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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)

### **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;
- (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**  
國泰航空有限公司  
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.

As at the date of this announcement, the Directors of the Company 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.