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中國國際航空股份有限公司
AIR CHINA LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00753)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**Original Notice**”) of Air China Limited (the “**Company**”) dated 8 April 2020 which sets out the resolutions to be considered by shareholders of the Company (“**Shareholders**”) at the annual general meeting to be held at 11:00 a.m. on Tuesday, 26 May 2020 at the Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC (the “**AGM**”).

China National Aviation Holding Corporation Limited, the controlling Shareholder of the Company, has submitted an extraordinary proposal to the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company. In accordance with the relevant laws and regulations and the Company’s articles of association, the Board hereby presents such extraordinary proposal at the AGM for consideration and approval by Shareholders.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolution, in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTION

8. To consider and approve the appointment of Mr. Duan Hongyi as an independent non-executive Director of the fifth session of the Board of the Company and authorize the nomination and remuneration committee of the Board to determine Mr. Duan Hongyi’s director emoluments

based on actual circumstances upon his election as an independent non-executive Director of the Company. For the biographical details of Mr. Duan Hongyi, please refer to the Appendix I of this supplemental notice.

By Order of the Board
Air China Limited
Zhou Feng Huen Ho Yin
Joint Company Secretaries

Beijing, the PRC, 11 May 2020

As at the date of this supplemental notice, the Directors of the Company are Mr. Cai Jianjiang, Mr. Song Zhiyong, Mr. Patrick Healy, Mr. Xue Yasong, Mr. Wang Xiaokang, Mr. Stanley Hui Hon-chung* and Mr. Li Dajin*.*

* *Independent non-executive Director of the Company*

Notes:

- (1) A revised form of proxy is enclosed with this supplemental notice. Whether or not you are able to attend the AGM, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time specified for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude the shareholders of the Company from attending and voting in person at the AGM or any adjournment thereof.
- (2) Please refer to the Original Notice for details in respect of the other resolutions to be proposed at the AGM, eligibility for attending the AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.

APPENDIX I:

Biographical details of Mr. Duan Hongyi (“**Mr. Duan**”) are set out below:

Mr. Duan Hongyi, aged 57, is a professorate senior accountant and a holder of master degree in business administration. He held various positions including vice director, director of planning and accounting department and vice chief accountant of Harbin Electric Company Limited, deputy general manager of the Harbin Turbine Company Limited and vice chairman of Harbin Power Technology & Trade Incorporation. He was also the deputy general manager of Harbin Electric Corporation, the director of Harbin Electric Company Limited and the chairman of Harbin Electric Finance Company Limited. He served as an executive director and general manager of Nam Kwong (Group) Company Limited, as well as a director and general manager of Nam Kwong (Group) Company Limited China Nam Kwong (Group) Company Limited. He has been a professional external director for state-owned enterprises since November 2019. He has also served as the external director of both China Telecommunications Corporation and China National Nuclear Corporation since March 2020.

Mr. Duan has confirmed that he meets the independence guidelines set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Mr. Duan has also confirmed that (i) he has not held any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other positions in the Company or any of its subsidiaries; (ii) he does not have any relationship with any Directors, supervisors, senior management, substantial shareholder(s) or controlling shareholder(s) (as defined under the Listing Rules) of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this supplemental notice.

Upon approval of Mr. Duan’s appointment at a general meeting of the Company, Mr. Duan will enter into a service contract with the Company for a term commencing on the date of approval by the Shareholders of his appointment and ending on the expiry of the term of the current session of the Board. The emoluments to be received by Mr. Duan will be determined by the nomination and remuneration committee with reference to his relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

The board of the Company resolved to propose the appointment of Mr. Duan as an independent non-executive Director of the Company on 29 April 2020. In considering the candidate of the independent non-executive Director, the nomination and remuneration committee has considered his past performance, his written confirmation of independence to the Company under Rule 3.13 of the Listing Rules and takes consideration of his skills, background, knowledge and experience. Mr. Duan has rich professional knowledge and experience in accounting and is qualified as a professorate senior accountant. In addition, his education, background, experience and practice enable him to provide relevant valuable insights, and contribute to the diversity of the Board. Mr. Duan currently does not hold directorship in other listed companies, therefore, he is able to devote sufficient time and attention to the Company.

During the period when Mr. Duan served as director of Acheng Relay Company Limited (formerly an A share listed company), the company and its relevant directors were penalized by China Securities Regulatory Commission in July 2008 due to failure to disclose the assumption of bank loan debts and finance costs for controlling shareholders in the annual report as required. The Board is of the view that such penalties were made a long time before and given the professional competence and extensive management experience of Mr. Duan, the Board believes that he is suitable for the position of independent non-executive director of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Duan as an independent non-executive Director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.