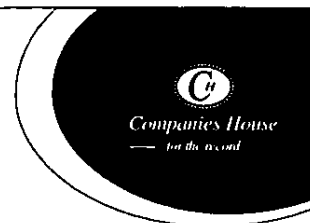


OS MG03

Statement that part (or the whole) of the property
charged (a) has been released from the charge; (b)
no longer forms part of the company's property, for
an overseas company



☒ **What this form is for**
You may use this form to
register a statement that part
or the whole of the property
has a) been released from the
charge or b) ceased to form
part of the property

☐ **What this form is NOT for**
You cannot use this form to
register a statement for a
company registered inside
the UK To do this, please use
form MG04 or MG04s

MONDAY



A26 *A2DNE4WX* 29/07/2013 #173
COMPANIES HOUSE

1 Company details

Company number F C 0 1 0 6 1 7

Company name in full Cathay Pacific Airways Limited (the "Assignor")

For official use
(49)
→ Filling in this form
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Creation of charge

Date charge created d² d³ m¹ m¹ y² y⁰ y⁰ y⁵

Description ① Security Assignment in respect of one (1) Boeing 747-400 aircraft
manufacturer's serial no 21528 Hong Kong registration mark B-HKF

Date of registration ② d⁰ d¹ m¹ m² y² y⁰ y⁰ y⁵

- ① You should give a description of
the instrument (if any) creating or
evidencing the charge, e.g 'Legal
charge or 'Standard security'
- ② The date of registration may be
confirmed from the certificate

3 Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the
debenture holders

Name Please see continuation sheet

Address 7-8F, One International Finance Centre, 1 Harbour View Street,
Central, Hong Kong

Postcode

Name

Address

Postcode

Name

Address

Postcode

Continuation page
Please use a continuation page if
you need to enter more details.

OS MG03

Statement that part (or the whole) of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property, for an overseas company

4

Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Continuation page
Please use a continuation page if you need to enter more details.

Short particulars

The Assignor hereby assigns absolutely to the Assignee by way of security and with full title guarantee all of its right, title, interest and benefit in and to the Assigned Property

The Assignment contains covenants for further assurance

The Assignment contains a negative pledge

(Definitions of capitalised terms used in this form MG03, but not defined otherwise, as set out on the attached continuation pages)

5

Property released or ceased to belong to the company

I confirm that with respect to the charge described above that ①

- ☐ part of the property
☒ the whole of the property

has ①

- ☒ been released from the charge
☐ ceased to form part of the company's property or undertaking
☐ been released from the charge and ceased to form part of the company's property

① Please tick one box only

6

Floating charge ②

I, being the creditor or person authorised to act on behalf of the creditor, am entitled to the benefits of the floating charge and verify that the particulars above relating to the charge are correct

Signature ③

Signature

X

X

② This statement **MUST** be completed. If the statement cannot be readily obtained, a direction from the court is required to be submitted with this form

③ This must be signed by a creditor or person authorised to act on behalf of the creditor

7

Signature

Please sign the form here

Signature

Signature

X Allen & Overy LLP X

This form must be signed by a person with an interest in the registration of the charge

OS MG03

Statement that part (or the whole) of the property charged (a) has been released from the charge; (b) no longer forms part of the company's property, for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Ref YH/RONJ/0015586-00000087

Company name Allen & Overy LLP

Address One Bishops Square

Post town London

County/Region

Postcode E 1 6 A D

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have correctly completed the charge details in Section 2
- ☐ You have given the name and address of the chargee, or trustee for the debenture holders
- ☐ You have completed the details of the short particulars of the property charged
- ☐ You have completed both parts of Section 5
- ☐ The creditor or a person authorised to act on behalf of the creditor has signed the form in Section 6 (if applicable)
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

CONTINUATION SHEET -MG03
CATHAY PACIFIC AIRWAYS LIMITED

(Company No. FC010617)

Security Assignment

Section 3 - Name of chargee(s), or trustee(a) for the debenture holders

Sumitomo Mitsui Banking Corporation in its capacity as security trustee for and on behalf of the Finance Parties (the "Mortgagee")

Definitions of capitalised terms used in this form MG03

Assigned Property means all the Assignor's rights, title and interest, present and future, actual and contingent in and to (a) the Insurances and (b) the Requisition Compensation

Compulsory Acquisition means requisition for title or other compulsory acquisition, capture, seizure, deprivation confiscation or detention for any reason of an Aircraft by any Governmental Agency whether in the State of Registration or otherwise, whether de factor or de jure, but shall exclude requisitions for use or hire not involving requisition of title

Facility Agent means Bank of China (Hong Kong) Limited in its capacity as facility agent of the Lenders

Governmental Agency means any government or governmental, semi-governmental or juridical entity or authority, including any self-regulatory organisation established under statute or any stock exchange

Insurances mean (i) the proceeds of all policies and contracts of insurances relating to the Aircraft, including both existing policies and contracts and those entered into in the future, which are required to be maintained in accordance with the terms of the Loan Agreement and (ii) the right to make claims under all such policies and contracts of insurance (other than in respect of liability insurance)

Lenders mean the financial institutions named in Part A of Schedule 1 of the Loan Agreement

Loan Agreement means the loan agreement dated 18 November 2005 and made between the Borrower, the Assignee, the Facility Agent and the Lenders, under which the Lenders agreed to make available a loan facility of up to an aggregate amount of \$260,000,000 to the Assignor in connection with the financing of the Aircraft and the Other Aircraft.

Other Aircraft means the Boeing 747-400F freighter with manufacturer's serial number 34150 and the Boeing 777-300 aircraft with manufacturer's serial number 34243

Requisition Compensation means all moneys or other compensation from time to time payable in respect of the Compulsory Acquisition of the Aircraft

State of Registration means, in relation to an Aircraft, Hong Kong or any other state in which such Aircraft is registered pursuant to Clause 15.3 (*Registration*) and Schedule 11 (*Registration*).