

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



Companies House

☒ **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

THURSDAY



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21/01/2016

#311

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")

46 For official use

→ 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 relating to the financing of one (1) Boeing Model
747-400F Aircraft with Manufacturer's Serial No 34150

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 Sumitomo Mitsui Banking Corporation (the "Assignee")

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

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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's rights, 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 OS MG03, but not defined otherwise, as set out in 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

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

Signature ①

Signature

X

X

① 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

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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 **Sean Zhang**

Company name **Allen & Overy LLP**

Address **Allen & Overy LLP, 15F, Phase II**

Shanghai IFC, Pudong, Shanghai

Post town

County/Region **China**

Postcode

2	0	0	1	2	0
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Country **China**

DX

Telephone **+86 21 2036 7059**



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

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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

Short particulars

Definitions of capitalised terms used in this form MG03

"Aircraft" means the Boeing 747-400F aircraft with manufacturer's serial number 34150 and Hong Kong registration mark B-HUQ

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

"Assignment" means the security assignment referred to in Section 2 of this form MG03, as the same may be amended, novated or supplemented from time to time by agreement in writing executed by the parties thereto and (where relevant) consented to by the Manufacturer

"Collateral" means all of the Warranties and any and all rights of the Assignor (as "Buyer") under the Purchase Agreement to compel performance of the same and the Assignor's right, title and interest in and to any recovery or benefit resulting from the enforcement of such rights under the Warranties including without limitation (a) all claims for damages in respect of the Aircraft arising as a result of a default by the Manufacturer under the Warranties and (b) any and all rights of the Assignor to compel performance of or be indemnified against non-compliance by the Manufacturer with the Warranties,

"Compulsory Acquisition" means requisition for title or other compulsory acquisition, capture, seizure, deprivation confiscation or detention for any reason of the Aircraft or the Other 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 Sumitomo Mitsui Banking Corporation 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 Assignor as borrower, the Assignee as security trustee, 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

"Manufacturer" means The Boeing Company, a corporation formed and existing under the laws of the State of Delaware, United States of America and its successors and assigns

"Original Purchase Agreement" means the purchase agreement number 2255 dated 25 May 2000 entered into between Cathay Pacific Aircraft Services Limited and the Manufacturer as amended and supplemented from time to time

"Other Aircraft" means the Boeing 747-400 aircraft with manufacturer's serial number 25128 and the Boeing 777-300 aircraft with manufacturer's serial number 34243

"Purchase Agreement" means the Original Purchase Agreement as assigned to the Assignor pursuant to the Purchase Agreement Assignment

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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

Short particulars

"Purchase Agreement Assignment" means the purchase agreement assignment dated 14 February 2005 between Cathay Pacific Aircraft Services Limited and the Assignor in respect of the Aircraft

"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 the Aircraft or the Other Aircraft, Hong Kong or any other state in which such Aircraft is registered pursuant to Clause 15 3 (Registration) of and Schedule 11 (Registration) to the Loan Agreement

"Warranties" means any and all unexpired warranties, indemnities, representations and other rights given or extended by the Manufacturer under Exhibit B, Product Assurance Document, to the Original Purchase Agreement with respect to the Aircraft