



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 January 2025

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 February 2025

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 and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes
Stock code (if listed)	00293	Description	Not applicable		
	Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month	6,439,409,250	0	6,439,409,250		
Increase / decrease (-)	0				
Balance at close of the month	6,439,409,250	0	6,439,409,250		

III. Details of Movements in Issued Shares and/or Treasury Shares

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

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes		
Stock code (if listed)	00293	Description					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1). HK\$6,740,000,000 2.75% guaranteed convertible bonds due 2026	HKD	6,722,000,000	Cancelled	-4,558,000,000	2,164,000,000		273,232,323
Type of the Convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)	40580						
Subscription/Conversion price	HKD	7.92					
General Meeting approval date (if applicable)							

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (CC1)

Decrease in treasury shares: _____ Ordinary shares (CC2)

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 would 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 was 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 was 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. The conversion price of the Bonds has been further adjusted from HK\$8.12 per Ordinary Share to HK\$7.92 per Ordinary Share with effect from 7 September 2024. Upon such further adjustment, the maximum number of Ordinary Shares to be issued by the Company upon full conversion of the outstanding Bonds has been increased from 829,064,039 Ordinary Shares to 850,000,000 Ordinary Shares. Please refer to the Company's announcement dated 7 August 2024 for details.

On 14 November 2024 (after close of market), the Issuer, the Company, and BNP Paribas Securities (Asia) Limited, BOCI Asia Limited, The Hongkong and Shanghai Banking Corporation Limited and Morgan Stanley & Co. International Plc as the Joint Dealer Managers entered into the Dealer Manager Agreement in relation to the proposed repurchase of the Bonds by the Issuer (the "Repurchase"). Please refer to the Company's announcements dated 14 November 2024, 15 November 2024 and 20 December 2024 for details.

As at 2 January 2025, the Issuer repurchased HK\$4,558,000,000 in aggregate principal amount of the Bonds under the Repurchase and all of such Bonds were cancelled on the same date ("Cancellation"), and the outstanding principal amount of the Bonds is HK\$2,164,000,000. Please refer to the Company's announcement dated 2 January 2025 for details.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	_____	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	_____	Ordinary shares

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

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares 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 5);
- (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 all 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, sale or transfer;
- (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. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable 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, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.