

**CATHAY PACIFIC AIRWAYS LIMITED**  
**國泰航空有限公司**

**MINUTES OF EXTRAORDINARY GENERAL MEETING**  
**OF THE SHAREHOLDERS OF THE COMPANY HELD AT**  
**THE BALLROOM, LEVEL 3, JW MARRIOTT HOTEL HONG KONG,**  
**PACIFIC PLACE, 88 QUEENSWAY, HONG KONG,**  
**ON FRIDAY, 23RD DECEMBER 2022 AT 3:30 P.M.**

**Present &**  
**Attending:**

13 shareholders attended the meeting in person or by proxy as per attached attendance record.

P. Healy	(Chairman) (via video conferencing)
A.K.W. Tang	(Chief Executive Officer)
G.T.F. Hughes	(Chief Operations and Service Delivery Officer) (via video conferencing)
R.J. Sharpe	(Chief Financial Officer) (by telephone)
J.B. Harrison	(Director) (by telephone)
C.R. Mueller	(Director) (via video conferencing)
A.L.C. Tung	(Director)
Z.P. Zhang	(Director) (via video conferencing)
Alan Fung	(Representing the Independent Financial Adviser, Octal Capital Limited)
Ivy Mai	(Representing the Share Registrar, Computershare Hong Kong Investor Services Limited)
J. Lai	(Group General Counsel & Company Secretary)

**Quorum and**  
**Notice of**  
**Meeting:**

The Chairman noted that a quorum was present and that the circular to shareholders dated 30th November 2022 (the “**Circular**”) required by the Listing Rules and incorporating the letters from the Independent Board Committee and the Independent Financial Adviser, and the notice convening the meeting had been served on shareholders for the prescribed period. A copy of the Circular is attached to and forms part of these minutes. Terms defined in the Circular have the same meanings when used in these minutes.

With the approval of the shareholders attending the meeting, the notice convening the meeting was taken as read.

**Poll:**

The Chairman demanded that all the resolutions proposed at the meeting be voted on by poll in accordance with Article 72(a) of the

Company's Articles of Association and directed that the poll be conducted after all the resolutions had been proposed and considered. He further advised that the poll results would be notified to the Stock Exchange and published on the websites of the Stock Exchange and the Company.

**Continuing**  
**Connected**  
**Transactions**  
**for**  
**Aircraft**  
**Maintenance:**

The Chairman said that the first item on the agenda was to approve the Framework Agreement, its term, the Transactions and the annual caps and that a copy of the Framework Agreement marked "A" and signed by the Chairman for identification was available for inspection by shareholders.

The Independent Board Committee and the Independent Financial Adviser, Octal Capital Limited, considered that the Framework Agreement, its term and the Transactions (including the annual caps) were fair and reasonable, on normal commercial terms and were in the interests of the Company and the shareholders as a whole and recommended the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the meeting.

In accordance with the Listing Rules, Swire Pacific Limited was required to abstain from voting on the ordinary resolution proposed at the meeting.

The Chairman proposed the following ordinary resolution:

**"THAT** the entering into of the Framework Agreement by the Company (a copy of which marked "A" and signed by the chairman of the Meeting for the purpose of identification is produced to the Meeting), its term, the Transactions and the annual caps set out below be and are hereby approved:

<i>(HK\$ million)</i>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>
<b>Services</b>	<b>Cap</b>	<b>Cap</b>	<b>Cap</b>	<b>Cap</b>	<b>Cap</b>
	3,815	4,691	4,992	5,218	5,451
<i>(HK\$ million)</i>	<b>2028</b>	<b>2029</b>	<b>2030</b>	<b>2031</b>	<b>2032</b>
<b>Services</b>	<b>Cap</b>	<b>Cap</b>	<b>Cap</b>	<b>Cap</b>	<b>Cap</b>
	5,697	5,954	6,221	6,502	6,794"

This resolution was voted on by poll after all the resolutions had been proposed and considered, with the following result:

For:	2,870,832,502 votes	(100%)
Against:	0 vote	(0%)

As more than 50% of the votes from the Independent Shareholders were cast in favour of this resolution, the resolution was passed as an ordinary resolution.

**Amendment to Articles of Association:**

The Chairman said that the second item on the agenda was to approve the proposed amendments to the articles of association of the Company for the purpose of promoting gender equality.

The Chairman proposed the following special resolution:

**“THAT:**

- (a) the references in the articles of association of the Company to “Chairman”, “chairman” and “Chairmen” be amended to “Chair”, “chair” and “Chairs”, respectively; and
- (b) any one of the Directors be authorised to submit or file all such relevant documents with the relevant regulatory authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as s/he may in his/her absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.”

This resolution was voted on by poll after all the resolutions had been proposed and considered, with the following result:

For:	5,477,910,291 votes	(100%)
Against:	0 vote	(0%)

As more than 75% of the votes from the Shareholders were cast in favour of this resolution, the resolution was passed as a special resolution.

A copy of the Scrutineers’ Certificate is attached to and forms part of these minutes.

**Conclusion of Meeting and Poll Results:**

After all the resolutions had been proposed and considered, the Chairman directed that a poll on each of the resolutions be taken and appointed Computershare Hong Kong Investor Services Limited, the Company’s share registrar, to act as scrutineer for the polls.

The Chairman advised that the poll results would be notified to the Stock Exchange and published on the websites of the Stock Exchange

and the Company. A copy of the poll results is attached to and forms part of these minutes.

The Chairman concluded the meeting by thanking the shareholders for their attendance.

There being no further business, the meeting was closed at 3:40 p.m.

Chairman

**CATHAY PACIFIC AIRWAYS LIMITED**  
**國泰航空有限公司**

**EXTRAORDINARY GENERAL MEETING**  
**FRIDAY, 23RD DECEMBER 2022**  
**ATTENDANCE RECORD**

- 1-4. CHAN Hau Yin, CHAN Hau Yung, CHAN Ka Wai and YUEN Miu Har represented by Patrick HEALY
5. Angel Paradise Limited represented by Patrick HEALY
6. Easerich Investments Inc. represented by Patrick HEALY
7. HKSCC Nominees Limited represented by CHOW Watt Heem and Patrick HEALY
8. HO Kam Tim
9. HSBC Nominees (Hong Kong) Limited represented by Patrick HEALY
10. Motive Link Holdings Inc. represented by Patrick HEALY
11. Swire Pacific Limited represented by Patrick HEALY
12. YUEN Yat Hang
13. YUEN Yat Hang and LO Mei Ting