



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 May 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Cathay Pacific Airways Limited 國泰航空有限公司

Date Submitted: 03 June 2024

I. Movements in Authorised / Registered Share Capital Not applicable

Remarks:

After the new Companies Ordinance (Cap 622 of the Laws of Hong Kong) came into operation on 3 March 2014, Cathay Pacific Airways Limited 國泰航空有限公司, a company incorporated in Hong Kong, no longer has an authorised share capital and par value of shares.

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00293	Description	Not applicable			
Balance at close of preceding month			6,437,900,319			
Increase / decrease (-)			246,305			
Balance at close of the month			6,438,146,624			

2. Class of shares	Preference shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Not applicable			
Balance at close of preceding month			97,500,000			
Increase / decrease (-)			0			
Balance at close of the month			97,500,000			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00293					
Description of Warrants	Currency	Nominal value at close of preceding month	Movement during the month		Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto (B)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). 416,666,666 unlisted warrants issued on 12 August 2020	HKD					0	440,180,586
Stock code of the Warrant (if listed on SEHK) (Note 1)							
Subscription price	HKD	4.43					
Date of expiry	11 August 2025						
General Meeting approval date (if applicable)	13 July 2020						

Total B (Ordinary shares): 0

Remarks:

On 9 June 2020, the Company entered into a subscription agreement (the "Subscription Agreement") with Aviation 2020 Limited ("Subscriber") pursuant to which the Company has agreed to issue to the Subscriber 416,666,666 warrants, which will entitle the Subscriber to subscribe for up to 416,666,666 fully paid ordinary shares of the Company ("Ordinary Shares") at the warrant exercise price of HK\$4.68 per Ordinary Share. The Subscription Agreement and the issue of warrants and the allotment and issue of warrant shares have been approved by the shareholders of the Company at the Extraordinary General Meeting held on 13 July 2020. The issue of 416,666,666 warrants to the Subscriber has been completed on 12 August 2020. Please refer to the Company's announcement dated 9 June 2020, circular dated 19 June 2020 and announcement dated 12 August 2020 for details. The warrant exercise price has been adjusted from HK\$4.68 per Ordinary Share to HK\$4.43 per Ordinary Share with effect from 6 April 2024. Upon such adjustment, the maximum number of Ordinary Shares to be issued by the Company upon the exercise of the subscription rights attaching to the warrants has been increased from 416,666,666 Ordinary Shares to 440,180,586 Ordinary Shares. Please refer to the Company's announcement dated 13 March 2024 for details.

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00293					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). HK\$6,740,000,000 2.75% guaranteed convertible bonds due 2026	HKD	6,734,000,000	Converted	-2,000,000	6,732,000,000	246,305	829,064,039
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)	40580						
Subscription/Conversion price	HKD	8.12					
General Meeting approval date (if applicable)							

Total C (Ordinary shares): 246,305

Remarks:

On 27 January 2021 (after trading hours), Cathay Pacific Finance III Limited, a wholly-owned subsidiary of the Company, as the Issuer, the Company as the Guarantor, and BNP Paribas Securities (Asia) Limited, BOCI Asia Limited, The Hongkong and Shanghai Banking Corporation Limited and Morgan Stanley & Co. International plc as the Managers, entered into the Subscription Agreement in relation to the issuance of 2.75% guaranteed convertible bonds (the "Bonds") in a principal amount of HK\$6,740,000,000. Assuming full conversion of the Bonds at the initial conversion price of HK\$8.57 per Ordinary Share, the Bonds will be convertible into 786,464,410 Ordinary Shares. Please refer to the Company's announcements dated 28 January 2021 and 8 February 2021 for details. The conversion price of the Bonds has been adjusted from HK\$8.57 per Ordinary Share to HK\$8.12 per Ordinary Share with effect from 6 April 2024. Upon such adjustment, the maximum number of Ordinary Shares to be issued by the Company upon full conversion of the outstanding Bonds has been increased from 785,764,294 Ordinary Shares to 829,310,344 Ordinary Shares. Please refer to the Company's announcement dated 13 March 2024 for details.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable**(E). Other Movements in Issued Share** Not applicableTotal increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 246,305

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under Rule 13.25A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, it has been duly authorised by the board of directors of the issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Joanna Lai

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"