



**Cathay Pacific Airways Limited**  
 Company Secretary's Department  
 35th Floor, Two Pacific Place  
 88 Queensway, Hong Kong  
 Telephone: (852) 2840 8873  
 Facsimile : (852) 2845 5445  
 www.cathaypacific.com

03 MAY 30 AM 7:21

Our Ref.: CSA/CPA6/5(e)

15<sup>th</sup> May 2003

Securities and Exchange Commission,  
 Office of International Corporate Finance  
 Division of Corporation Finance,  
 450 Fifth Street, N.W.,  
 Washington, DC 20549,  
 U.S.A.



SUPPL

Dear Sirs,

**Cathay Pacific Airways Limited**  
**File No. 82-1390**

Pursuant to our obligations under Rule 12g3-2(b) of the Securities and Exchange Act of 1934, we are pleased to file the attached Ordinary Resolutions passed at the Annual General Meeting held on 14<sup>th</sup> May 2003.

Yours faithfully,  
 For CATHAY PACIFIC AIRWAYS LIMITED

David Fu  
 Deputy Company Secretary

PROCESSED  
 JUN 19 2003  
 THOMSON FINANCIAL

DF/ic  
 Encl.  
 ic\final\Letter-After AGM

c.c. Mr. Bryan Ho, Assistant Treasurer, The Bank of New York (By fax: 001-1-212-5713050)

Handwritten initials and date: DW 6/12



Company No.: 2672

THE COMPANIES ORDINANCE  
ORDINARY RESOLUTIONS  
OF  
**CATHAY PACIFIC AIRWAYS LIMITED**

---

Passed on 14<sup>th</sup> May 2003

---

At the Annual General Meeting of the Shareholders of the Company duly convened and held in the McKinley Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 14<sup>th</sup> May 2003, the following resolutions were passed as Ordinary Resolutions:

4. 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 repurchases (within the meaning of the Code on Share Repurchases) be approved;
- (b) the aggregate nominal amount of the Company's shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the 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.

5. THAT:

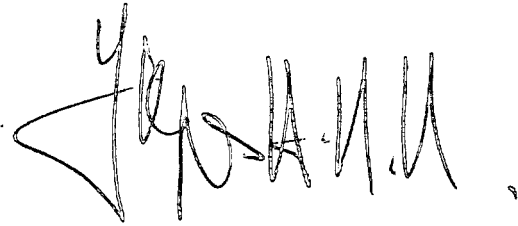
- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares and to make or grant offers, agreements and options which will or might require the exercise of such powers during or after the end of the Relevant Period be approved;
- (b) the aggregate nominal amount 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, shall not exceed the aggregate of (aa) 20 per cent of the aggregate nominal amount of the shares in issue at the date of passing this Resolution plus (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the 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; and
- (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 to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).

6. THAT the Directors be authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 5 in the notice convening this meeting in respect of the shares referred to in sub-paragraph (bb) of paragraph (b) of such resolution.



J.W.J. Hughes-Hallett  
Chairman



ic\final\Resolution