

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 WEDNESDAY, 11TH OCTOBER 2023 AT 11:00 A.M.**

**Present &
Attending:**

15 Ordinary Shareholders attended the meeting in person or by proxy as per the attendance record attached as **Appendix A**.

P. Healy	(Chair)
R.S.P. Lam	(Chief Executive Officer)
L.H.Z. Lau	(Chief Customer and Commercial Officer)
A.J.J. McGowan	(Chief Operations and Service Delivery Officer)
R.J. Sharpe	(Chief Financial Officer)
B.C. Chan	(Director)
J.B. Harrison	(Director) (via video conferencing)
C.R. Mueller	(Director) (via video conferencing)
A.L.C. Tung	(Director)
Z.P. Zhang	(Director) (via video conferencing)
J. Lai	(Group General Counsel & Company Secretary)

**Quorum and
Notice of
Meeting:**

The Chair noted that a quorum was present and that the circular to Ordinary Shareholders dated 18th September 2023 (the “**Circular**”) required by the Listing Rules, and the notice convening the meeting had been served on Ordinary Shareholders for the prescribed period. A copy of the Circular is attached to and forms part of these minutes. Unless otherwise defined herein, terms defined in the Circular shall have the same meanings when used in these minutes.

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

A copy of the Solvency Statement signed by all Directors was displayed at the entrance of the meeting venue for inspection by Ordinary Shareholders.

Poll:

The Chair demanded that the resolution 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 the resolution had been proposed and considered. He further advised that the poll results would be notified to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

**The
Proposed
Capital
Reduction:**

The Chair said that the sole item on the agenda was to approve the Proposed Capital Reduction.

The credit arising from the Proposed Capital Reduction would be applied to a new Preference Shares Reserves Account, and the Company would use such reserve to redeem all of the Preference Shares. Subject to the completion of the Proposed Capital Reduction and the Group's business operations and market conditions at the relevant time, the Company would redeem 50% of the Preference Shares by the end of 2023, and the remaining 50% by the end of July 2024.

The Chair proposed the following special resolution:

“THAT:

- (a) conditional only upon the satisfaction of either one of the conditions set out in paragraph (b) of this special resolution and subject to any conditions imposed in accordance with paragraph (c) of this special resolution, the reduction of all the credit (being HK\$19,500 million) standing in the share capital (Preference Shares) account in the financial statements of the Company (the "**Proposed Capital Reduction**") be and is hereby approved and the Directors be and are hereby authorised to credit the reduced share capital to the Preference Shares Reserves Account, and such reserve arising from the Proposed Capital Reduction is to be regarded as a realised profit pursuant to Section 214 of the Companies Ordinance which shall be available for set off against any accumulated losses and/or make distribution to the shareholders of the Company (including to redeem the Preference Shares of the Company) in the future when appropriate or as the Directors may think fit;
- (b) the approval and authorisation set out in paragraph (a) of this special resolution shall be conditional upon either (i) there being no application (the "**Application**") to the Court of First Instance of the

High Court of Hong Kong (the “**Court**”) for cancellation of the approval of the Proposed Capital Reduction, set out in this special resolution, by members of the Company or creditors of the Company within five weeks of the date of this special resolution; or (ii) if any such Application is made, the Court (or any relevant appeal court) making an order to confirm this special resolution;

- (c) if such an Application is made and the Court makes an order to confirm this special resolution upon the Application, the approval and authorisation in paragraph (a) of this special resolution shall be subject to any conditions that may be imposed by the Court (or any relevant appeal court); and
- (d) any one of the Directors be and is hereby 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 the doing of all such acts and things and to execute all such further documents or deeds as s/he may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Proposed Capital Reduction.”

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

For:	5,532,021,092 votes	(99.9986%)
Against:	78,648 votes	(0.0014%)

As more than 75% of the votes from the Ordinary 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 as **Appendix B**.

**Conclusion
of Meeting
and
Poll Results:**

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

The Chair advised that the poll results would be notified to the Stock Exchange and published on the websites of Hong Kong Exchanges and Clearing Limited and the Company. A copy of the poll results is attached to and forms part of these minutes as **Appendix C**.

The Chair opened the floor for questions from Ordinary Shareholders.

There being no questions from Ordinary Shareholders, the Chair concluded the business of the meeting.

The Chair further spoke about the redemption of Preference Shares and the Company's outlook, which included the following:

1. The Group was extremely grateful for the continued support from the Hong Kong SAR Government (the “**Government**”) and its Shareholders during and after the pandemic, in particular at the time of its recapitalisation in 2020.
2. The HK\$19.5 billion in Preference Shares were an investment by the Government to support the Group and the Hong Kong international aviation hub through the crisis.
3. Since then, the Company had made good progress in its rebuilding journey and reported an interim profit for the first half of 2023.
4. On 6th June 2023, the Company announced that it would not need to draw the HK\$7.8 billion bridge loan facility extended to it by the Government before it expired.
5. The Company had paid a total of approximately HK\$1.82 billion in dividends on the Preference Shares to date, and it would continue paying dividends on the Preference Shares as they fell due.
6. With the Company's rebuilding journey well underway, it was the right time to repay the Government's confidence in the Group. The Company had always been clear in its intention to buy back the Preference Shares at the earliest feasible opportunity.
7. Throughout the Company's long history of 77 years, it had never lost sight of its commitment to connecting Hong Kong and the rest of the Greater Bay Area and the Chinese Mainland with the world, and it was very proud of its critical role at the centre of the Hong Kong international aviation hub.

8. As Hong Kong's home airline, the Company was delighted to see the city return to the world stage. It was proud to play its part in supporting initiatives that boost Hong Kong's tourism and showcase its dynamism, and the Company was looking forward to continuing to welcome more people to Hong Kong.

R.S.P. Lam recapped the Chair's message in Cantonese.

The Chair concluded the meeting by thanking the Ordinary Shareholders for their attendance.

There being no further business, the meeting was closed at 11:15 a.m.

Chair

CATHAY PACIFIC AIRWAYS LIMITED

國泰航空有限公司

EXTRAORDINARY GENERAL MEETING

WEDNESDAY, 11TH OCTOBER 2023

ATTENDANCE RECORD

1. Angel Paradise Limited represented by Patrick HEALY
2. CHAN Hau Yin represented by CHAN Ka Wai and YUEN Miu Har
3. CHAN Hau Yung represented by CHAN Ka Wai and YUEN Miu Har
4. CHAN Ka Wai
5. CHAN U Tong represented by Patrick HEALY
6. Easerich Investments Inc. represented by Patrick HEALY
7. FUNG Wah Yim
8. HKSCC Nominees Limited represented by LEE Long Kin and Patrick HEALY
9. HO Siu Fun
10. HSBC Nominees (Hong Kong) Limited represented by Patrick HEALY
11. HUNG Ivan Kwok Kee
12. Motive Link Holdings Inc. represented by Patrick HEALY
13. Swire Pacific Limited represented by Patrick HEALY
14. TANG Wai Kwok
15. YUEN Miu Har

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Cathay Pacific, you should at once hand this circular and the accompanying forms of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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(1) PROPOSED CAPITAL REDUCTION AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, capitalised terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the EGM of Cathay Pacific to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 11th October 2023 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and Cathay Pacific (<http://www.cathaypacific.com>).

Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same with the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjournment thereof (as the case may be) should you so wish and, in such event, the proxy shall be deemed to be revoked. All times and dates specified in this circular refer to Hong Kong local times and dates.

18th September 2023

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DEFINITIONS

In this circular the following expressions have the following meanings unless the context requires otherwise.

“Board”	The board of Directors.
“Cathay Pacific” or the “Company”	Cathay Pacific Airways Limited, a company incorporated in Hong Kong, whose ordinary shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 293).
“Companies Ordinance”	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong).
“Court”	The Court of First Instance of the High Court of Hong Kong.
“Director(s)”	The director(s) of the Company.
“EGM”	The extraordinary general meeting of Cathay Pacific to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 11th October 2023 at 11:00 a.m. or any adjournment thereof to consider and, if thought fit, approve the Proposed Capital Reduction and related matters.
“Gazette”	The Government of Hong Kong Gazette.
“Group”	The Company together with its subsidiaries.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China.
“Latest Practicable Date”	13th September 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to herein.
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
“Ordinary Share(s)”	The ordinary share(s) of the Company.

DEFINITIONS

“Ordinary Shareholder(s)”	The holder(s) of the Ordinary Share(s).
“Preference Share(s)”	The preference share(s) of the Company.
“Preference Shareholder”	Aviation 2020 Limited, the holder of the Preference Shares.
“Preference Shares Capital Account”	The share capital (Preference Shares) account in the financial statements of the Company.
“Preference Shares Reserves (Account)”	A reserves account to be created in the financial statements of the Company to which HK\$19,500 million will be credited on the completion of the Proposed Capital Reduction.
“Proposed Capital Reduction”	The proposed reduction of all of the credit standing to the Preference Shares Capital Account of the Company, being HK\$19,500 million.
“Registrar of Companies”	The Registrar of Companies in Hong Kong.
“Share Registrar”	The share registrar of Cathay Pacific, being Computershare Hong Kong Investor Services Limited.
“Shareholder(s)”	The Ordinary Shareholder(s) and Preference Shareholder.
“Solvency Statement”	The solvency statement to be made by all Directors in relation to the Proposed Capital Reduction in accordance with the Companies Ordinance.
“Special Resolution”	The special resolution of the Ordinary Shareholders to approve the Proposed Capital Reduction and related matters at the EGM, the particulars of which are set out in the notice of the EGM set out in this circular.

LETTER FROM THE BOARD



CATHAY PACIFIC AIRWAYS LIMITED

國泰航空有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 293)

Executive Directors:

HEALY, Patrick (*Chair*)
LAM, Siu Por Ronald
LAU, Hoi Zee Lavinia
MCGOWAN, Alexander James John
SHARPE, Rebecca Jane

Non-Executive Directors:

MA, Chongxian (*Deputy Chair*)
BRADLEY, Guy Martin Coutts
MCCALLUM, Gordon Douglas
SUN, Yuquan
SWIRE, Merlin Bingham
WANG, Mingyuan
XIAO, Feng
ZHANG, Zhuo Ping

Registered office:

33rd Floor, One Pacific Place
88 Queensway
Hong Kong

Independent Non-Executive Directors:

CHAN, Bernard Charnwut
HARRISON, John Barrie
MUELLER, Christoph Romanus
TUNG, Lieh Cheung Andrew

18th September 2023

To the Ordinary Shareholders

Dear Sir or Madam,

**(1) PROPOSED CAPITAL REDUCTION
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Company's announcement dated 9th August 2023 regarding the Proposed Capital Reduction.

The purpose of this circular is to provide you with information regarding the Special Resolution to be proposed at the EGM with respect to the Proposed Capital Reduction.

LETTER FROM THE BOARD

PROPOSED CAPITAL REDUCTION

The Board proposes to implement the Proposed Capital Reduction by cancelling the credit standing in the Preference Shares Capital Account of the Company (being HK\$19,500 million).

The credit in the amount of HK\$19,500 million arising from the Proposed Capital Reduction will be applied to the Preference Shares Reserves Account and be regarded as a realised profit pursuant to Section 214 of the Companies Ordinance available for set off against any accumulated losses and/or make distribution to the shareholders of the Company and be used to redeem all of the Preference Shares. The Company plans to redeem all of the Preference Shares by the end of July 2024, subject to market conditions and the Group's business operations at the relevant time.

Conditions

The Proposed Capital Reduction is subject to the satisfaction of the following conditions:

- (i) all the Directors making a Solvency Statement;
- (ii) the passing by the Ordinary Shareholders of the Special Resolution at the EGM;
- (iii) the publication of a notice of capital reduction in the Gazette and certain newspapers in accordance with the Companies Ordinance;
- (iv) the delivery to the Registrar of Companies for registration of a copy of the Solvency Statement and other relevant documents in relation to the Proposed Capital Reduction in accordance with the Companies Ordinance;
- (v) either (a) there being no application to the Court for cancellation of the Special Resolution by creditors or members of the Company within five (5) weeks of the date of the Special Resolution to approve the Proposed Capital Reduction; or (b) if there is any such application, the Court (or any relevant appeal court) making an order to confirm the Special Resolution; and
- (vi) the delivery to the Registrar of Companies for registration and/or the registration by the Registrar of Companies (as applicable) of the relevant documents within the prescribed timeframe in accordance with the Companies Ordinance.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

Reasons for the Proposed Capital Reduction

The Board is of the opinion that the Proposed Capital Reduction will facilitate the Company's redemption of all the Preference Shares. The credit arising from the Proposed Capital Reduction will be applied to the Preference Shares Reserves Account, and the Company will use such reserve to redeem all of the Preference Shares. The Company plans to redeem all of the Preference Shares by the end of July 2024, subject to market conditions and the Group's business operations at the relevant time. The Company will only proceed with a redemption of the Preference Shares if the Board considers that such redemption at the relevant time will not result in any material adverse effect on the financial position of the Group. Please refer to the Company's announcement dated 9th August 2023 for details of the proposed redemption of the Preference Shares.

Further, taking into account the effects as described in the section headed "Proposed Capital Reduction – Effects of the Proposed Capital Reduction" of this circular, the Board believes that the Proposed Capital Reduction is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Capital Reduction

Save for the expenses to be incurred by the Company in relation to the Proposed Capital Reduction, the implementation of the Proposed Capital Reduction will not, of itself, alter the consolidated net asset value, underlying assets, liabilities, business, operations, management or financial position of the Company or the interests of the Shareholders as a whole. The Board believes that the Proposed Capital Reduction alone will not have any adverse effect on the financial position of the Group.

LETTER FROM THE BOARD

Set out below, for illustrative purpose only, is an extract of the statement of financial position of the Company showing the proposed movement in the equity of the Company before and after the Proposed Capital Reduction taking effect, based on the Company's unaudited position as at 30th June 2023 as if the Proposed Capital Reduction had been completed on 30th June 2023:

	Immediately before the Proposed Capital Reduction as at 30 June 2023	Immediately after the Proposed Capital Reduction taking effect and the application of credit arising from the Proposed Capital Reduction to the Preference Shares Reserves Account
	<i>HK\$ million</i>	<i>HK\$ million</i>
Share Capital	48,322	28,822
– Ordinary Shares	28,822	28,822
– Preference Shares	19,500	–
Preference Shares Reserves	–	19,500
Other Reserves	23,290	23,290
	23,290	23,290
Total Equity of the Company	71,612	71,612

Note: This table does not take into account expenses that will be incurred by the Company in relation to the Proposed Capital Reduction.

Further, except for the expenses to be incurred by the Company in relation thereto, which are expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Proposed Capital Reduction becoming effective. The Proposed Capital Reduction will not result in any change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

Expected Completion of the Proposed Capital Reduction

Assuming that all of the above conditions are fulfilled, it is expected that the Proposed Capital Reduction would become effective upon the registration by the Registrar of Companies of the Return of Reduction of Share Capital (by Special Resolution supported by the Solvency Statement) required under the Companies Ordinance.

EGM AND CLOSURE OF REGISTER OF MEMBERS

The Proposed Capital Reduction will require approval from the Ordinary Shareholders by way of the Special Resolution at the EGM. The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Special Resolution in relation to the Proposed Capital Reduction.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Ordinary Shareholder has a material interest in the Proposed Capital Reduction and accordingly, no Ordinary Shareholder will be required to abstain from voting on the Special Resolution.

The notice convening the EGM to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 11th October 2023 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolution proposed at the EGM will be taken by way of poll. An announcement on the poll results will be made by Cathay Pacific after the EGM.

The register of members of Cathay Pacific will be closed from Friday, 6th October 2023 to Wednesday, 11th October 2023 (both dates inclusive) for the purpose of determining the identity of the Ordinary Shareholders entitled to attend and vote at the EGM. No transfers of shares in Cathay Pacific will be registered during this book closure period.

In order to be entitled to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 5th October 2023.

RECOMMENDATION

Taking into account the effects as described in the section headed "Proposed Capital Reduction – Effects of the Proposed Capital Reduction" of this circular, the Board believes that the Proposed Capital Reduction is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Ordinary Shareholders vote in favour of the Special Resolution at the EGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is also drawn to the information set out in the notice of the EGM set out in this circular.

The Proposed Capital Reduction is subject to the satisfaction of conditions and therefore it may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

Yours faithfully,
For and on behalf of the Board
CATHAY PACIFIC AIRWAYS LIMITED
Patrick Healy
Chair

NOTICE OF EXTRAORDINARY GENERAL MEETING



CATHAY PACIFIC AIRWAYS LIMITED

國泰航空有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 293)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the holders of ordinary shares of Cathay Pacific Airways Limited (the “**Company**”) will be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 11th October 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 18th September 2023 of which this notice forms part.

SPECIAL RESOLUTION

THAT:

- (a) conditional only upon the satisfaction of either one of the conditions set out in paragraph (b) of this special resolution and subject to any conditions imposed in accordance with paragraph (c) of this special resolution, the reduction of all the credit (being HK\$19,500 million) standing in the share capital (Preference Shares) account in the financial statements of the Company (the “**Proposed Capital Reduction**”) be and is hereby approved and the Directors be and are hereby authorised to credit the reduced share capital to the Preference Shares Reserves Account, and such reserve arising from the Proposed Capital Reduction is to be regarded as a realised profit pursuant to Section 214 of the Companies Ordinance which shall be available for set off against any accumulated losses and/or make distribution to the shareholders of the Company (including to redeem the Preference Shares of the Company) in the future when appropriate or as the Directors may think fit;
- (b) the approval and authorisation set out in paragraph (a) of this special resolution shall be conditional upon either (i) there being no application (the “**Application**”) to the Court of First Instance of the High Court of Hong Kong (the “**Court**”) for cancellation of the approval of the Proposed Capital Reduction, set out in this special resolution, by members of the Company or creditors of the Company within five weeks of the date of this special resolution; or (ii) if any such Application is made, the Court (or any relevant appeal court) making an order to confirm this special resolution;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) if such an Application is made and the Court makes an order to confirm this special resolution upon the Application, the approval and authorisation in paragraph (a) of this special resolution shall be subject to any conditions that may be imposed by the Court (or any relevant appeal court); and
- (d) any one of the Directors be and is hereby 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 the doing of all such acts and things and to execute all such further documents or deeds as s/he may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Proposed Capital Reduction.

By Order of the Board
CATHAY PACIFIC AIRWAYS LIMITED
Joanna Lai
Company Secretary

Hong Kong, 18th September 2023

Notes:

- (1) Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) All proxies must be deposited with the Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the Meeting or any adjourned meeting thereof.
- (3) The register of members will be closed from Friday, 6th October 2023 to Wednesday, 11th October 2023, both days inclusive. In order to be entitled to attend and vote at the Meeting, all transfers should be lodged with the Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 5th October 2023.
- (4) The resolution set out in this notice will be voted on by poll.
- (5) Holders of Ordinary Shares with disabilities are requested to indicate in advance whether, because of their disabilities, they need special arrangements to assist them in participating at the Meeting.



Date: 11 Oct 2023

SCRUTINEERS' CERTIFICATE**Computershare Hong Kong Investor Services Limited**

Hopewell Centre 46th Floor 183 Queen's Road East

Wan Chai

Hong Kong

Telephone + 852 2862 8628

www.computershare.com

**To: The Chairman of the Meeting of Cathay
Pacific Airways Limited Extraordinary
General Meeting**

Dear Sir,

As scrutineers appointed for the purpose of the poll taken at the Extraordinary General Meeting of your Company held today, we hereby certify that the result of the poll is correctly set out in the following table:-

Resolution	For Number Of Votes	For Percentage %	Against Number Of Votes	Against Percentage %	Total Votes
1.	5,532,021,092	99.998578%	78,648	0.001422%	5,532,099,740

Yours faithfully,

For and on behalf of

COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED
Authorized Signature*Note:*

- The above result of the poll is based on the respective voting papers submitted by holders present and voting in respect of the resolution.*
- The number of shares in issue for this meeting is: 6,437,900,319 shares*



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CATHAY PACIFIC AIRWAYS LIMITED
國泰航空有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 293)

Extraordinary General Meeting held on 11th October 2023 - Poll Results

Reference is made to the announcement dated 9th August 2023 and circular to shareholders dated 18th September 2023 (the “**Circular**”) issued by Cathay Pacific Airways Limited (the “**Company**”) in relation to the Proposed Capital Reduction. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The poll results in respect of the resolution proposed at the Extraordinary General Meeting of the Company held on 11th October 2023 (the “**EGM**”) are set out in the following table:

Special Resolution	Number of Votes (%)	
	For	Against
To approve the Proposed Capital Reduction.	5,532,021,092 (99.9986%)	78,648 (0.0014%)

As more than 75% of the votes from the Ordinary Shareholders (either in person or by proxies) attending the EGM and entitled to vote were cast in favour of the resolution, the above resolution was passed as a special resolution.

Notes:

- (1) The full text of the Special Resolution is set out in the notice of EGM dated 18th September 2023.
- (2) The total number of Ordinary Shares entitling the holder to attend and vote on the resolution at the EGM: 6,437,900,319 shares. Every member present in person or by proxy has one vote for every share of which he/she is the holder. There were no restrictions on any Ordinary Shareholders to cast votes on the proposed resolution at the EGM.
- (3) There were no shares entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules.
- (4) No Ordinary Shareholders were required under the Listing Rules to abstain from voting.
- (5) No parties had indicated in the Circular that they intended to vote against or to abstain from voting on the proposed resolution at the EGM.

- (6) Computershare Hong Kong Investor Services Limited, registrars of the Company, acted as scrutineer for the vote-taking at the EGM.
- (7) Except for Ma Chongxian, Guy Bradley, Gordon McCallum, Sun Yuquan, Merlin Swire, Wang Mingyuan and Xiao Feng, all Directors of the Company attended the EGM in person or by electronic means.
- (8) The Directors of the Company as at the date of this announcement are:

Executive Directors: Patrick Healy (Chair), Ronald Lam, Lavinia Lau, Alexander McGowan, Rebecca Sharpe;

Non-Executive Directors: Ma Chongxian (Deputy Chair), Guy Bradley, Gordon McCallum, Sun Yuquan, Merlin Swire, Wang Mingyuan, Xiao Feng, Zhang Zhuo Ping;
Independent Non-Executive Directors: Bernard Chan, John Harrison, Christoph Mueller and Andrew Tung.

By Order of the Board
CATHAY PACIFIC AIRWAYS LIMITED
國泰航空有限公司
Joanna Lai
Company Secretary

Hong Kong, 11th October 2023