided under the Rules.

2. Motion for levy to maintain current 49er subsistence levels

MOTION 2

Be it resolved that the Association will continue to provide current levels of subsistence and medical coverage to any 49er requesting such assistance, for a period of up to twelve (12) months, and to that end the following levy, payable in addition to basic subscriptions, will be raised:

A levy of up to twelve (12) months subscriptions (at the level of 1.5% of basic salary), to be payable in equal monthly installments commencing on 1st July 2005.

Please Log on to www.hkhoa.org to submit your proxy online.

This levy will be payable by Full Members who are Members of the Association on 1st June 2005 or former Members who subsequently rejoin.

Current subsistence arrangements provide for any 49er below retirement age to request assistance up to the amount of HKD 25,000 per month. When combined with the new basic subscriptions rate of 1.5% this proposed levy would equate to our current subscriptions level of 3% and reflects the fact that 49er subsistence currently accounts for approximately half of our annual expenditure.

The continuance of this subsistence for a further limited period would provide much appreciated stability and reassurance to the 49ers and their families as they deal with the uncertainty of the immediate future. Your Committee urges you to continue supporting this level of subsistence. Should further belt tightening, or reduced demand result in a surplus, this surplus will be returned to you, as provided under the Rules.

3. Motion to continue 49er Subsistence within resources

It is important to note that Motion 3 will only become effective in the situation where Motion 2 has failed. **However, you will need to submit a vote on this motion and your vote on this motion should assume that Motion 2 has failed.**

MOTION 3

Be it resolved that the Association will continue to provide subsistence and medical coverage to 49ers within available resources, for a period of up to twelve (12) months. Be it further resolved that this motion will only be effective if Motion 2 fails.

Your Committee has asked that you continue supporting the current levels of subsistence for a limited period through a positive election for Motion 2. However, should you feel unwilling to continue to fund that level of support, your Committee would urge you to at least give your support to the continuation of subsistence payments in some form. In that situation, we would have to manage our available resources through the introduction of significantly more stringent criteria than those that currently exist.

4. Motion to accept Company Offer of 14 December 2004

It is important to note that Motion 4 will only become effective in the situation where Motion 1 has failed. **However, you do need to submit a vote on this motion and your vote on this motion should assume that Motion 1 has failed.**

MOTION 4

Be it resolved that the Membership of the Association accepts the Company Offer of 14th December 2004 on the 49ers. Be it further resolved that this motion will only be effective if Motion 1 fails.

In the situation where Motion 1 fails, the Membership will have decided to discontinue support of the legal actions and acceptance of the Offer would be the only sensible alternative remaining for the Association. Therefore, regardless of how you vote on the Legal Funding motion, we believe you should strongly consider voting for acceptance of the Offer on this occasion. This would allow

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those 49ers who wish to do so to accept the Offer, and those who do not to retain their right to continue with the legal actions on an individual and self funded basis.

5. Motion to approve the minutes of the EGM of 15 February 2005

Copies of the minutes of that meeting are available from the HKAOA Office and on the Website for your review.

MOTION 5

Be it resolved that the minutes of the Association's Extraordinary General Meeting of 15 February 2005 are approved.

6. Motion to extend membership of the 49ers

MOTION 6

In accordance with Rule 7.1

Be it resolved that all Members dismissed from the Company in July 2001 have their Membership of the Association extended for a further 3 calendar months from 13 April 2005 to 13 July 2005.

7. Any other business

**Kevin Houghton
Secretary
11 March 2005**

Please note: Proxy votes should be submitted by **everyone**. Please Log on to www.hkboa.org to submit your proxy online. If you subsequently attend the Meeting you may withdraw your proxy at the door. If you wish someone other than the Chairman to act as your proxy, insert his name in the space provided. If your proxy cannot attend, the Chairman will exercise your vote as you have indicated. (*You may delete the words '*or failing him, the Chairman*' if you do not wish the Chairman to act as your proxy in this instance).

Alternatively you may submit your proxy via the AOA Mail Box in the Crew Room, by mail, by fax on 852 2736 0903, or in person to the HKAOA Office using the form below. Don't delay. **Your vote is very important!**

Please Log on to www.hkboa.org to submit your proxy online.

APPOINTMENT OF PROXY

I, (full name and membership number)
of (address).....
.....being a Member of the Hong Kong Aircrew Officers Association hereby appoint
.....**or, failing him, the Chairman*** to act as my Proxy and vote on my behalf
at the General Meeting of the Association to be held on 13 April 2005, and at any adjournment thereof. I
instruct my proxy to vote as follows:

Motion One *Motion for Levy to Fund Legal Actions*

For Against Abstain

Motion Two *Motion for Levy to Maintain Current 49er Subsistence Levels*

For Against Abstain

Motion Three *Motion to Continue 49er Subsistence Within Resources*

For Against Abstain

Motion Four *Motion to Accept Company Offer*

For Against Abstain

Motion Five *Approval of Minutes of the Extraordinary General Meeting of 15 February 2005*

For Against Abstain

Motion Six *Motion to extend membership of the 49ers*

For Against Abstain

Any Other Business arising during the course of the meeting.

Open Abstain

Date

Signature of Member