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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Air China Limited (the “Company”) will be held at 11:00 a.m. on Friday, 18 December 2020 at The Conference Room C713, No. 30 Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions.

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Ms. Lyu Yanfang as a supervisor of the fifth session of the supervisory committee of the Company.

For the biographical details of Ms. Lyu Yanfang, please refer to the Appendix of this notice.

2. To consider and approve the trademark license framework agreement dated 28 August 2020 entered into between the Company and China National Aviation Holding Corporation Limited (“CNAHC”) for a term of three years from 1 January 2021 to 31 December 2023 and the transactions contemplated thereunder.
3. To consider and approve the renewal of the financial services framework agreement between the Company and China National Aviation Finance Co., Ltd. (the “CNAF”) in relation to the provisions of a range of financial services by CNAF to the Company and its subsidiaries (the “Group”) for a term of three years commencing from 1 January 2021 and ending on 31 December 2023, and to consider and approve the provision of deposit services by CNAF as stipulated thereunder and the proposed maximum daily balance of deposits (including accrued interests) placed by the Group with CNAF, being RMB15 billion, RMB15 billion and RMB15 billion for the three years ending 31 December 2021, 2022 and 2023, respectively.

4. To consider and approve the renewal of the financial services framework agreement between CNAF and CNAHC in relation to the provisions of a range of financial services by CNAF to CNAHC, its subsidiaries and their associates, companies falling within the definition of commonly held entity under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as any other CNAHC member company which, in accordance with the listing rules of the places where the shares of the Company are listed as in force and as amended from time to time, is a connected person or related party of the Company (excluding the Group) (the “**CNAHC Group**”) for a term of three years commencing from 1 January 2021 and ending on 31 December 2023, and to consider and approve the provision of loans, finance lease and other credit services (the “**Credit Services**”) by CNAF as stipulated thereunder and the proposed maximum daily balance of Credit Services (including accrued interests) provided by CNAF to the CNAHC Group, being RMB6.5 billion, RMB6.5 billion and RMB6.5 billion for the three years ending 31 December 2021, 2022 and 2023, respectively.

By order of the Board
Air China Limited
Zhou Feng
Company Secretary

Beijing, PRC, 3 November 2020

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

** Independent non-executive director of the Company*

Notes:

1. Closure of register of members and eligibility for attending and voting at the EGM

Holders of H Shares of the Company are advised that the register of members of H shares of the Company will be closed from Wednesday, 18 November 2020 to Friday, 18 December 2020 (both days inclusive), during which time no transfer of H Shares of the Company will be effected and registered. In order to qualify for attendance and voting at the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Tuesday, 17 November 2020.

H Share Shareholders of the Company whose names appear on the register of members of H shares of the Company at the close of business on Wednesday, 18 November 2020 are entitled to attend and vote at the EGM.

2. Notice of Attendance

H Share Shareholders who intend to attend the EGM should complete and lodge the accompanying notice of attendance and return it to the Company's H Share registrar on or before Friday, 27 November 2020. The notice of attendance may be delivered by hand, by post or by fax to the Company's H Share registrar. Completion and return of the notice of attendance do not affect the right of a shareholder to attend and vote at the EGM. However, the failure to return the notice of attendance may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the EGM.

3. Proxy

Every shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his/her behalf at the EGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointor or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar for holders of H Shares not less than 24 hours before the time specified for the holding of the EGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar.

4. Other business

- (i) The EGM is expected to last for two hours. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

APPENDIX:

Biographical details of Ms. Lyu Yanfang (“Ms. Lyu”) are set out below:

Ms. Lyu Yanfang, aged 49, graduated from Northwest Institute of Politics and Law majoring in law and holds a bachelor’s degree in law. She joined the Company in 1996 and served as project manager of legal affairs, deputy manager, manager and senior manager of the president’s office of the Company. She served as deputy director of the president’s office of the Company from May 2013 to August 2017. She has been serving as the general manager of the legal department of China National Aviation Holding Corporation Limited and the Company since August 2017. From April 2018, she has served as the chairwoman of the supervisory committee of Beijing Golden Phoenix Human Resource Co., Ltd. and the supervisor of China National Aviation Construction and Development Company and of China National Aviation Capital Holding Co., Ltd. From August 2018, she has served as the supervisor of China National Aviation Media Co., Ltd. From March 2020, she has served as the chairwoman of the supervisory committee of China National Aviation Finance Co., Ltd.

Save as disclosed above and as at the latest practicable date of this notice (i.e. 29 October 2020) (the “**Latest Practicable Date of this Notice**”), Ms. Lyu does not have any relationship with any directors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company or hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

As at the Latest Practicable Date of this Notice, Ms. Lyu 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).

Upon approval of Ms. Lyu’s appointment at a general meeting of the Company, Ms. Lyu will enter into a service contract with the Company for a term commencing on the date of approval by the shareholders of her appointment and ending on the expiry of the term of the current session of the supervisory committee of the Company (the “**Supervisory Committee**”). Ms. Lyu will not receive any remuneration for her serving as supervisor of the Company.

Save as disclosed above, the Supervisory Committee is not aware of any other matters in relation to the proposed appointment of Ms. Lyu as shareholder representative supervisor of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.