

DIRECTORS AND OFFICERS

EXECUTIVE DIRECTORS

James Hughes-Hallett, aged 52, has been a Director of Cathay Pacific Airways Limited ("the Company") since July 1998. He was appointed Chairman of the Board in June 1999. He is also Chairman of Swire Pacific Limited, Swire Properties Limited and John Swire & Sons (H.K.) Limited. He joined the Swire Group in April 1976 and in addition to Hong Kong he has worked for the Group in Japan, Taiwan and Australia.

Robert Atkinson, aged 48, has been Finance Director of the Company since June 1997. He joined the Swire Group in 1979 and in addition to Hong Kong has also worked for the Group in Japan, the United Kingdom and the United States of America. He is also a Director of AHK Air Hong Kong Limited.

Ken Barley, aged 57, has been Director Flight Operations since December 1996. He joined the Company as an aircrew member in 1979 and was previously employed by Air New Zealand after serving as an officer in the Royal Air Force.

Philip Chen, aged 46, has been Director and Chief Operating Officer since 1st July 1998 and was previously Deputy Managing Director. He is also a Director of John Swire & Sons (H.K.) Limited. He joined the Swire Group in 1977.

Derek Cridland, aged 56, has been Engineering Director since April 1998. He joined the Company in 1982 and was previously employed by International Civil Aviation Organisation and British Airways. He is also a Director of Hong Kong Aircraft Engineering Company Limited, AHK Air Hong Kong Limited, Hong Kong Aero Engine Services Limited and Associated Engineers Limited.

David Turnbull, aged 46, has been a Director of the Company since January 1994. He has been Deputy Chairman and Chief Executive since 1st July 1998 and was previously Managing Director. He is also Chairman of Hong Kong Aircraft Engineering Company Limited and a Director of Swire Pacific Limited and John Swire & Sons (H.K.) Limited. He joined the Swire Group in 1976.

Tony Tyler, aged 46, has been Director Corporate Development since December 1996 and was previously Director Service Delivery. He is also a Director of John Swire & Sons (H.K.) Limited, Hong Kong Aircraft Engineering Company Limited and Hong Kong Dragon Airlines Limited and the Chairman of AHK Air Hong Kong Limited. He joined the Swire Group in 1977 and has worked in Australia, the Philippines, Canada, Japan and Europe.

NON-EXECUTIVE DIRECTORS

Robert Adams, aged 58, has been a Director of the Company since July 1996. He is an Executive Director of CITIC Pacific Limited.

Martin Cubbon, aged 44, has been a Director of the Company since September 1998. He is also Finance Director of Swire Pacific Limited, a Director of John Swire & Sons (H.K.) Limited and Swire Properties Limited. He joined the Swire Group in 1986.

Henry Fan, aged 53, has been a Director of the Company since October 1992 except for the period from March to June 1996. He was appointed Deputy Chairman in January 1997. He is Managing Director of CITIC Pacific Limited.

Vernon Moore*, aged 55, has been a Director of the Company since October 1992 except for the period from March to June 1996. He is Deputy Managing Director of CITIC Pacific Limited.

Sir Adrian Swire, aged 70, is Chairman of John Swire & Sons Limited. He has been a Director of the Company since June 1965 and is also a Director of Swire Pacific Limited, John Swire & Sons (H.K.) Limited and HSBC Holdings plc.

DIRECTORS AND OFFICERS

NON-EXECUTIVE DIRECTORS (CONTINUED)

Raymond Yuen, aged 56, has been a Director of the Company since September 1998. He is General Manager, China Affairs for the airline and is also a Director of John Swire & Sons (H.K.) Limited and Hong Kong Dragon Airlines Limited. He joined the Swire Group in 1982.

Carl Yung, aged 33, has been a Director of the Company since March 1997. He is an Executive Director of CITIC Pacific Limited and is also a Director of other companies concerned with infrastructure projects in the PRC. He joined CITIC Pacific Limited in 1993.

Zhang Xianlin, aged 48, has been a Director of the Company since August 1997. He is a Director of China National Aviation Corporation (Group) Limited and Hong Kong Dragon Airlines Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Lee Hon Chiu*, GBS, aged 73, has been a Director of the Company since January 1989. He is a Director of China Unicom Limited, Hang Seng Bank Limited, The Hong Kong & China Gas Company Limited and a number of other companies.

Raymond Or*, aged 52, has been a Director of the Company since February 2000. He is General Manager of The Hongkong and Shanghai Banking Corporation Limited.

* Member of the Audit Committee

EXECUTIVE OFFICERS

James Barrington, aged 42, has been Director Sales and Marketing since March 2000. He joined the Swire Group in 1982.

William Chau, aged 48, has been Director Personnel since May 2000. He joined the Swire Group in 1973.

Robert Cutler, aged 48, has been Director Service Delivery since December 1996. He joined the Swire Group in 1975.

Augustus Tang, aged 43, has been Director Corporate Planning since May 2000. He joined the Swire Group in 1982.

SECRETARY

Paul Moore, aged 44, has been Company Secretary since October 1997. He joined the Swire Group in 1989 and has worked with the Group in Hong Kong and Japan.

DIRECTORS' REPORT

We submit our report and the audited accounts for the year ended 31st December 2001 which are on pages 27 to 61.

ACTIVITIES

The Cathay Pacific Group ("the Group") is predominantly managed and controlled in Hong Kong. As well as operating scheduled airline services, the Group is engaged in other related areas including airline catering, aircraft handling and engineering. The airline operations are principally to and from Hong Kong, which is where most of the Group's other activities are also carried out. Details are set out in note 2 to the accounts.

Details of principal subsidiary companies, their main areas of operation and particulars of their issued capital, and details of principal associated companies are listed on pages 60 and 61.

ACCOUNTS

The profit of the Group for the year ended 31st December 2001 and the state of affairs of the Company and the Group at that date are set out in the accounts on pages 31 to 61.

DIVIDENDS

We recommend the payment of a final dividend of HK¢5 per share for the year ended 31st December 2001. Together with the interim dividend of HK¢12.5 per share paid on 3rd October 2001, this makes a total dividend for the year of HK¢17.5 per share. This represents a total distribution for the year of HK\$582 million. Subject to shareholders' approval of the final dividend at the Annual General Meeting on 15th May 2002, payment of the dividend will be on 3rd June 2002 to shareholders registered on 15th May 2002. The shareholders' register will be closed from 10th May 2002 to 15th May 2002, both dates inclusive.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 22 to the accounts.

ACCOUNTING POLICIES

The principal accounting policies of the Group are set out on pages 27 to 30. A statement of the reasons for a departure from the standard accounting practices laid down by the Hong Kong Society of Accountants is set out in principal accounting policy 4.

DONATIONS

During the year, the Company and its subsidiary companies made charitable donations amounting to HK\$4 million in direct payments and a further HK\$6 million in the form of discounts on airline travel.

FIXED ASSETS

Movements of fixed assets are shown in note 11 to the accounts. Details of aircraft acquisitions and disposals are set out on page 5.

BANK AND OTHER BORROWINGS

The net bank loans, overdrafts and other borrowings, including obligations under finance leases, of the Company and its subsidiary companies are shown in notes 16 and 20 to the accounts.

SHARE CAPITAL

During the year under review, the Company made the following purchases of its shares on The Stock Exchange of Hong Kong Limited ("The Stock Exchange"). These purchases were made for the benefit of the Company and shareholders taking into account relevant factors and circumstances at the time. All the shares purchased were cancelled.

DIRECTORS' REPORT

Month	Number Purchased	Highest Price Paid HK\$	Lowest Price Paid HK\$	Total Paid HK\$
January	17,300,000	14.00	12.10	214,228,178
February	3,700,000	12.55	12.25	45,990,507
Total	21,000,000	14.00	12.10	260,218,685

At 31st December 2001, 3,329,817,848 shares were in issue (31st December 2000: 3,350,621,848 shares).

The Company adopted a share option scheme ("the Scheme") on 10th March 1999 for the purpose of providing flight deck crew of the Group with the incentive to contribute towards the Company's results. All participants of the Scheme were flight deck crew of the Group who paid HK\$1 each in acceptance of their share options and were granted options to subscribe for shares of the Company at a price not less than the higher of 80% of the average of the closing prices of the Company's shares on The Stock Exchange on the 5 trading days immediately preceding the date of grant, and the nominal value of the shares. The maximum number of shares available for issue under the Scheme is 10% of the issued share capital of the Company. The entitlement of each participant has not exceeded 0.32% of the maximum aggregate number of shares in respect of which options have been granted under the Scheme.

Options to subscribe for a total of 68,317,000 shares at the exercise price of HK\$7.47 ("the Exercise Price") per share were granted under the Scheme on the date of grant 15th March 1999. Other than in limited circumstances, the options in relation to 50% of the shares will become exercisable on 15th March 2002, and the balance on 15th March 2004. The options will, except in limited circumstances, be exercisable until 14th March 2009.

During the year under review, 196,000 options were exercised at the Exercise Price (with HK\$10.81 being the weighted average closing share price immediately before the dates on which the options were exercised), 640,000 options at the Exercise Price lapsed, no option was granted under the Scheme and the Company received HK\$1,464,120 in total for the share options exercised. Options to subscribe for 67,134,000 shares (31st December 2000: 67,970,000 shares) were outstanding as at 31st December 2001.

COMMITMENTS AND CONTINGENCIES

The details of capital commitments and contingent liabilities of the Group as at 31st December 2001 are set out in note 32 to the accounts.

AGREEMENT FOR SERVICES

Under an agreement between the 2 parties, the Company reimburses costs and pays fees to John Swire & Sons Limited in exchange for services provided. This agreement can be terminated by either party giving not less than 12 months' notice to take effect on 31st December 2003 or 31st December in any subsequent year. As a director and shareholder of John Swire & Sons Limited, Sir Adrian Swire is interested in this agreement. Edward Scott and Peter Sutch were similarly interested in these capacities.

SIGNIFICANT CONTRACTS

Contracts between the Company and HAECO for the maintenance and overhaul of aircraft and related equipment accounted for approximately 2.8% of the airline's operating costs in 2001. Like the Company, HAECO is an associated company of Swire Pacific Limited; all contracts have been concluded on normal commercial terms in the ordinary course of the business of both parties.

DISPOSAL OF ASSETS

During the year under review, the Group's indirect interest in Equant N.V. was disposed of in exchange for an indirect interest in France Telecom S.A. Details are set out in note 5 to the accounts.

DIRECTORS' REPORT**CONNECTED TRANSACTION**

The following were connected transactions under the Listing Rules (Main Board) of The Stock Exchange.

On 25th February 2002, Maplebeck Limited, a wholly-owned subsidiary of the Company, acquired from Stabilo Limited, a subsidiary of Shun Tak Holdings Limited ("Shun Tak"), their 25% interest in AHK Air Hong Kong Limited ("AHK") for an aggregate consideration of HK\$194,000,000. AHK operates air cargo transportation services to Japan, Korea, Europe and the Middle East. After the transaction, AHK became a wholly-owned subsidiary of the Company.

The Directors of the Company, including the independent non-executive Directors, confirmed that the consideration and the terms of the Agreement were fair and reasonable and were of the best interests for the Shareholders.

In order to facilitate cash management, interest-free loans were made by AHK to its shareholders, being the Company (75%) and Stabilo Limited (25%), amounting to HK\$60 million and HK\$20 million respectively on 16th October 2000. HK\$40 million of the loans were repaid proportionally by AHK's shareholders on 24th September 2001 with the balance being fully repaid on 8th February 2002.

Shun Tak was a connected person of the Company as it had a 25% interest in the Company's subsidiary AHK. Stanley Ho and Andrew Tse, who were directors and shareholders of Shun Tak and Stabilo Limited, were connected persons of the Company because they were directors of AHK.

MAJOR CUSTOMERS AND SUPPLIERS

6.3% of sales and 28.6% of purchases during the year were attributable to the Group's 5 largest customers and suppliers respectively. 1.8% of sales were made to the Group's largest customer while 9.3% of purchases were made from the Group's largest supplier. HAECO is one of the Group's largest suppliers.

DIRECTORS

All the present Directors of the Company whose names are listed on pages 20 to 21 served throughout the year. In addition, Peter Sutch and Edward Scott also served as Directors of the Company during the year. Peter Sutch resigned on 8th August 2001. It is with sadness that the Directors report the death of Edward Scott on 29th January 2002 and of Peter Sutch on 6th March 2002.

During the year, Peter Lee served as alternate director to H.C. Lee. Tony Tyler served as alternate director to Edward Scott until 29th January 2002.

Article 93 of the Company's Articles of Association provides for all the Directors to retire at the third Annual General Meeting following their election by ordinary resolution. In accordance therewith, Martin Cubbon, James Hughes-Hallett, Sir Adrian Swire and Raymond Yuen retire this year and being eligible, offer themselves for re-election.

No Director has a service contract with the Company which is not determinable by the employer within 1 year without payment of compensation (other than statutory compensation).

Directors' fees paid to the independent non-executive Directors during the year totalled HK\$180,000; they received no other emoluments from the Company or any of its subsidiaries.

CORPORATE GOVERNANCE

The Company has complied throughout the year with the Code of Best Practice as set out in the Listing Rules (Main Board) of The Stock Exchange.

DIRECTORS' INTERESTS

At 31st December 2001, the register maintained under Section 29 of the Securities (Disclosures of Interests) Ordinance ("SDI") showed that Directors held the following beneficial interests in the shares of the Company:

DIRECTORS' REPORT

DIRECTORS' INTERESTS (CONTINUED)

	Shares			Total
	Personal	Family	Other	
Philip Chen	9,000	–	–	9,000
Derek Cridland	17,000	–	–	17,000
James Hughes-Hallett	12,000	–	–	12,000
Tony Tyler	5,000	–	–	5,000
Raymond Yuen	9,000	–	–	9,000

Neither during nor prior to the year under review, has any right been granted to, or exercised by, any Director of the Company, or to or by the spouse or minor children of any Director, to subscribe for shares, warrants or debentures of the Company.

Other than as stated above, no Director of the Company held any interest, whether beneficial or non-beneficial, in the share capital or warrants of the Company or any of its associated corporations (within the meaning of the SDI).

At no time during the year did any Director, other than as stated in this report, have a beneficial interest, whether directly or indirectly, in a contract to which the Company, or any of its associated corporations, was a party which was of significance and in which the Director's interest was material.

At no time during the year was the Company or any of its associated corporations, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained under Section 16(1) of the SDI shows that at 31st December 2001 the Company had been notified of the following interests, being 10% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors.

		Remarks
1. John Swire & Sons Limited	1,526,606,246	
2. Swire Pacific Limited	1,526,606,246) Duplications of John Swire
3. John Swire & Sons (H.K.) Limited	1,526,606,246) & Sons Limited's holding
4. CITIC Pacific Limited	859,353,462	
5. Super Supreme Company Limited	787,753,462) Duplication of CITIC Pacific
	6,226,925,662	Limited's holding
Less: Duplications	3,840,965,954	
	2,385,959,708	

AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as Auditors to the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

James Hughes-Hallett

Chairman

Hong Kong, 6th March 2002

AUDITORS' REPORT

To the shareholders of Cathay Pacific Airways Limited (Incorporated in Hong Kong with limited liability)

We have audited the accounts on pages 27 to 61 which have been prepared in accordance with accounting principles generally accepted in Hong Kong, save as explained in accounting policy 4 on page 27.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Hong Kong Companies Ordinance requires the Directors to prepare accounts which give a true and fair view. In preparing accounts which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently, that judgements and estimates are made which are prudent and reasonable and that the reasons for any significant departure from applicable accounting standards are stated.

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the Company and of the Group as at 31st December 2001 and of the Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

KPMG

Certified Public Accountants

Hong Kong, 6th March 2002

PRINCIPAL ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING

The accounts have been prepared in accordance with Statements of Standard Accounting Practice ("HK SSAPs") and Interpretations issued by the Hong Kong Society of Accountants ("HKSA") with the exception of the recognition of certain exchange differences as explained in accounting policy 4 below.

2. BASIS OF CONSOLIDATION

The consolidated accounts of the Group incorporate the accounts of the Company and its subsidiary companies made up to 31st December together with the Group's share of the results and net assets of its associated companies.

The results of subsidiary companies are included in the consolidated profit and loss account and the share attributable to minority interests is deducted from consolidated profit after taxation. Where interests have been bought or sold during the year only those results relating to the period of ownership are included in the accounts.

Goodwill arising on consolidation represents the excess of the cost of subsidiary and associated companies over the fair value of the Group's share of the net assets at the date of acquisition. The Group recognises goodwill arising on consolidation as an intangible asset and amortises it on a straight line basis over its estimated useful economic life not exceeding a period of 20 years.

The carrying amount of goodwill is reviewed annually and is written down if any impairment arises. On disposal of a subsidiary or associated company, the unamortised goodwill is included in the calculation of any gain or loss.

Minority interests in the consolidated balance sheet comprise the outside shareholders' proportion of the net assets of subsidiary companies.

In the Company's balance sheet investments in subsidiary companies are stated at cost less any impairment loss recognised. The results of subsidiary companies are accounted for by the Company on the basis of dividends received and receivable.

3. ASSOCIATED COMPANIES

Associated companies are those companies, not being subsidiary companies, in which the Group holds a substantial long-term interest in the equity share capital and over which the Group is in a position to exercise significant management influence.

The consolidated profit and loss account includes the Group's share of results of associated companies as reported in their accounts made up to 31st December. In the consolidated balance sheet investments in associated companies represent the Group's share of net assets.

In the Company's balance sheet investments in associated companies are stated at cost less any impairment loss recognised and loans to those companies.

4. FOREIGN CURRENCIES

Foreign currency transactions entered into during the year are translated into Hong Kong dollars at the market rates ruling at the relevant transaction dates whilst the following items are translated at the rates ruling at the balance sheet date:

- (i) foreign currency denominated monetary assets and liabilities (including currency derivatives).
- (ii) the balance sheets of foreign subsidiary and associated companies.

PRINCIPAL ACCOUNTING POLICIES

4. FOREIGN CURRENCIES (CONTINUED)

Exchange differences arising on the translation of foreign currencies into Hong Kong dollars are reflected in the profit and loss account except that:

(i) to reduce exposure to exchange rate fluctuations on future operating cash flows the Group arranges borrowings and leasing obligations in foreign currencies such that repayment can be met by anticipated operating cash flows. In addition the Group takes out currency derivatives to hedge anticipated cash flows. Any unrealised exchange differences on these borrowings, leasing obligations, currency derivatives and on related security deposits are recognised directly in equity via the statement of recognised gains and losses. These exchange differences are included in the profit and loss account as an adjustment to revenue in the same period or periods during which the hedged transaction affects the net profit and loss.

Although this complies with International Accounting Standards it does not comply with HK SSAP 11 which requires that all such exchange differences are charged to the profit and loss account immediately. The effect of this departure from HK SSAP 11 is set out in note 22 to the accounts.

(ii) unrealised differences on net investments in foreign subsidiary and associated companies (including intra-Group balances of an equity nature) and related long-term liabilities are taken directly to reserves.

The treatment of exchange differences on foreign currency operating cash flow hedges is supported by that element of International Accounting Standards which deals with accounting for hedge transactions. In the opinion of the Directors this treatment fairly reflects the effects of the Group's foreign currency cash flow hedge arrangements. The matching of foreign currency cash flows is a key risk management tool for the Group's airline operations. The appropriateness of continuing this treatment is assessed regularly, taking into consideration the latest operating cash flow projections of each currency. The Directors consider that the immediate recognition of all such exchange fluctuations in the profit and loss account could materially distort year-on-year results and conclude that the adopted treatment gives a true and fair view of the financial position, financial performance and cash flow of the Group.

5. FIXED ASSETS AND DEPRECIATION

Fixed assets are stated at cost less accumulated depreciation and impairment.

Depreciation of fixed assets is calculated on a straight line basis to write down cost over anticipated useful lives to estimated residual values as follows:

Aircraft and related equipment	over 20 years to residual value of between 0% to 10% of cost.
Other equipment	over 3 to 7 years to nil residual value.
Leasehold land and buildings	over the period of the lease to nil residual value.

Major modifications to aircraft and reconfiguration costs are capitalised as part of aircraft cost and are depreciated over periods of up to 10 years.

The Group's depreciation policy and the carrying amount of fixed assets are reviewed annually taking into consideration factors such as changes in fleet composition, current and forecast market prices and technical factors which affect the life expectancy of the assets. Any impairment in value is recognised by writing down the carrying amount to estimated recoverable amount which is the higher of the value in use (the present value of future cash flows) and the net selling price.

PRINCIPAL ACCOUNTING POLICIES

6. LEASED ASSETS

Fixed assets held under lease agreements that give rights equivalent to ownership are treated as if they had been purchased outright at fair market value and the corresponding liabilities to the lessor, net of interest charges, are included as obligations under finance leases.

Amounts payable in respect of finance leases are apportioned between interest charges and reductions of obligations based on the interest rates implicit in the leases.

Operating lease payments and income are charged and credited respectively to the profit and loss account on a straight line basis over the life of the related lease.

7. DEFEASANCE OF LONG-TERM LIABILITIES

Where long-term liabilities have been defeased by the placement of security deposits, those liabilities and deposits (and income and charge arising therefrom) are netted off, in order to reflect the overall commercial effect of the arrangements. Such netting off has been effected where a right is held to insist on net settlement of the liability and deposit including in all situations of default and where that right is assured beyond doubt.

8. INTANGIBLE ASSETS

Intangible assets comprise goodwill and expenditure on computer system development. The accounting policy for goodwill is outlined in accounting policy 2 on page 27.

Expenditure on computer system development which gives rise to economic benefits is capitalised as part of intangible assets and is amortised on a straight line basis over its useful life not exceeding a period of 4 years.

9. INVESTMENTS

Long-term investments are stated at fair value and any change in fair value is recognised in the investment revaluation reserve. On disposal or if there is evidence that the investment is impaired, the cumulative gain or loss on the investment is transferred from the investment revaluation reserve to the profit and loss account.

10. STOCK

Stock held for consumption is valued at weighted average cost less any applicable allowance for obsolescence. Stock held for disposal is stated at the lower of cost and net realisable value. Net realisable value represents estimated resale price.

11. FUNDS WITH INVESTMENT MANAGERS AND OTHER LIQUID INVESTMENTS

Funds with investment managers and other liquid investments are valued on a mark to market basis and any gain or loss arising from the revaluation is taken to the profit and loss account.

Cash deposits and notes placed in respect of certain leasing and financing arrangements are stated at cost while other investments purchased to meet future leasing obligation repayments are stated at amortised cost.

12. FUEL PRICE DERIVATIVES

The Group uses fuel derivatives to reduce its exposure to fluctuating fuel costs. Gains and losses on these instruments are recognised upon contract expiry as a component of fuel expense during the period the related fuel is used.

PRINCIPAL ACCOUNTING POLICIES

13. DEFERRED TAXATION

Provision is made for deferred taxation using the liability method for all timing differences.

In addition, where initial cash benefits have been received in respect of certain lease arrangements, provision is made for the future obligation to make taxation payments on behalf of the lessors.

14. MAINTENANCE AND OVERHAUL COSTS

Replacement spares and labour costs for maintenance and overhaul of aircraft are charged to the profit and loss account on consumption and as incurred respectively.

15. REVENUE RECOGNITION

Passenger and cargo ticket sales are recognised as revenue when the transportation service is provided. The value of unflown passenger and cargo sales is recorded as unearned transportation revenue. Income from catering and other services is recognised when the services are rendered.

16. RETIREMENT BENEFITS

Arrangements for staff retirement benefits vary from country to country and are made in accordance with local regulations and customs. The significant plans are defined benefit retirement plans and are valued every year using a prospective actuarial valuation method. The Group profit and loss account is charged each year with actuarially determined contributions based on such valuation.

17. FREQUENT-FLYER PROGRAMME

The Group operates a frequent-flyer programme called Asia Miles through a wholly-owned subsidiary company. The incremental cost of providing travel in exchange for redemption of miles earned by members is accrued in the accounts as an operating cost and a future liability after allowing for miles which are not expected to be redeemed. As members redeem awards the incremental liability is reduced to reflect the release of the outstanding obligations.

18. RELATED PARTIES

For the purposes of these accounts parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or entities.

CONSOLIDATED PROFIT AND LOSS ACCOUNT

for the year ended 31st December 2001

	Note	2001 HK\$M	2000 HK\$M	2001 US\$M	2000 US\$M
Turnover					
Passenger services		20,580	22,878	2,638	2,933
Cargo services		8,343	10,136	1,070	1,299
Catering and other services		1,513	1,509	194	194
Total turnover	2	30,436	34,523	3,902	4,426
Expenses					
Staff		(7,629)	(7,482)	(978)	(959)
Route		(6,698)	(6,756)	(858)	(866)
Fuel		(5,313)	(5,770)	(681)	(740)
Aircraft maintenance		(3,234)	(2,920)	(415)	(375)
Depreciation and operating leases		(4,968)	(4,244)	(637)	(544)
Commissions		(539)	(719)	(69)	(92)
Others		(1,223)	(1,343)	(157)	(172)
Operating expenses		(29,604)	(29,234)	(3,795)	(3,748)
Operating profit	3	832	5,289	107	678
Finance charges		(2,668)	(2,731)	(342)	(350)
Finance income		2,097	2,364	269	303
Net finance charges	4	(571)	(367)	(73)	(47)
Profit on sale of investments	5	452	–	58	–
Share of profits of associated companies	14	188	279	24	36
Profit before taxation		901	5,201	116	667
Taxation	6	(202)	(110)	(26)	(14)
Profit after taxation		699	5,091	90	653
Minority interests		(42)	(86)	(6)	(11)
Profit attributable to shareholders	7	657	5,005	84	642
Dividends	8	(1,915)	(1,585)	(246)	(203)
Retained (loss)/profit for the year	9	(1,258)	3,420	(162)	439
Basic earnings per share	10	19.7¢	148.4¢	2.5¢	19.0¢
Diluted earnings per share	10	19.6¢	147.0¢	2.5¢	18.8¢

The US\$ figures are for information only and are translated at HK\$78.

The notes on pages 36 to 61 form part of these accounts.

CONSOLIDATED BALANCE SHEET

at 31st December 2001

	Note	2001 HK\$M	2000 HK\$M	2001 US\$M	2000 US\$M
ASSETS AND LIABILITIES					
Non-current assets and liabilities					
Fixed assets	11	51,660	48,548	6,623	6,224
Intangible assets	12	454	411	58	53
Investments in associated companies	14	1,590	1,532	204	196
Other long-term receivables and investments	15	1,575	2,224	202	285
		55,279	52,715	7,087	6,758
Long-term liabilities		(39,208)	(36,863)	(5,027)	(4,726)
Related pledged security deposits		17,194	17,808	2,205	2,283
Net long-term liabilities	16	(22,014)	(19,055)	(2,822)	(2,443)
Deferred taxation	17	(7,836)	(7,146)	(1,005)	(916)
		(29,850)	(26,201)	(3,827)	(3,359)
Net non-current assets		25,429	26,514	3,260	3,399
Current assets and liabilities					
Stock		587	647	75	83
Trade and other receivables	18	4,778	5,006	613	642
Liquid funds	19	9,764	11,040	1,252	1,415
		15,129	16,693	1,940	2,140
Current portion of long-term liabilities		(3,241)	(2,918)	(416)	(374)
Related pledged security deposits		1,231	1,135	158	146
Net current portion of long-term liabilities	16	(2,010)	(1,783)	(258)	(228)
Trade and other payables	20	(4,556)	(5,619)	(584)	(720)
Unearned transportation revenue		(1,965)	(2,254)	(252)	(289)
Taxation		(626)	(620)	(80)	(80)
		(9,157)	(10,276)	(1,174)	(1,317)
Net current assets		5,972	6,417	766	823
Total assets less current and non-current liabilities		31,401	32,931	4,026	4,222
Minority interests		(93)	(99)	(12)	(13)
Net assets		31,308	32,832	4,014	4,209
CAPITAL AND RESERVES					
Share capital	21	666	670	85	86
Reserves	22	30,642	32,162	3,929	4,123
Shareholders' funds		31,308	32,832	4,014	4,209

The US\$ figures are for information only and are translated at HK\$78.

James Hughes-Hallett

Director

Hong Kong, 6th March 2002

Henry Fan

Director

The notes on pages 36 to 61 form part of these accounts.

COMPANY BALANCE SHEET

at 31st December 2001

	Note	2001 HK\$M	2000 HK\$M	2001 US\$M	2000 US\$M
ASSETS AND LIABILITIES					
Non-current assets and liabilities					
Fixed assets	11	44,635	38,873	5,722	4,984
Intangible assets	12	293	229	38	29
Investments in subsidiary companies	13	13,963	21,377	1,790	2,741
Investments in associated companies	14	76	76	10	10
Other long-term receivables and investments	15	1,361	1,956	174	251
		60,328	62,511	7,734	8,015
Long-term liabilities		(36,261)	(32,862)	(4,649)	(4,213)
Related pledged security deposits		8,260	6,578	1,059	843
Net long-term liabilities	16	(28,001)	(26,284)	(3,590)	(3,370)
Deferred taxation	17	(7,707)	(7,026)	(988)	(901)
		(35,708)	(33,310)	(4,578)	(4,271)
Net non-current assets		24,620	29,201	3,156	3,744
Current assets and liabilities					
Stock		575	635	74	81
Trade and other receivables	18	4,302	4,303	552	552
Liquid funds	19	2,852	1,364	366	175
		7,729	6,302	992	808
Current portion of long-term liabilities		(2,907)	(2,751)	(373)	(353)
Related pledged security deposits		218	76	28	10
Net current portion of long-term liabilities	16	(2,689)	(2,675)	(345)	(343)
Trade and other payables	20	(5,538)	(6,152)	(710)	(789)
Unearned transportation revenue		(1,965)	(2,254)	(252)	(289)
Taxation		(599)	(584)	(77)	(75)
		(10,791)	(11,665)	(1,384)	(1,496)
Net current liabilities		(3,062)	(5,363)	(392)	(688)
Net assets		21,558	23,838	2,764	3,056
CAPITAL AND RESERVES					
Share capital	21	666	670	85	86
Reserves	22	20,892	23,168	2,679	2,970
Shareholders' funds		21,558	23,838	2,764	3,056

The US\$ figures are for information only and are translated at HK\$78.

James Hughes-Hallett

Director

Hong Kong, 6th March 2002

Henry Fan

Director

The notes on pages 36 to 61 form part of these accounts.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st December 2001

	Note	2001 HK\$M	2000 HK\$M	2001 US\$M	2000 US\$M
Net cash inflow from operating activities	23	4,613	8,284	591	1,062
Returns on investments and servicing of finance					
Interest received		139	192	18	24
Dividends received from associated companies		77	65	10	8
Net interest paid		(1,250)	(1,326)	(160)	(170)
Dividends paid – to shareholders	8	(1,915)	(1,585)	(246)	(203)
– to minority interests	24	(48)	(73)	(6)	(9)
Net cash outflow from returns on investments and servicing of finance		(2,997)	(2,727)	(384)	(350)
Tax paid		(348)	(282)	(45)	(36)
Investing activities					
Sales of fixed assets		105	353	13	45
Payments for fixed and intangible assets		(7,305)	(4,307)	(936)	(553)
Net decrease/(increase) in long-term receivables and investments		48	(32)	6	(4)
Receipts from disposal of an associated company		–	22	–	3
Sales of funds with investment managers		2,105	1,105	270	142
Sales/(purchase) of other liquid investments		934	(366)	120	(47)
Net decrease/(increase) in short-term deposits maturing beyond three months		81	(3)	10	–
Repayment of loans from associated companies		4	6	1	1
Net cash outflow from investing activities		(4,028)	(3,222)	(516)	(413)
Net cash (outflow)/inflow before financing		(2,760)	2,053	(354)	263
Financing					
New financing	24	7,970	1,569	1,021	201
Purchases of bonds and security deposits placed	24	(2,640)	(2,068)	(338)	(265)
Loan and finance lease repayments	24	(1,897)	(2,138)	(243)	(274)
Net cash benefit from financing arrangements		1,008	504	129	65
Shares repurchased and issued		(259)	(458)	(33)	(59)
Net cash inflow/(outflow) from financing		4,182	(2,591)	536	(332)
Increase/(decrease) in cash and cash equivalents		1,422	(538)	182	(69)
Cash and cash equivalents at 1st January		1,187	1,786	152	229
Effect of exchange differences		(8)	(61)	(1)	(8)
Cash and cash equivalents at 31st December	25	2,601	1,187	333	152

The US\$ figures are for information only and are translated at HK\$78.

The notes on pages 36 to 61 form part of these accounts.

CONSOLIDATED STATEMENT OF RECOGNISED GAINS AND LOSSES

for the year ended 31st December 2001

	2001 HK\$M	2000 HK\$M
Exchange differences on cash flow hedges		
– recognised during the year	1,231	1,648
– transferred to the profit and loss account	(547)	82
Revaluation (deficit)/surplus recognised during the year	(226)	11
Revaluation surplus transferred to the profit and loss account	(452)	–
Exchange differences on foreign investments	(13)	–
Net (losses)/gains not recognised in the profit and loss account	(7)	1,741
Profit attributable to shareholders	657	5,005
Total recognised gains	650	6,746

RECONCILIATION OF MOVEMENTS IN CONSOLIDATED SHAREHOLDERS' FUNDS

for the year ended 31st December 2001

	2001 HK\$M	2000 HK\$M
Shareholders' funds at 1st January – as previously reported		27,215
Prior period adjustment for dividend		914
Shareholders' funds at 1st January (2000: restated)	32,832	28,129
Total disclosed in statement of recognised gains and losses	650	6,746
Transactions with shareholders		
– Dividends paid (note 8)	(1,915)	(1,585)
– Payment for purchase of Company's shares	(260)	(461)
– Premium received from share options exercised	1	3
Shareholders' funds at 31st December	31,308	32,832

The notes on pages 36 to 61 form part of these accounts.

NOTES TO THE ACCOUNTS

1. NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

The Cathay Pacific Group ("the Group") is predominantly managed and controlled in Hong Kong. As well as operating scheduled airline services, the Group is engaged in other related areas including airline catering, aircraft handling and engineering. The airline operations are principally to and from Hong Kong, which is where most of the Group's other activities are also carried out.

2. TURNOVER

Turnover comprises revenue from transportation services, airline catering and other services provided to third parties.

(a) Primary reporting by geographical segment

Turnover by origin of sale:

	2001 HK\$M	2000 HK\$M
North Asia		
– Hong Kong and Mainland China	10,956	12,676
– Japan, Korea and Taiwan	6,885	8,030
South East Asia and Middle East	3,710	3,938
Europe	3,685	3,991
Pacific and South Africa	5,200	5,888
	30,436	34,523

South East Asia and Middle East includes Singapore, Indonesia, Malaysia, Thailand, Indian sub-continent and Middle East. Europe includes Continental Europe, United Kingdom, Scandinavia, Russia, Baltic and Turkey. Pacific and South Africa includes U.S.A., Canada, Latin America, Australia, New Zealand, Fiji, Southern Africa and Mauritius.

Analysis of turnover and profit by geographical segment:

The analysis of turnover by origin of sale is derived by allocating revenue to the area in which the sale was made. Management considers that it is not meaningful to allocate cost on this basis and accordingly segment results are not disclosed.

Analysis of net assets by geographical segment:

The major revenue-earning asset of the Group is the aircraft fleet which is registered in Hong Kong and is employed across its worldwide route network. Management considers that there is no suitable basis for allocating such assets and related liabilities to geographical segments. Accordingly, segment assets, segment liabilities and other segment information is not disclosed.

NOTES TO THE ACCOUNTS – PROFIT AND LOSS ACCOUNT

2. TURNOVER (CONTINUED)

(b) Secondary reporting by business segment

	2001 HK\$M	2000 HK\$M
Revenue – external sales		
– Passenger services	20,580	22,878
– Cargo services	8,343	10,136
	28,923	33,014
Unallocated revenue		
– Catering and other services	1,513	1,509
	30,436	34,523

The Cathay Pacific Group is engaged in 2 main business segments: in passenger business through Cathay Pacific Airways Limited and in freight traffic (“Cargo”) through Cathay Pacific Airways Limited and AHK Air Hong Kong Limited. Cathay Pacific catering services and other airline supporting services which supplement the Group’s operating business are included in unallocated revenue.

Analysis of net assets by business segment:

The major revenue-earning asset of the Group is the aircraft fleet which is jointly used by the passenger services and cargo services segments. Management considers it is not appropriate to allocate such assets between the 2 segments as there is no suitable basis for so doing. Accordingly, analysis of net assets by business segment is not disclosed.

3. OPERATING PROFIT

Operating profit has been arrived at after charging/(crediting):

	2001 HK\$M	2000 HK\$M
Depreciation of fixed assets		
– Leased	2,417	2,014
– Owned	1,467	1,424
Amortisation of intangible assets	111	93
Operating lease rentals		
– Land and buildings	339	357
– Aircraft and related equipment	753	616
– Others	41	37
Operating lease income		
– Aircraft and related equipment	(160)	(297)
Cost of stock expensed	1,281	1,284
Exchange differences	(100)	166
Auditors’ remuneration	6	6
Income from unlisted investments	(64)	(42)

NOTES TO THE ACCOUNTS – PROFIT AND LOSS ACCOUNT

4. NET FINANCE CHARGES

	2001 HK\$M	2000 HK\$M
Net interest charges		
– Obligations under finance leases	2,471	2,253
– Interest income on related security deposits, notes and bonds	(1,410)	(1,230)
	1,061	1,023
– Bank loans and overdrafts	167	445
– Interest income on related security deposits	(10)	(261)
	157	184
– Other loans and bonds wholly repayable within 5 years	4	7
– Other loans not wholly repayable within 5 years	26	26
	1,248	1,240
Income from liquid funds		
– Funds with investment managers	(393)	(494)
– Bank deposits and investments	(284)	(379)
	(677)	(873)
	571	367

Finance income and charges relating to defeasance arrangements have been netted off in the above figures.

5. PROFIT ON SALE OF INVESTMENTS

During the year, the Group's indirect interest in Equant N.V. was disposed of in exchange for an indirect interest in France Telecom S.A. and the mark to market gain previously recognised in equity has, in accordance with HK SSAP 24, been transferred to the profit and loss account.

6. TAXATION

The taxation charge comprises:

	2001 HK\$M	2000 HK\$M
The Company and its subsidiary companies		
– Hong Kong profits tax	38	32
– Overseas taxation	133	167
– Deferred taxation	45	(9)
– Over provision for prior years	(49)	(114)
	167	76
Associated companies		
– Hong Kong profits tax	22	20
– Overseas taxation	13	14
	202	110

NOTES TO THE ACCOUNTS – PROFIT AND LOSS ACCOUNT

6. TAXATION (CONTINUED)

Hong Kong profits tax is calculated at 16% (2000: 16%) on the estimated assessable profits for the year. Overseas taxation is calculated at rates of tax applicable in countries in which the Group is assessable for tax. Tax provisions are reviewed regularly to take into account changes in legislation, practice and status of negotiations.

7. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

Of the profit attributable to the shareholders, a loss of HK\$268 million (2000 profit: HK\$3,804 million) has been dealt with in the accounts of the Company.

8. DIVIDENDS

	2001 HK\$M	2000 HK\$M
2000 final dividend of HK¢45 per share (1999 final dividend: HK¢27 per share)	1,508	914
2001 interim dividend of HK¢12.5 per share (2000 interim dividend: HK¢20 per share)	416	674
Dividends for purchased shares written back	(9)	(3)
	1,915	1,585

2000 final dividend of HK¢45 per share was proposed on 7th March 2001 and paid on 1st June 2001.

2001 interim dividend of HK¢12.5 per share was proposed on 8th August 2001 and paid on 3rd October 2001.

On 6th March 2002, the Board of Directors proposed a final dividend of HK¢5 per share for the year ended 31st December 2001.

9. RETAINED (LOSS)/PROFIT FOR THE YEAR

	2001 HK\$M	2000 HK\$M
(Loss)/profit for the year retained by		
– The Company	(2,183)	2,219
– Subsidiary companies	849	1,021
– Associated companies	76	180
	(1,258)	3,420

10. EARNINGS PER SHARE

Basic earnings per share and diluted earnings per share are calculated by dividing the profit attributable to shareholders of HK\$657 million (2000: HK\$5,005 million) by the daily weighted average number of shares in issue throughout the year of 3,331 million (2000: 3,372 million) shares and 3,349 million (2000: 3,404 million) shares respectively with the latter adjusted for the effects of the share options.

	2001 Million	2000 Million
Weighted average number of ordinary shares used in calculating basic earnings per share	3,331	3,372
Deemed issue of ordinary shares for no consideration	18	32
Weighted average number of ordinary shares used in calculating diluted earnings per share	3,349	3,404

NOTES TO THE ACCOUNTS – BALANCE SHEETS

11. FIXED ASSETS

	Aircraft and related equipment		Other equipment		Properties	Total HK\$M
	Owned HK\$M	Leased HK\$M	Owned HK\$M	Leased HK\$M	HK\$M	
Group						
Cost						
At 1st January 2001	15,523	43,133	2,584	551	6,329	68,120
Exchange differences	–	–	(2)	–	(1)	(3)
Additions	2,471	4,399	136	–	142	7,148
Disposals	(718)	–	(67)	–	–	(785)
Transfers	(35)	35	4	(4)	–	–
At 31st December 2001	17,241	47,567	2,655	547	6,470	74,480
Accumulated depreciation						
At 1st January 2001	6,026	11,314	1,447	166	619	19,572
Exchange differences	–	–	(1)	–	–	(1)
Charge for the year	1,007	2,393	216	24	244	3,884
Disposals	(572)	–	(63)	–	–	(635)
Transfers	1,697	(1,697)	3	(3)	–	–
At 31st December 2001	8,158	12,010	1,602	187	863	22,820
Net book value						
At 31st December 2001	9,083	35,557	1,053	360	5,607	51,660
At 1st January 2001	9,497	31,819	1,137	385	5,710	48,548
Company						
Cost						
At 1st January 2001	8,342	45,069	1,163	547	540	55,661
Additions	2,857	6,254	98	–	112	9,321
Disposals	(476)	–	(54)	–	–	(530)
Transfers	1,858	(1,858)	–	–	–	–
At 31st December 2001	12,581	49,465	1,207	547	652	64,452
Accumulated depreciation						
At 1st January 2001	3,646	11,791	995	163	193	16,788
Charge for the year	771	2,484	72	24	64	3,415
Disposals	(332)	–	(54)	–	–	(386)
Transfers	1,727	(1,727)	–	–	–	–
At 31st December 2001	5,812	12,548	1,013	187	257	19,817
Net book value						
At 31st December 2001	6,769	36,917	194	360	395	44,635
At 1st January 2001	4,696	33,278	168	384	347	38,873

NOTES TO THE ACCOUNTS – BALANCE SHEETS

11. FIXED ASSETS (CONTINUED)

(a) Finance leased assets

Certain aircraft are subject to leases with purchase options to be exercised by the Group at the end of the respective leases. The remaining lease terms range from 1 to 16 years. Some of the rent payments are on a floating basis which are generally linked to market rates of interest. All leases permit subleasing rights subject to appropriate consent from lessors. Early repayment penalties would be payable on some of the leases should they be terminated prior to their specified expiry dates.

(b) Leased out assets

As at 31st December 2001, 5 B747-300s (2000: 5 B747-300s and 2 B747-200s) and related equipment were leased to a third-party lessee on operating leases with lease terms of 5 years. These have been included under aircraft and related equipment as follows:

	2001 HK\$M	2000 HK\$M
Cost	2,798	3,327
Accumulated depreciation and impairment		
At 1st January	2,412	2,560
Charge for the year	109	304
At 31st December	2,521	2,864
Net book value	277	463

The future minimum lease payments receivable under these operating leases for each of the following periods are as follows:

	2001 HK\$M	2000 HK\$M
Within 1 year	113	98
After 1 year but within 5 years	282	15
	395	113

(c) Operating leased assets

Certain aircraft, properties and other equipment are under operating leases.

Under the operating lease arrangements for aircraft, the lease rentals are fixed and subleasing is not allowed. At 31st December 2001, the 2 B747-400s (2000: 2) and 4 A340-300s (2000: 3) all with purchase options, delivered and held under operating leases were not capitalised. The estimated capitalised value of these leases being the present value of the aggregate future lease payments is HK\$1,222 million (2000: HK\$563 million).

Operating leases for properties and other equipment are normally set with fixed rental payments with options to renew the leases upon expiry at new terms.

NOTES TO THE ACCOUNTS – BALANCE SHEETS

11. FIXED ASSETS (CONTINUED)

The future minimum lease payments payable under operating leases committed as at 31st December 2001 for each of the following periods are as follows:

	2001		2000	
	HK\$M	HK\$M	HK\$M	HK\$M
Aircraft and related equipment				
– within 1 year	440		551	
– after 1 year but within 5 years	1,937		2,080	
– after 5 years	206	2,583	473	3,104
Properties and other equipment				
– within 1 year	359		280	
– after 1 year but within 5 years	537		393	
– after 5 years	242	1,138	266	939
		3,721		4,043

(d) Advance payments are made to manufacturers for aircraft and related equipment to be delivered in future years. Advance payments included in owned aircraft and related equipment amount to HK\$2 million (2000: HK\$2,295 million) for the Group and HK\$2 million (2000: HK\$15 million) for the Company. No depreciation is provided on these advance payments.

(e) Due to an impairment in value a charge of HK\$160 million against B747-200 freighters has been recognised in the year.

(f) Security, including charges over the assets concerned and relevant insurance policies, is provided to the leasing companies or other parties that provide the underlying finance.

(g) Properties held at 31st December 2001 include land held under medium-term leases in Hong Kong with a net book value of HK\$1,658 million (2000: HK\$1,695 million).

12. INTANGIBLE ASSETS

	Group			Company
	Goodwill HK\$M	Computer systems HK\$M	Total HK\$M	Computer systems HK\$M
Cost				
At 1st January 2001	312	406	718	381
Additions	–	157	157	156
Disposals	–	(4)	(4)	–
At 31st December 2001	312	559	871	537
Accumulated amortisation				
At 1st January 2001	139	168	307	152
Charge for the year	14	97	111	92
Disposals	–	(1)	(1)	–
At 31st December 2001	153	264	417	244
Net book value				
At 31st December 2001	159	295	454	293
At 1st January 2001	173	238	411	229

NOTES TO THE ACCOUNTS – BALANCE SHEETS

13. SUBSIDIARY COMPANIES

	Company	
	2001 HK\$M	2000 HK\$M
Unlisted shares at cost	214	214
Net amounts due (to)/from subsidiary companies		
– Loan accounts	(14,945)	(10,659)
– Current accounts	4,201	5,586
Other investments	24,493	26,236
	13,963	21,377

Principal subsidiary companies are listed on page 60.

14. ASSOCIATED COMPANIES

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Hong Kong listed shares at cost (Market value: HK\$548 million, 2000: HK\$630 million)	–	–	52	52
Unlisted shares at cost	–	–	39	39
Share of net assets				
– listed in Hong Kong	755	676	–	–
– unlisted	723	740	–	–
	1,478	1,416	91	91
Less: Provision	–	–	(17)	(17)
Loans to associated companies	112	116	2	2
	1,590	1,532	76	76
Share of profits of associated companies				
– listed	95	106	–	–
– unlisted	93	173	–	–
	188	279	–	–
Dividends received and receivable by the Company and its subsidiary companies from associated companies	77	65	31	50

Principal associated companies are listed on page 61.

NOTES TO THE ACCOUNTS – BALANCE SHEETS

15. OTHER LONG-TERM RECEIVABLES AND INVESTMENTS

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Staff housing loans and other receivables	647	765	564	650
Investments at fair value				
– listed in Hong Kong	128	71	–	–
– listed outside Hong Kong	171	469	168	466
– unlisted	629	919	629	840
	1,575	2,224	1,361	1,956

An impairment loss of HK\$90 million for certain unlisted investments has been recognised under other expenses in the year.

16. LONG-TERM LIABILITIES

	Note	2001		2000	
		Current HK\$M	Non-current HK\$M	Current HK\$M	Non-current HK\$M
Group					
Long-term loans, bonds and other liabilities	(a)	628	3,268	553	2,657
Obligations under finance leases	(b)	1,382	18,746	1,230	16,398
		2,010	22,014	1,783	19,055
Company					
Long-term loans, bonds and other liabilities	(a)	185	2,580	431	3,400
Obligations under finance leases	(b)	2,504	25,421	2,244	22,884
		2,689	28,001	2,675	26,284

NOTES TO THE ACCOUNTS – BALANCE SHEETS

16. LONG-TERM LIABILITIES (CONTINUED)

(a) Long-term loans, bonds and other liabilities

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Bank loans				
– secured	3,369	4,148	1,796	3,182
– unsecured	574	198	574	198
Other loans				
– secured	440	514	395	451
– unsecured	49	50	–	–
Bonds				
– unsecured	–	93	–	–
	4,432	5,003	2,765	3,831
Security deposits	(536)	(1,793)	–	–
Amount due within 1 year included under current liabilities	(628)	(553)	(185)	(431)
	3,268	2,657	2,580	3,400
Repayable as follows:				
Bank loans				
– within 1 year	573	541	149	395
– after 1 year but within 2 years	854	966	302	806
– after 2 years but within 5 years	2,516	1,672	1,919	1,150
– after 5 years	–	1,167	–	1,029
	3,943	4,346	2,370	3,380
Other loans				
– within 1 year	55	55	36	36
– after 1 year but within 2 years	39	57	39	39
– after 2 years but within 5 years	162	158	136	133
– after 5 years	233	294	184	243
	489	564	395	451
Bonds				
– within 1 year	–	93	–	–
	4,432	5,003	2,765	3,831
Security deposits	(536)	(1,793)	–	–
Amount due within 1 year included under current liabilities	(628)	(553)	(185)	(431)
	3,268	2,657	2,580	3,400

NOTES TO THE ACCOUNTS – BALANCE SHEETS

16. LONG-TERM LIABILITIES (CONTINUED)

Borrowings other than bank loans are repayable on various dates up to 2010 at interest rates between 3.8% and 7.0% per annum.

Long-term loans and other liabilities of the Group and the Company not wholly repayable within 5 years amounted to HK\$444 million and HK\$395 million respectively (2000: HK\$2,259 million and HK\$2,596 million).

As at 31st December 2001, the Group and the Company had long-term liabilities which were defeased by funds and other investments totalling HK\$31,588 million (2000: HK\$26,423 million). Accordingly, these liabilities and the related funds, as well as related expenditure and income, have been netted off in the accounts.

(b) Obligations under finance leases

The Group has commitments under finance lease agreements in respect of aircraft and related equipment expiring during the years 2002 to 2017. The future payments under these finance leases are as follows:

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Within 1 year	4,269	3,910	4,390	4,023
After 1 year but within 2 years	6,239	4,271	6,192	4,383
After 2 years but within 5 years	19,189	18,846	18,912	18,502
After 5 years	22,324	21,641	22,056	15,732
Total future payments	52,021	48,668	51,550	42,640
Interest charges relating to future periods	(14,004)	(13,890)	(15,147)	(10,858)
Present value of future payments	38,017	34,778	36,403	31,782
Security deposits, notes and zero coupon bonds	(17,889)	(17,150)	(8,478)	(6,654)
Amounts due within 1 year included under current liabilities	(1,382)	(1,230)	(2,504)	(2,244)
	18,746	16,398	25,421	22,884

The present value of future payments is repayable as follows:

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Within 1 year	2,613	2,229	2,722	2,320
After 1 year but within 2 years	4,459	2,501	4,449	2,694
After 2 years but within 5 years	15,163	14,112	15,219	14,196
After 5 years	15,782	15,936	14,013	12,572
	38,017	34,778	36,403	31,782

As at 31st December 2001, the Group and the Company had obligations under finance leases which were defeased by funds and other investments amounting to HK\$5,804 million and HK\$1,561 million respectively (2000: HK\$5,249 million and HK\$2,317 million). Accordingly, these liabilities and the related funds, as well as related expenditure and income, have been netted off in the accounts.

NOTES TO THE ACCOUNTS – BALANCE SHEETS

17. DEFERRED TAXATION

Movements on deferred taxation comprise:

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
At 1st January	7,146	6,714	7,026	6,564
Movements for the year				
– transfer from profit and loss account				
– tax provision	45	(9)	36	(42)
– operating expenses	118	95	118	158
– initial cash benefit from lease arrangements	759	504	759	504
Amount due within 1 year included under current liabilities – taxation	(232)	(158)	(232)	(158)
At 31st December	7,836	7,146	7,707	7,026

The deferred taxation provision comprises:

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Timing differences arising from				
– different taxation and accounting treatments of fixed assets	668	653	539	533
– certain lease arrangements	7,177	6,532	7,177	6,532
– other timing differences	(9)	(39)	(9)	(39)
	7,836	7,146	7,707	7,026

Provision has been made for all deferred taxation liabilities.

The provision in respect of certain lease arrangements equates to payments which are expected to be made during the years 2003 to 2012 (2000: 2002 to 2011) as follows:

	2001 HK\$M	2000 HK\$M
After 1 year but within 5 years	2,751	1,576
After 5 years but within 10 years	3,730	4,342
After 10 years	696	614
	7,177	6,532

NOTES TO THE ACCOUNTS – BALANCE SHEETS

18. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Trade debtors	2,518	2,840	2,120	2,388
Other receivables and prepayments	2,250	2,150	2,181	1,907
Due from associated companies	9	15	–	8
Due from other related companies	1	1	1	–
	4,778	5,006	4,302	4,303

Analysis of trade debtors by age:

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Current	2,336	2,627	2,024	2,258
1 to 3 months overdue	116	170	65	98
More than 3 months overdue	66	43	31	32
	2,518	2,840	2,120	2,388

The Company normally grants a credit term of 30 days to customers or follows the local industry standard with the debt partially protected by bank guarantee or other monetary collateral.

19. LIQUID FUNDS

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Short-term deposits and bank balances	2,619	1,275	2,233	616
Short-term deposits maturing beyond 3 months when placed	46	127	46	91
Funds with investment managers				
– debt securities listed outside Hong Kong	4,140	6,339	–	–
– bank deposits	667	180	–	–
Other liquid investments				
– debt securities listed outside Hong Kong	115	661	–	–
– bank deposits	2,177	2,458	573	657
	9,764	11,040	2,852	1,364

Included in other liquid investments are short-term bank deposits of HK\$2,177 million (2000: HK\$2,082 million) and debt securities of HK\$115 million (2000: HK\$455 million) which are pledged to lessors as part of long-term financing arrangements. The arrangements provide that the Group must maintain these deposits and debt securities at specified levels for the duration of the financing.

NOTES TO THE ACCOUNTS – BALANCE SHEETS

20. TRADE AND OTHER PAYABLES

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Trade creditors	1,617	2,087	1,376	1,650
Other payables	2,657	3,151	3,905	4,143
Due to associated companies	145	72	136	66
Due to other related companies	119	221	107	205
Bank overdrafts – unsecured	18	88	14	88
	4,556	5,619	5,538	6,152

Analysis of trade creditors by age:

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Current	1,068	1,315	934	1,136
1 to 3 months overdue	397	493	350	420
More than 3 months overdue	152	279	92	94
	1,617	2,087	1,376	1,650

21. SHARE CAPITAL

	2001		2000	
	Number of shares	HK\$M	Number of shares	HK\$M
Authorised (HK\$0.20 each)	3,900,000,000	780	3,900,000,000	780
Issued and fully paid (HK\$0.20 each)				
At 1st January	3,350,621,848	670	3,384,199,848	676
Shares purchased and cancelled	(21,000,000)	(4)	(33,925,000)	(6)
Share options exercised	196,000	–	347,000	–
At 31st December	3,329,817,848	666	3,350,621,848	670

The Company adopted a share option scheme on 10th March 1999. Details of the scheme can be found in the Directors' Report.

NOTES TO THE ACCOUNTS – BALANCE SHEETS

22. RESERVES

	Retained profit HK\$M	Non-distributable					Cash flow hedge reserve HK\$M	Total HK\$M
		Share premium HK\$M	Capital redemption reserve HK\$M	Investment revaluation reserve HK\$M	Other reserves HK\$M			
Group								
At 1st January 2000	18,186	7,158	11	973	26	185	26,539	
Prior period adjustment for dividend	914	–	–	–	–	–	914	
As restated	19,100	7,158	11	973	26	185	27,453	
Retained profit for the year (restated)	3,420	–	–	–	–	–	3,420	
Purchase of Company's shares								
– premium paid on purchase	(455)	–	–	–	–	–	(455)	
– transfer between reserves	(6)	–	6	–	–	–	–	
Premium received from share options exercised	–	3	–	–	–	–	3	
Exchange differences on cash flow hedges								
– recognised during the year	–	–	–	–	–	1,648	1,648	
– transferred to profit for the year	–	–	–	–	–	82	82	
Revaluation surplus recognised during the year	–	–	–	11	–	–	11	
At 31st December 2000	22,059	7,161	17	984	26	1,915	32,162	
Company								
At 1st January 2000	14,520	7,158	11	1,009	–	30	22,728	
Prior period adjustment for dividend	(3,396)	–	–	–	–	–	(3,396)	
As restated	11,124	7,158	11	1,009	–	30	19,332	
Retained profit for the year (restated)	2,219	–	–	–	–	–	2,219	
Purchase of Company's shares								
– premium paid on purchase	(455)	–	–	–	–	–	(455)	
– transfer between reserves	(6)	–	6	–	–	–	–	
Premium received from share options exercised	–	3	–	–	–	–	3	
Exchange differences on cash flow hedges								
– recognised during the year	–	–	–	–	–	1,952	1,952	
– transferred to profit for the year	–	–	–	–	–	111	111	
Revaluation surplus recognised during the year	–	–	–	6	–	–	6	
At 31st December 2000	12,882	7,161	17	1,015	–	2,093	23,168	

NOTES TO THE ACCOUNTS – BALANCE SHEETS

22. RESERVES (CONTINUED)

	Retained profit HK\$M	Non-distributable					Cash flow hedge reserve HK\$M	Total HK\$M
		Share premium HK\$M	Capital redemption reserve HK\$M	Investment revaluation reserve HK\$M	Other reserves HK\$M			
Group								
At 1st January 2001	22,059	7,161	17	984	26	1,915	32,162	
Retained loss for the year	(1,258)	–	–	–	–	–	(1,258)	
Purchase of Company's shares								
– premium paid on purchase	(256)	–	–	–	–	–	(256)	
– transfer between reserves	(4)	–	4	–	–	–	–	
Premium received from share options exercised	–	1	–	–	–	–	1	
Exchange differences on cash flow hedges								
– recognised during the year	–	–	–	–	–	1,231	1,231	
– transferred to profit for the year	–	–	–	–	–	(547)	(547)	
Revaluation deficit recognised during the year	–	–	–	(226)	–	–	(226)	
Revaluation surplus transferred to profit for the year on disposal	–	–	–	(452)	–	–	(452)	
Exchange differences	–	–	–	–	(13)	–	(13)	
At 31st December 2001	20,541	7,162	21	306	13	2,599	30,642	
Company								
At 1st January 2001	12,882	7,161	17	1,015	–	2,093	23,168	
Retained loss for the year	(2,183)	–	–	–	–	–	(2,183)	
Purchase of Company's shares								
– premium paid on purchase	(256)	–	–	–	–	–	(256)	
– transfer between reserves	(4)	–	4	–	–	–	–	
Premium received from share options exercised	–	1	–	–	–	–	1	
Exchange differences on cash flow hedges								
– recognised during the year	–	–	–	–	–	1,403	1,403	
– transferred to profit for the year	–	–	–	–	–	(556)	(556)	
Revaluation deficit recognised during the year	–	–	–	(236)	–	–	(236)	
Revaluation surplus transferred to profit for the year on disposal	–	–	–	(449)	–	–	(449)	
At 31st December 2001	10,439	7,162	21	330	–	2,940	20,892	

NOTES TO THE ACCOUNTS – BALANCE SHEETS

22. RESERVES (CONTINUED)

Included in retained profit is an amount of HK\$1,033 million (2000: HK\$957 million) relating to retained profit attributable to associated companies.

Investment revaluation reserve relates to changes in the fair value of long-term investments.

Other reserves include the attributable post-acquisition reserves of associated companies capitalised by bonus issues and exchange differences arising from revaluation of foreign investments.

Cash flow hedge reserve relates to exchange differences on borrowings, lease obligations, currency derivatives and related security deposits which are arranged in foreign currencies such that repayments can be met by anticipated operating cash flows.

Exchange differences recorded in the Group cash flow hedge reserve are expected to be credited to operating profit as noted below based on exchange rates ruling at 31st December 2001.

	1st half HK\$M	2nd half HK\$M	Total HK\$M
2002	465	364	829
2003	157	163	320
2004	101	134	235
2005	393	110	503
2006	191	55	246
Beyond 2006			466
			2,599

The actual exchange differences ultimately recognised in operating profit will depend upon exchange rates ruling on the repayment dates of the relevant long-term liabilities and lease obligations.

Had HK SSAP 11 been adopted, there would have been no financial impact on the Group's assets, liabilities and cash flows. HK\$2,599 million (2000: HK\$1,915 million) would have been included in retained profit rather than the cash flow hedge reserve and the effect on profit attributable to shareholders and earnings per share would be:

	2001 HK\$M	2000 HK\$M
Profit attributable to shareholders	657	5,005
HK SSAP 11 adjustment	684	1,730
Adjusted profit with adoption of HK SSAP 11	1,341	6,735
Adjusted earnings per share with adoption of HK SSAP 11	40.3¢	199.7¢
Earnings per share	19.7¢	148.4¢

NOTES TO THE ACCOUNTS – CASH FLOW STATEMENT

23. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2001 HK\$M	2000 HK\$M
Operating profit	832	5,289
Depreciation	3,884	3,438
Amortisation of intangible assets	111	93
Loss on disposal of fixed assets and intangible assets	48	3
Profit on disposal of an associated company	–	(13)
Currency adjustments and other items not involving cash flows	(428)	140
Decrease in stock	60	1
Decrease/(increase) in trade debtors, other receivables and prepayments	222	(1,175)
Decrease in net amounts due to related and associated companies	(23)	(9)
Decrease in trade creditors and other payables	(964)	(483)
(Decrease)/increase in unearned transportation revenue	(289)	513
Non-operating movements in debtors and creditors	1,160	487
Net cash inflow from operating activities	4,613	8,284

24. ANALYSIS OF CHANGES IN FINANCING

	Long-term loans, bonds and other liabilities HK\$M	Obligations under finance leases HK\$M	Minority interests HK\$M	Total HK\$M
At 1st January 2001	3,210	17,628	99	20,937
New financing	1,975	5,995	–	7,970
Purchases of bonds and security deposits placed	(536)	(2,104)	–	(2,640)
Loan and finance lease repayments	(689)	(1,208)	–	(1,897)
Dividends paid to minority interests	–	–	(48)	(48)
Minority interests' share of subsidiaries' capital and revenue reserves	–	–	42	42
Non-cash movements	(64)	(183)	–	(247)
At 31st December 2001	3,896	20,128	93	24,117
At 1st January 2000	3,962	20,821	86	24,869
New financing	–	1,569	–	1,569
Purchases of bonds and security deposits placed	–	(2,068)	–	(2,068)
Loan and finance lease repayments	(615)	(1,523)	–	(2,138)
Dividends paid to minority interests	–	–	(73)	(73)
Minority interests' share of subsidiaries' capital and revenue reserves	–	–	86	86
Non-cash movements	(137)	(1,171)	–	(1,308)
At 31st December 2000	3,210	17,628	99	20,937

NOTES TO THE ACCOUNTS – CASH FLOW STATEMENT/DIRECTORS AND EMPLOYEES

25. ANALYSIS OF CASH AND CASH EQUIVALENTS

	2001 HK\$M	2000 HK\$M
Short-term deposits and bank balances	2,619	1,275
Bank overdrafts	(18)	(88)
	2,601	1,187

26. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance is as follows:

	2001 HK\$M	2000 HK\$M
Fees	–	–
Emoluments		
– Salaries, allowances and benefits in kind	34	33
– Contributions to retirement schemes	2	1
	36	34

Housing costs accounted for 22% (2000: 25%) of emoluments.

27. EMPLOYEE INFORMATION

The 5 highest paid individuals of the Company included 4 (2000: 4) Directors, whose total emoluments are included in the amounts set out in note 26 above, and 1 (2000: 1) other whose emoluments comprised:

	2001 HK\$M	2000 HK\$M
Remuneration		
– Salaries, allowances and benefits in kind	4	4
– Contributions to retirement schemes	1	1
	5	5

NOTES TO THE ACCOUNTS – DIRECTORS AND EMPLOYEES

27. EMPLOYEE INFORMATION (CONTINUED)

The table below sets out the number of individuals, including those who have retired or resigned during the year, in each employment category whose total remuneration for the year fell into the following ranges:

HK\$'000	2001			2000		
	Director	Flight staff	Other staff	Director	Flight staff	Other staff
0 - 1,000	13	6,466	7,531	13	6,393	7,550
1,000 - 1,500	–	425	160	–	329	104
1,500 - 2,000	–	184	94	–	209	94
2,000 - 2,500	–	191	16	–	200	14
2,500 - 3,000	–	182	8	–	162	8
3,000 - 3,500	–	77	4	–	34	3
3,500 - 4,000	1	18	2	–	8	1
4,000 - 4,500	–	7	4	2	–	3
4,500 - 5,000	1	–	–	–	1	–
5,000 - 5,500	1	2	1	1	1	1
5,500 - 6,000	1	–	–	1	–	–
6,000 - 6,500	–	–	–	1	–	–
6,500 - 7,000	–	–	–	1	–	–
7,000 - 7,500	1	–	–	–	–	–
8,000 - 8,500	1	–	–	–	–	–
	19	7,552	7,820	19	7,337	7,778

28. LOANS TO DIRECTORS

Loans made by the Company to Directors disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance are as follows:

	Balance at 1st January 2001 HK\$M	Balance at 31st December 2001 HK\$M	Maximum balance outstanding during the year HK\$M
Ken Barley	0.1	–	0.1

The loan is repayable on demand and bears interest at Hong Kong prime rate. There was no interest due but unpaid nor any provision made against this loan at 31st December 2001.

NOTES TO THE ACCOUNTS – DIRECTORS AND EMPLOYEES

29. RETIREMENT BENEFITS

The Group operates various defined benefit and defined contribution retirement schemes for its employees in Hong Kong and in some overseas locations. The assets of these schemes are held in funds administered by independent trustees. The retirement schemes in Hong Kong are registered under and comply with the Occupational Retirement Schemes Ordinance. Most of the employees engaged outside Hong Kong are covered by appropriate local arrangements.

Retirement benefit costs for the year were:

	2001 HK\$M	2000 HK\$M
Swire Group Retirement Benefit Scheme	226	–
Cathay Pacific Airways Limited Retirement Scheme	135	–
CPA Provident Fund 1993	74	67
CPA Provident Fund	50	34
Other schemes	161	151
	646	252

The Group operates the following principal schemes:

(a) Defined benefit retirement schemes

The Swire Group Retirement Benefit Scheme (“SGRBS”) in Hong Kong, in which the Company and Cathay Pacific Catering Services (Hong Kong) Limited (“CPCS”) are participating employers, provides resignation and retirement benefits to its members, which include the Company’s cabin attendants who joined before September 1996 and other locally engaged employees who joined before June 1997, upon their cessation of service. The Company and CPCS meet the full cost of all benefits due by SGRBS to their employee members who are not required to contribute to the scheme.

Staff employed by the Company in Hong Kong on expatriate terms before April 1993 were eligible to join another scheme, the Cathay Pacific Airways Limited Retirement Scheme (“CPALRS”). Both members and the Company contribute to CPALRS.

The cost of the schemes to the Group is calculated based upon funding recommendations arising from actuarial valuations. Details of the latest actuarial valuations of CPALRS and of the portion of SGRBS funds specifically designated for the purposes of the actuarial valuation for the Group’s employees are:

	SGRBS	CPALRS
Latest actuarial valuation	31st December 2000	31st December 2000
Actuaries	Watson Wyatt Hong Kong Limited	Watson Wyatt Hong Kong Limited
Actuarial valuation method	Attained age	Attained age
Assumed long-term average return on investment	1% higher than assumed average salary increase	1.5% higher than assumed average salary increase
Market value of scheme assets at date of valuation	HK\$3,033 million	HK\$1,938 million
Asset market valuation as a percentage of the present value of past service liabilities	102%	105%

NOTES TO THE ACCOUNTS – DIRECTORS AND EMPLOYEES/RELATED PARTY TRANSACTIONS

29. RETIREMENT BENEFITS (CONTINUED)

The differences between the market values of the schemes' assets and the present value of the accrued past services liabilities at the date of an actuarial valuation are taken into consideration when determining future funding levels in order to ensure that the schemes will be able to meet these liabilities as they become due.

The Group commenced contribution to both schemes in 2001 upon the end of a contribution holiday.

(b) Defined contribution retirement schemes

Staff employed by the Company in Hong Kong on expatriate terms are eligible to join a defined contribution retirement scheme, the CPA Provident Fund 1993. All staff employed in Hong Kong are eligible to join the CPA Provident Fund.

Under the terms of these schemes, other than the Company contribution, staff may elect to contribute from 0% to 10% of the monthly salary. During the year, the benefits forfeited in accordance with the schemes' rules amounted to HK\$15 million (2000: HK\$1.5 million) which have been applied towards the contributions payable by the Company.

(c) Mandatory provident fund scheme ("MPF")

This scheme was established under the MPF Ordinance in December 2000. Since the Company has obtained exemption for its existing retirement schemes, all staff were offered the choice of switching to the MPF scheme or staying in existing schemes. Where staff elected to join the MPF, both the Company and staff are required to contribute 5% of the employees' relevant income (capped at HK\$20,000). Staff may elect to contribute more than the minimum as a voluntary contribution.

30. RELATED PARTY TRANSACTIONS

Material transactions between the Group and associated companies and other related parties which were carried out in the normal course of business on commercial terms are summarised below:

	2001		2000	
	Associated companies HK\$M	Other related parties HK\$M	Associated companies HK\$M	Other related parties HK\$M
Turnover	80	–	67	–
Aircraft maintenance costs	775	1,845	748	1,650
Route operating costs	189	607	195	673
Dividends received	(77)	(28)	(65)	(28)
Fixed assets purchase	10	12	–	61

(a) Other transactions with related parties

- (i) Under an agreement between the 2 parties, the Company pays fees and reimburses costs to John Swire & Sons Limited in exchange for services provided. Management services fees calculated at 2.5% of the Group's profit before tax, results of associated companies, minority interests, and any profits and losses on disposal of fixed assets will be paid annually. Management fee paid for the year ended 31st December 2001 was HK\$21 million (2000: HK\$126 million) and expenses of HK\$165 million (2000: HK\$150 million) were reimbursed at cost.

NOTES TO THE ACCOUNTS – RELATED PARTY TRANSACTIONS/SUPPLEMENTARY INFORMATION

30. RELATED PARTY TRANSACTIONS (CONTINUED)

(ii) The Company received agency commission and services fees from Hong Kong Dragon Airlines Limited ("Dragonair"). The services fees were received in respect of computer support, engineering, station and ground services provided to Dragonair. All these transactions were conducted in the ordinary course of business and on normal commercial terms. A total of HK\$193 million was received from Dragonair for these transactions in 2001 (2000: HK\$178 million). Dragonair is also a partner of the Asia Miles frequent-flyer programme.

(b) Amounts due to and due from associated companies and other related companies at 31st December 2001 are disclosed in note 18 and note 20. These balances arising in the normal course of business are non-interest bearing and have no fixed repayment terms.

(c) At 31st December 2001, the Company has given guarantees relating to long-term loan facilities of HK\$16 million (2000: HK\$680 million) held by associated and other related companies.

(d) There were no material transactions with Directors except for those relating to remuneration (note 26) and shareholdings (Directors' Report).

31. WAIVER FROM COMPLIANCE WITH LISTING RULES

Pursuant to Rule 14.04 (8) of the Listing Rules of The Stock Exchange, that exchange has granted to the Company a waiver from full compliance with the provisions of Chapter 14 of the Listing Rules, which relates to notifiable transactions, in relation to the acquisition or disposal of aircraft. As a result of the waiver, instead of the normal tests under Chapter 14, the test for the Company will be made by reference to Available Tonne Kilometres (ATKs). The test will be a calculation based on ATKs for aircraft being acquired or disposed of compared to the aggregate fleet ATKs. ATKs are calculated for each sector by multiplying the capacity, measured in tonnes available for the carriage of passengers, excess baggage, cargo and mail on that sector, by the sector distance.

	2001	2000
Fleet ATKs (in million tonne kilometres)	11,827	11,630

NOTES TO THE ACCOUNTS – SUPPLEMENTARY INFORMATION

32. COMMITMENTS AND CONTINGENCIES

(a) Outstanding payment commitments in respect of capital items and investments authorised at the end of the year but not provided for in the accounts amounted to:

	Group		Company	
	2001 HK\$M	2000 HK\$M	2001 HK\$M	2000 HK\$M
Authorised and contracted for				
– aircraft and related equipment	121	6,752	121	331
– others	1	2	–	–
	122	6,754	121	331
Authorised but not contracted for				
– aircraft and related equipment	105	407	105	407
– others	–	3	–	–
	105	410	105	407
	227	7,164	226	738

These Group commitments are expected to be paid as follows:

	HK\$M
2002	204
2003	23
	227

Operating lease commitments are shown in note 11.

(b) The Company has undertaken to indemnify lessors in respect of certain leasing arrangements of the Group so as to maintain a specified rate of return on each of the lessors' investments. The Group has been notified by certain lessors of potential claims under these indemnities. The likelihood of any specific claims being made is dependent upon the resolution of disputes between these lessors and a third party. No claims have been received and the financial effect of these contingencies remains uncertain. In order to avoid prejudicing the Group's position, no further details are disclosed.

(c) At 31st December 2001, contingent liabilities existed in respect of guarantees given by the Company on behalf of subsidiary, associated, other related companies and staff relating to long-term loan facilities of up to HK\$1,202 million (2000: HK\$696 million).

33. CHANGES IN THE FINANCIAL STATEMENTS

In prior years, the final dividend was recognised in the year to which it related. With the introduction of the revised HK SSAP 9 "Events after the balance sheet date", the Group now recognises the final dividend in the year in which it is approved by the shareholders. This change has been accounted for retrospectively and the comparative figures have been restated accordingly.

PRINCIPAL SUBSIDIARY AND ASSOCIATED COMPANIES

at 31st December 2001

SUBSIDIARY COMPANIES

	Place of incorporation and operation	Principal activities	Percentage of issued capital owned	Issued and paid up share capital
Abacus Distribution Systems (Hong Kong) Limited	Hong Kong	Computerised reservation systems and related services	53	15,600,000 shares of HK\$1
AHK Air Hong Kong Limited	Hong Kong	Cargo airline	75*	90,666,816 shares of HK\$1
Aircrew Services Limited	Hong Kong	Provision of aircrew services	100	9 shares of HK\$10
Airline Property Limited	Hong Kong	Property investment	100	2 shares of HK\$10
Airline Stores Property Limited	Hong Kong	Property investment	100	2 shares of HK\$10
Airline Training Property Limited	Hong Kong	Property investment	100	2 shares of HK\$10
Cathay Holidays Limited	Hong Kong	Travel tour operator	100	5,000 shares of HK\$100
Cathay Pacific Aircraft Services Limited	Isle of Man	Aircraft acquisition facilitator	100	10,000 shares of US\$1
Cathay Pacific Catering Services (H.K.) Limited	Hong Kong	Airline catering	100	600 shares of HK\$1,000
Cathay Pacific Leasing Limited	Isle of Man	Aircraft leasing	100	5,000,000 shares of US\$1
Cathay Pacific Loyalty Programmes Limited	Hong Kong	Travel reward programme	100	2 shares of HK\$1
CLS Catering Services Limited	Canada	Airline catering	60*	330,081 shares of no par value
Global Logistics System (H.K.) Company Limited	Hong Kong	Computer network for interchange of air cargo related information	97	100 shares of HK\$10
Guangzhou Guo Tai Information Processing Company Limited	People's Republic of China	Information processing	80*	7,000,000 shares of no par value (wholly foreign equity enterprise)
Hong Kong Airport Services Limited	Hong Kong	Provision of ground and ramp handling services	70	100 shares of HK\$1
Prestwick Aviation Limited	Bermuda	Aircraft leasing	100*	12,000 shares of US\$1
Snowdon Limited	Isle of Man	Financial services	100*	2 shares of GBP1
Troon Limited	Bermuda	Financial services	100	12,000 shares of US\$1
Vogue Laundry Service Limited	Hong Kong	Laundry and dry cleaning	100	3,700 shares of HK\$500

Principal subsidiary and associated companies are those which materially affect the results or assets of the Group.

* Shareholding held through subsidiary companies.

PRINCIPAL SUBSIDIARY AND ASSOCIATED COMPANIES

ASSOCIATED COMPANIES

	Place of incorporation and operation	Principal activities	Percentage of issued capital owned
Associated Engineers Limited	Hong Kong	Airport ground support and general engineering	34
Cathay Kansai Terminal Services Company Limited	Japan	Ground handling	33
Cebu Pacific Catering Services Inc	Philippines	Airline catering	40*
Hong Kong Aircraft Engineering Company Limited	Hong Kong	Aircraft overhaul and maintenance	27
Hong Kong Airport Restaurant Caterers Company Limited	Hong Kong	Airport catering	33
Hong Kong Dragon Airlines Limited	Hong Kong	Airline	19*
VN/CX Catering Services Limited	Vietnam	Airline catering	40*

* Shareholding held through subsidiary companies.

STATISTICS

		2001	2000	1999
Consolidated profit and loss summary				
	<i>HK\$M</i>			
Passenger services		20,580	22,878	18,979
Cargo services		8,343	10,136	8,391
Catering and other services		1,513	1,509	1,332
Total turnover		30,436	34,523	28,702
Operating expenses		(29,604)	(29,234)	(25,891)
Operating profit/(loss)		832	5,289	2,811
Net finance charges		(571)	(367)	(918)
Profit on sale of investments		452	–	482
Share of profits of associated companies		188	279	108
Profit/(loss) before taxation		901	5,201	2,483
Taxation		(202)	(110)	(219)
Profit/(loss) after taxation		699	5,091	2,264
Minority interests		(42)	(86)	(84)
Profit/(loss) attributable to shareholders		657	5,005	2,180
Dividends		(1,915)	(1,585)	(339)
Retained (loss)/profit for the year		(1,258)	3,420	1,841
Consolidated balance sheet summary				
	<i>HK\$M</i>			
Fixed and intangible assets		52,114	48,959	48,541
Long-term receivables and investments		3,165	3,756	3,548
Borrowings		(24,024)	(20,838)	(24,783)
Liquid funds less bank overdrafts		9,746	10,952	11,567
Net borrowings		(14,278)	(9,886)	(13,216)
Net current liabilities (excluding liquid funds and bank overdrafts)		(1,764)	(2,752)	(3,944)
Deferred taxation		(7,836)	(7,146)	(6,714)
Minority interests		(93)	(99)	(86)
Net assets		31,308	32,832	28,129
Financed by:				
Shareholders' funds		31,308	32,832	28,129
Per share				
Shareholders' funds	<i>HK\$</i>	9.40	9.80	8.31
EBITDA	<i>HK\$</i>	1.64	2.70	2.07
Earnings/(loss)	<i>HK cents</i>	19.7	148.4	64.4
Dividend	<i>HK cents</i>	17.5	65.0	30.0
Ratios				
Profit/(loss) margin	<i>%</i>	2.2	14.5	7.6
Return of average shareholders' funds	<i>%</i>	2.0	16.4	8.0
Dividend cover	<i>Times</i>	1.1	2.3	2.1
Interest cover	<i>Times</i>	1.5	14.4	3.1
Gross debt/equity ratio	<i>Times</i>	0.77	0.63	0.88
Net debt/equity ratio	<i>Times</i>	0.46	0.30	0.47

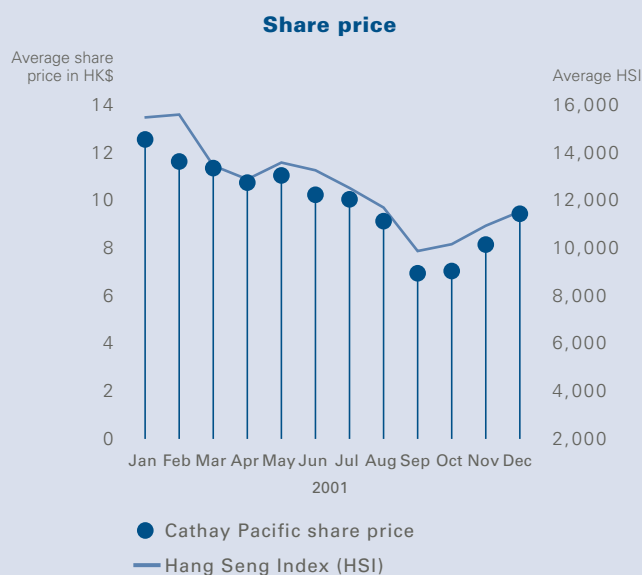
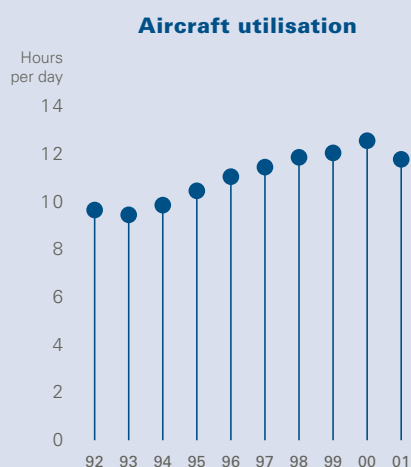
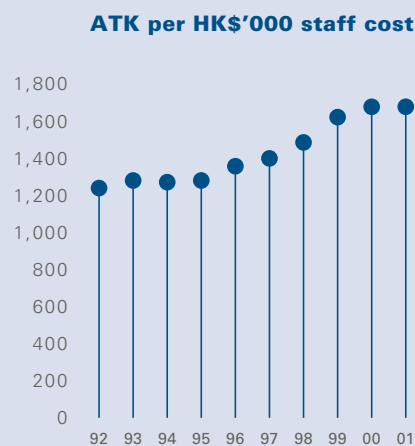
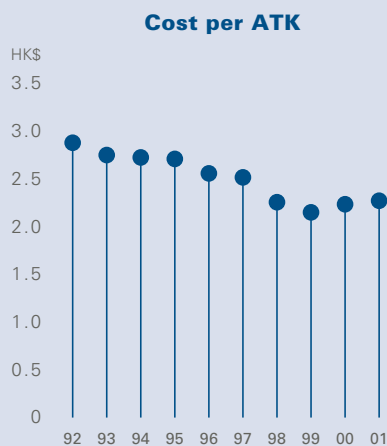
1998	1997	1996	1995	1994	1993	1992
18,532	21,851	23,680	22,128	20,027	18,321	18,284
6,955	7,712	6,797	6,641	5,573	4,277	3,974
1,123	1,014	1,037	941	800	738	585
26,610	30,577	31,514	29,710	26,400	23,336	22,843
(27,281)	(28,537)	(27,738)	(25,956)	(23,258)	(20,767)	(19,230)
(671)	2,040	3,776	3,754	3,142	2,569	3,613
(311)	(335)	(384)	(597)	(557)	(280)	(319)
185	–	559	–	–	–	–
172	306	363	379	381	316	233
(625)	2,011	4,314	3,536	2,966	2,605	3,527
104	(291)	(484)	(516)	(560)	(288)	(505)
(521)	1,720	3,830	3,020	2,406	2,317	3,022
(35)	(40)	(17)	(57)	(33)	(32)	(22)
(556)	1,680	3,813	2,963	2,373	2,285	3,000
(694)	(1,817)	(1,455)	(1,217)	(1,203)	(1,203)	(1,203)
(1,250)	(137)	2,358	1,746	1,170	1,082	1,797
47,985	41,787	38,138	28,930	24,226	22,249	20,072
3,635	2,728	2,302	2,149	1,789	1,459	1,319
(27,198)	(23,122)	(26,043)	(21,722)	(22,036)	(21,182)	(19,920)
12,240	14,327	20,178	13,926	14,975	14,383	13,755
(14,958)	(8,795)	(5,865)	(7,796)	(7,061)	(6,799)	(6,165)
(3,970)	(2,652)	(2,904)	(2,639)	(2,153)	(1,705)	(1,962)
(6,359)	(5,802)	(5,359)	(3,954)	(3,006)	(1,951)	(962)
(108)	(104)	(78)	(99)	(88)	(33)	(45)
26,225	27,162	26,234	16,591	13,707	13,220	12,257
26,225	27,162	26,234	16,591	13,707	13,220	12,257
7.75	8.02	7.63	5.79	4.78	4.61	4.28
0.91	1.47	2.06	2.40	2.16	1.69	2.06
(16.4)	49.1	119.7	103.4	82.8	79.8	104.7
10.0	29.0	53.0	48.0	42.0	42.0	42.0
(2.1)	5.5	12.1	10.0	9.0	9.8	13.1
(2.1)	6.3	17.8	19.6	17.6	17.9	27.5
(1.6)	1.7	2.1	2.2	2.0	1.9	2.5
(2.2)	6.1	9.8	6.3	5.6	9.2	11.3
1.04	0.85	0.99	1.31	1.61	1.60	1.63
0.57	0.32	0.22	0.47	0.52	0.51	0.50

STATISTICS

		2001	2000	1999
Operating summary (Cathay Pacific)				
Kilometres flown	<i>Million</i>	224	219	202
Block hours	<i>'000 Hours</i>	307	296	273
Aircraft departures	<i>'000</i>	65	63	58
Available tonne kilometres	<i>Million</i>	11,827	11,630	10,867
Revenue tonne kilometres	<i>Million</i>	8,201	8,650	7,768
Available seat kilometres	<i>Million</i>	62,790	61,909	58,114
Revenue passengers carried	<i>'000</i>	11,269	11,864	10,516
Revenue passenger kilometres	<i>Million</i>	44,792	47,153	41,502
Revenue load factor	<i>%</i>	70.4	75.2	71.5
Passenger load factor	<i>%</i>	71.3	76.2	71.4
Cargo carried	<i>'000 Tonnes</i>	704	769	672
Cargo and mail tonne kilometres	<i>Million</i>	3,938	4,161	3,817
Cargo and mail load factor	<i>%</i>	67.3	72.5	71.5
Excess baggage carried	<i>Tonnes</i>	2,270	3,489	3,376
Mail carried	<i>Tonnes</i>	8,684	8,927	7,094
Length of scheduled routes network	<i>'000 Kilometres</i>	341	363	346
Destinations at year end	<i>Number</i>	51	51	49
Staff number at year end	<i>Number</i>	14,473	14,328	13,159
ATK per staff	<i>'000</i>	810	843	807
On-time performance				
Departure (within 15 minutes)	<i>%</i>	82.9	84.0	83.5
Average aircraft utilisation				
	<i>Hours per day</i>			
A330-300		9.4	9.5	9.0
A340-200		–	–	–
A340-300		13.4	14.7	14.9
B747-200/300		–	–	7.7
B747-400		14.4	15.1	14.4
B747-200F		12.2	13.6	14.1
B747-400F		14.3	15.8	15.8
B777-200/300		9.6	9.7	8.9
L1011		–	–	–
Fleet average		12.1	12.9	12.4
Number per fleet at year end				
A330-300		20	12	12
A340-200		–	–	–
A340-300		15	14	14
B747-200/300		6	8	12
B747-400		19	19	19
B747-200F		7	7	7
B747-400F		5	3	2
B777-200		5	5	4
B777-300		7	7	7
L1011		–	–	–
Total number of aircraft		84	75	77

1998	1997	1996	1995	1994	1993	1992
202	193	182	162	146	135	119
271	254	244	217	193	175	165
59	56	55	52	49	46	41
10,857	10,399	10,018	8,946	8,052	7,212	6,466
7,213	7,331	7,072	6,214	5,553	4,834	4,366
60,295	57,104	54,306	49,334	45,892	41,552	37,428
10,299	10,018	10,985	10,381	9,750	8,867	8,363
40,679	38,962	40,185	35,341	32,727	29,097	27,527
67.1	69.5	72.6	70.8	70.4	68.9	70.4
67.5	68.2	74.0	71.6	71.3	70.0	73.5
580	635	568	531	463	395	349
3,339	3,621	3,244	2,847	2,434	2,060	1,739
65.2	72.9	66.9	67.0	66.1	63.3	60.0
3,375	3,301	4,133	4,632	4,807	5,068	6,049
6,775	10,831	13,719	13,112	12,697	13,071	13,569
338	309	296	279	275	276	243
49	48	45	44	42	42	41
13,971	15,747	15,757	14,744	14,469	14,098	13,240
739	663	651	619	574	534	501
80.3	81.8	78.0	77.3	79.0	74.0	69.1
9.5	8.5	8.9	7.4	—	—	—
—	12.8	14.7	12.3	10.3	—	—
15.8	15.9	16.4	—	—	—	—
7.0	7.1	7.6	8.5	8.8	8.8	11.5
15.3	15.4	15.3	14.5	14.7	14.4	13.0
13.6	14.2	13.8	13.8	14.0	13.9	13.4
15.6	15.3	15.2	14.7	13.9	—	—
8.9	7.9	7.0	—	—	—	—
—	—	4.8	6.1	5.6	5.7	6.0
12.2	11.8	11.4	10.8	10.2	9.8	10.0
12	11	10	7	—	—	—
—	—	2	4	2	—	—
11	6	5	—	—	—	—
13	13	13	13	13	13	13
19	19	19	19	18	17	14
7	7	7	4	4	4	4
2	2	2	2	1	—	—
4	4	4	—	—	—	—
4	—	—	—	—	—	—
—	—	—	8	17	19	18
72	62	62	57	55	53	49

STATISTICS



		2001	2000	1999	1998	1997	1996	1995	1994	1993	1992
Productivity											
Cost per ATK	HK\$	2.36	2.32	2.24	2.34	2.60	2.64	2.80	2.81	2.84	2.97
ATK per HK\$'000 staff cost	Unit	1,725	1,725	1,669	1,533	1,446	1,403	1,327	1,316	1,326	1,286
Aircraft utilisation	Hours per day	12.1	12.9	12.4	12.2	11.8	11.4	10.8	10.2	9.8	10.0
Share price											
	HK\$										
High		14.3	17.6	16.8	8.9	16.4	14.9	12.8	15.7	15.3	12.4
Low		6.1	10.3	7.4	4.7	5.4	10.6	10.0	10.2	8.5	8.0
Year-end		10.0	14.4	13.9	7.7	6.3	12.2	11.8	11.3	15.0	9.5
Price ratios (Note)											
	Times										
Price/Earnings		50.8	9.7	21.6	(46.9)	12.8	10.2	11.4	13.6	18.8	9.1
Market capitalisation/ Shareholders' funds		1.1	1.5	1.7	1.0	0.8	1.6	2.0	2.4	3.3	2.2
Price/Cash flow		7.2	5.9	7.0	6.4	4.5	6.1	4.9	5.4	10.0	5.0

Note: Based on year end share price, where applicable.

GLOSSARY

TERMS

Borrowings Total borrowings (loans and lease obligations) less security deposits, notes and zero coupon bonds.

Net borrowings Borrowings and bank overdrafts less liquid funds.

Available tonne kilometres ("ATK") Overall capacity, measured in tonnes available for the carriage of passengers, excess baggage, cargo and mail on each sector multiplied by the sector distance.

Available seat kilometres ("ASK") Passenger seat capacity, measured in seats available for the carriage of passengers on each sector multiplied by the sector distance.

Revenue passenger kilometres ("RPK") Number of passengers carried on each sector multiplied by the sector distance.

Revenue tonne kilometres ("RTK") Traffic volume, measured in load tonnes from the carriage of passengers, excess baggage, cargo and mail on each sector multiplied by the sector distance.

On-time performance Departure within 15 minutes of scheduled departure time.

EBITDA Earnings before interest, tax, depreciation and amortisation.

RATIOS

$$\text{Earnings/(loss) per share} = \frac{\text{Profit/(loss) attributable to shareholders}}{\text{Weighted average number of shares (by days) in issue for the year}}$$

$$\text{Profit/(loss) margin} = \frac{\text{Profit/(loss) attributable to shareholders}}{\text{Turnover}}$$

$$\text{Shareholders' funds per share} = \frac{\text{Shareholders' funds}}{\text{Total issued and fully paid shares at end of the year}}$$

$$\text{Return on average shareholders' funds} = \frac{\text{Profit/(loss) attributable to shareholders}}{\text{Average shareholders' funds}}$$

$$\text{Gross debt/equity ratio} = \frac{\text{Borrowings}}{\text{Shareholders' funds}}$$

$$\text{Net debt/equity ratio} = \frac{\text{Net borrowings}}{\text{Shareholders' funds}}$$

$$\text{Dividend cover} = \frac{\text{Profit/(loss) attributable to shareholders}}{\text{Dividends}}$$

$$\text{Interest cover} = \frac{\text{Operating profit/(loss)}}{\text{Net finance charges}}$$

$$\text{Passenger/Cargo and mail load factor} = \frac{\text{Revenue passenger kilometres/Cargo and mail tonne kilometres}}{\text{Available seat kilometres/Available cargo and mail tonne kilometres}}$$

$$\text{Revenue load factor} = \frac{\text{Total passenger, cargo and mail traffic revenue}}{\text{Maximum possible revenue at current yields and capacity}}$$

$$\text{Breakeven load factor} = \text{A theoretical revenue load factor at which the traffic revenue equates to the operating cost.}$$

$$\text{Passenger/Cargo and mail yield} = \frac{\text{Passenger turnover/Cargo and mail turnover}}{\text{Revenue passenger kilometres/Cargo and mail tonne kilometres}}$$

$$\text{Cost per ATK} = \frac{\text{Total operating expenses of Cathay Pacific}}{\text{ATK of Cathay Pacific}}$$

CORPORATE AND SHAREHOLDER INFORMATION

Cathay Pacific Airways Limited is incorporated in Hong Kong with limited liability.

INVESTOR RELATIONS

For further information about Cathay Pacific Airways Limited, please contact:

Corporate Communication Department

Cathay Pacific Airways Limited

7th Floor, North Tower

Cathay Pacific City

Hong Kong International Airport

Hong Kong

Tel: 2747 5210

Fax: 2810 6563

Cathay Pacific's main Internet address is

<http://www.cathaypacific.com>

REGISTERED OFFICE

35th Floor, Two Pacific Place

88 Queensway

Hong Kong

REGISTRARS

Central Registration Hong Kong Limited

19th Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

DEPOSITARY

The Bank of New York

American Depositary Receipts

6th Floor

620 Avenue of the Americas

New York, NY 10011

U.S.A.

AUDITORS

KPMG

8th Floor, Prince's Building

10 Chater Road

Hong Kong

FINANCIAL CALENDAR

Year ended 31st December 2001

Annual General Meeting	15th May 2002
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2001 final dividend payable	3rd June 2002
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Six months ending 30th June 2002

Interim results announcement	August 2002
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Interim dividend payable	October 2002
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