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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 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Cathay Pacific Airways Limited (the “**Company**”), being the annual general meeting for 2026, will be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 13th May 2026 at 9:00 a.m. to receive the report of the Directors and the audited financial statements for the year ended 31st December 2025 and:

1. To elect or 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) of this Resolution, 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 generally and unconditionally approved;
  - (b) the aggregate number of shares which may be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the number of shares in issue at the date of passing this Resolution (subject to adjustment in the case of any consolidation or subdivision of shares after the date of passing of 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;

references to “shares” include securities which carry a right to subscribe for or purchase shares; and

treasury shares shall be excluded from the calculation of the number of shares of the Company in issue.

4. THAT:

- (a) subject to paragraph (b) of this Resolution, 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 generally and unconditionally 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) of this Resolution, 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 (subject to adjustment in the case of any consolidation or subdivision of shares after the date of passing of this Resolution);
- (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;

“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);

treasury shares shall be excluded from the calculation of the number of shares of the Company in issue; and

any reference to an allotment, issue, grant or offer of, or dealing with, shares of the Company shall include a sale or transfer of treasury shares of the Company to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all applicable laws and regulations.

**Special Resolutions**

5. THAT:

- (a) the revised Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association; and
- (b) any one of the Directors or the Company Secretary be 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, matters and things as he/she may in his/her absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.

6. 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 in the credit standing to the share capital account of the Company by an amount of HK\$6,969,273,804 (the “Proposed Capital Reduction”) be and is hereby approved and the Directors be and are hereby authorised to apply the credit arising from the Proposed Capital Reduction to a capital reduction reserve account of the Company, and such reserve arising from the Proposed Capital Reduction is to be regarded as realized profit pursuant to Section 214 of the Companies Ordinance;
- (b) the approval and authorisation in paragraph (a) of this Special Resolution shall be conditional upon either (i) there being no application (“Application”) to the Court of First Instance of the High Court of Hong Kong (the “Court”) for cancellation of this Special Resolution by creditors or members of the Company within five (5) weeks of the date of this Special Resolution; or (ii) if there is any Application, the Court (or any relevant appeal court) making an order to confirm this Special Resolution;
- (c) if an Application is made and the Court (or any relevant appeal 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 or the Company Secretary 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, matters and things and to execute all such further documents or deeds as he/she may, in his/her absolute discretion, consider necessary, expedient or desirable to give effect to or complete 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, 20th April 2026

**Notes:**

- 1. Any member entitled to attend and/or vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- 2. All forms of proxy must be deposited with the Company’s share 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. In calculating the period mentioned for depositing the form of proxy, no account is to be taken of any part of a day that is a public holiday.
- 3. The register of members will be closed from Friday, 8th May 2026 to Wednesday, 13th May 2026, 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 share 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, 7th May 2026.
- 4. The Directors who will retire are Ronald Lam, Lavinia Lau, Liu Tiexiang, Gordon McCallum, Alexander McGowan, Christoph Mueller, Merlin Swire and Xiao Feng. Separate resolutions will be proposed for their election or re-election (as the case may be). Patrick Healy and Sun Yuquan will retire with effect from the conclusion of the annual general meeting and do not offer themselves for re-election.
- 5. Each of the resolutions set out in this notice will be voted on by poll.

6. If a Typhoon Warning Signal No. 8 or above is hoisted or a Black Rainstorm Warning is in force in Hong Kong, or “extreme conditions” are announced by the Hong Kong Government at any time between 6:00 a.m. to 9:00 a.m. on the date of the annual general meeting, the meeting may be postponed to a later date and/or time as determined by the Company. If the annual general meeting is postponed, the Company will, as soon as practicable, post an announcement on the websites of both the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cathaypacific.com](http://www.cathaypacific.com)) to notify shareholders of the postponement (however, a failure to post such a notice shall not affect the postponement of such meeting). Shareholders may also call the share registrars’ hotline on (852) 2862 8688 for enquiries. When the date, time and location of the rescheduled meeting have been fixed, the Company will post a further announcement on the websites of the Company and the Stock Exchange to notify shareholders of such information.
7. 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.
8. The Company may announce further updates on the annual general meeting arrangement on the Company’s website ([www.cathaypacific.com](http://www.cathaypacific.com)) as and when appropriate.

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: Liu Tiexiang (Deputy Chair), Guy Bradley, Gordon McCallum, Sun Yuquan, Merlin Swire, Augustus Tang, Wang Mingyuan, Xiao Feng;

Independent Non-Executive Directors: Bernard Chan, Lily Cheng, Christoph Mueller and Wang Xiao Bin.