
**THIS CIRCULAR IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about this document, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Cathay Pacific Airways Limited (the "Company"), you should at once hand this document and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

CATHAY PACIFIC AIRWAYS LIMITED

國泰航空有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 293

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
BUY BACK SHARES**



Executive Directors:

HEALY, Patrick, *Chairman*

TANG, Kin Wing Augustus, *Chief Executive Officer*

HUGHES, Gregory Thomas Forrest, *Chief Operations and Service Delivery Officer*

LAM, Siu Por Ronald, *Chief Customer and Commercial Officer*

SHARPE, Rebecca Jane, *Chief Financial Officer*

Non-Executive Directors:

SONG, Zhiyong, *Deputy Chairman*

MURRAY, Martin James

SWIRE, Merlin Bingham

SWIRE, Samuel Compton

XIAO, Feng

ZHANG, Zhuo Ping

ZHAO, Xiaohang

Independent Non-Executive Directors:

CHAN, Bernard Charnwut

HARRISON, John Barrie

MILTON, Robert Aaron

TUNG, Lieh Cheung Andrew

Registered Office:

33rd Floor

One Pacific Place

88 Queensway

Hong Kong

A Chinese translation of this circular is available upon request from the Company's Registrars.
本通函之中文譯本於公司之股份登記處備索。

8th April 2021

To the shareholders

Dear Sir or Madam,

NOTICE OF MEETING

1. Notice of the annual general meeting ("AGM") for 2021 is set out on pages 5 to 6 of this circular. Enclosed with this circular is a form of proxy for use at that meeting. Whether or not you intend to be present at the AGM you are requested to complete the form of proxy and return it to the Registrars of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding that meeting.
2. The completion of a form of proxy and returning it to the Registrars of the Company will not preclude you from attending and voting in person at the meeting and, in such event, the appointment of the proxy will be deemed to be revoked.

COVID-19

3. **The AGM is being held at the JW Marriott Hotel Hong Kong. We understand that the hotel may refuse entry to the hotel by persons who fail temperatures checks. Persons so refused entry to the hotel will not be able to attend the AGM. Persons attending the AGM will be required to wear surgical face masks on entry to and throughout the meeting. Additional precautionary safety measures may also be adopted. Shareholders are in any event asked (i) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (ii) to follow any guidelines or requirements of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the AGM and (iii) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19. No refreshments will be served at the AGM. As a precautionary safety measure, seating at the AGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for shareholders to attend the AGM. Shareholders are reminded that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. They may (as indicated in paragraph 1 above) appoint proxies to vote on their behalf.**

GENERAL MANDATES

4. At the AGM of the Company held on 23rd June 2020, ordinary resolutions were passed giving general mandates to Directors (i) to make on-market share buy-backs (within the meaning of the Code on Share Buy-backs) of up to 10 per cent of the number of shares of the Company in issue at 23rd June 2020; and (ii) to allot, issue and otherwise deal with additional shares equal to 20 per cent of the number of shares of the Company in issue at 23rd June 2020 provided that the aggregate number of the shares which may be allotted wholly for cash shall not exceed 5 per cent of the number of shares in issue at 23rd June 2020.
5. At the extraordinary general meeting of the Company held on 13th July 2020, an ordinary resolution was passed to grant a new general mandate to Directors to allot, issue and deal with additional shares, to grant rights to subscribe for, or convert any security into shares (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares), not exceeding 20 per cent of the aggregate number of shares of the Company in issue at 13th July 2020, and the mandate referred to in paragraph 4 (ii) was cancelled with effect from 13th July 2020.

6. Under the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), these general mandates lapse at the conclusion of the forthcoming AGM, unless renewed at that meeting. Resolutions (Resolutions 3 and 4) will be proposed to renew the mandates for on-market share buy-backs and issues of additional shares. The Explanatory Statement required by the Listing Rules to be sent to shareholders in connection with the proposed buy-back resolution is set out in the Appendix to this circular.

ELECTION / RE-ELECTION OF DIRECTORS

7. In relation to Resolution 1, Gregory Hughes, Samuel Swire and Zhao Xiaohang will retire from office at the AGM for 2021 and will offer themselves for re-election in accordance with Article 93 of the Company's Articles of Association. Martin Murray and Rebecca Sharpe, having been appointed as Directors of the Company since the last AGM, will also retire at the AGM for 2021 and will offer themselves for election in accordance with Article 91 of the Company's Articles of Association.
8. On 10th March 2021, the Board, having reviewed the Board's composition, nominated Gregory Hughes, Martin Murray, Rebecca Sharpe, Samuel Swire and Zhao Xiaohang for recommendation to shareholders for election/re-election at the AGM for 2021. The nominations were made in accordance with objective criteria (including gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and the legitimate interests of the Company's principal shareholders), with due regard for the benefits of diversity, as set out in the board diversity policy. The Board had also taken into account the respective contributions of Gregory Hughes, Martin Murray, Rebecca Sharpe, Samuel Swire and Zhao Xiaohang to the Board and their firm commitment to their roles.
9. Separate resolutions will be proposed for the election/re-election of these Directors. Their particulars and interests in the shares of the Company are provided in the "Directors and Officers" and the "Directors' Report" sections in the Company's Annual Report 2020 which accompanies this circular. Other than as disclosed therein, they are not related to any Director, member of the senior management or substantial shareholders of the Company.
10. Each of the persons proposed for election/re-election as Directors has entered into a letter of appointment, which constitutes a service contract, with the Company. In accordance with the Company's Articles of Association, they will retire at the third AGM after election/re-election and will be eligible for re-election.
11. Martin Murray, Samuel Swire and Zhao Xiaohang are Non-Executive Directors. Martin Murray and Samuel Swire do not receive any emolument or Director's fees from the Company. Zhao Xiaohang is entitled to the Director's fees determined by the Board, currently fixed at the level of HK\$575,000 per annum. The remuneration of each of Gregory Hughes and Rebecca Sharpe is determined in accordance with policies reviewed by the Remuneration Committee.
12. The Company's remuneration policy and the fees paid to Directors are set out in the "Corporate Governance Report" section of the Annual Report 2020 and particulars of all the Directors' remuneration are given in note 25 to the Financial Statements.
13. Save for the information set out in paragraphs 7 to 12 above, there is no information to be disclosed pursuant to any of the requirements of paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that needs to be brought to the attention of shareholders in respect of the persons proposed for election/re-election as Directors at the AGM for 2021.
14. Your Directors believe that the proposals described in this document are in the interests of the Company and its shareholders and accordingly recommend you to vote in favour of all of the resolutions to be proposed at the AGM for 2021.

Yours faithfully,
Patrick Healy
Chairman

APPENDIX

The following is the Explanatory Statement required to be sent to shareholders under the Listing Rules in connection with the proposed general mandate for buy-backs of shares and also constitutes the Memorandum required under section 239 of the Companies Ordinance.

1. It is proposed that up to 10 per cent of the Company's shares in issue at the date of the passing of the resolution to approve the general mandate may be bought back. As at 18th March 2021, the latest practicable date for determining such figure, the number of shares in issue was 6,437,200,203. On the basis of this figure (and assuming no shares are issued or bought back after 18th March 2021 and up to the date of passing such resolution) the Directors would be authorised to buy back up to 643,720,020 shares.

2. The Directors believe that the ability to buy back shares is in the interests of the Company and its shareholders.

Buy-backs may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are seeking the grant of a general mandate to buy back shares to give the Company the flexibility to do so if and when appropriate. The number of shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

3. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.
4. There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its published audited financial statements for the year ended 31st December 2020) in the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.
5. There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of Directors who have a present intention, in the event that the general mandate is granted by shareholders, to sell shares to the Company.
6. The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back its own shares pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong. The Directors will also exercise such power in accordance with the Articles of Association of the Company.
7. If as the result of a buy-back of shares a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Hong Kong Code on Takeovers and Mergers ("Takeovers Code"). As a result, a shareholder, or group of shareholders acting in concert could, depending on the level of increase of shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy-backs pursuant to the general buy-back mandate, save that in the event of full exercise of the buy-back mandate and the maintenance by Air China Limited and Swire Pacific Limited of their present respective holdings of 1,930,516,334 shares and 2,896,753,089 shares of the Company (amounting to approximately 29.99% and 45.00% respectively of the votes attaching to the total number of issued shares of the Company):

- (a) the percentage of the votes attaching to the shares owned by Air China Limited would increase to more than 30% and accordingly Air China Limited may be obliged to make a general offer for all of the issued shares of the Company not owned by it;
- (b) the percentage of the votes attaching to the shares owned by Swire Pacific Limited would increase by more than 2% and accordingly Swire Pacific Limited may be obliged to make a general offer for all of the issued shares of the Company not owned by it; and
- (c) the present aggregate interest in 4,827,269,423 shares of the Company held by Air China Limited, China National Aviation Company Limited and Swire Pacific Limited, parties to the shareholders' agreement relating to the Company dated 8th June 2006, would exceed 75% and the percentage of the Company's total number of issued shares held by the public would fall below 25%.

However, the Directors have no current intention to exercise the buy-back mandate to such an extent as would give rise to this situation.

8. No shares have been bought back by the Company in the previous six months (whether on the Stock Exchange or otherwise).
9. No core connected persons (as defined in the Listing Rules) of the Company have notified it of a present intention to sell shares of the Company to the Company and no such persons have undertaken not to sell any such shares to the Company in the event that the general mandate is granted by shareholders.
10. The highest and lowest prices at which shares of the Company have traded on the Stock Exchange in each of the previous twelve months are as follows:

	Highest (HK\$)	Lowest (HK\$)
March 2020	9.04	6.59
April 2020	8.33	6.93
May 2020	8.10	6.53
June 2020	9.11	6.41
July 2020	6.71	5.17
August 2020	6.44	5.07
September 2020	6.49	5.20
October 2020	6.10	5.23
November 2020	7.63	5.15
December 2020	7.99	7.00
January 2021	7.41	5.95
February 2021	7.76	6.00
March 2021	7.93	6.94

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that an ordinary general meeting of the shareholders of Cathay Pacific Airways Limited, being the annual general meeting for 2021, will be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12th May 2021 at 10:00 a.m. to receive the report of the Directors and the audited financial statements for the year ended 31st December 2020 and:

1. To elect/re-elect Directors.
2. To re-appoint auditors and authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions:

Ordinary Resolutions

3. 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 buy-backs (within the meaning of the Code on Share Buy-backs) be approved;
- (b) the aggregate number of shares which may be bought back pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the number 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;
- (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.

4. 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, to grant rights to subscribe for, or convert any security into shares (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any 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;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue; or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares; or (iii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares, shall not exceed 20 per cent of the number 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;
- (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

“Rights Issue” means an offer of shares or an offer or issue of options, warrants or other securities giving the right to subscribe for, or of securities convertible into, shares, to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

By Order of the Board
Paul Chow
Company Secretary

Hong Kong, 8th April 2021

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 Company’s Registrars, 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 7th May 2021 to 12th May 2021, both days inclusive. In order to be entitled to attend and vote at the annual general meeting, all transfers should be lodged with the Company’s Registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 6th May 2021.
4. The Directors to be elected/re-elected are Gregory Hughes, Martin Murray, Rebecca Sharpe, Samuel Swire and Zhao Xiaohang. Separate resolutions will be proposed for their election/re-election.
5. Each of the resolutions set out in this notice will be voted on by poll.
6. Shareholders 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.