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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Air China Limited (the “**Company**”) for the year ended 31 December 2020 will be held at 11:00 a.m. on Tuesday, 25 May 2021 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 2020 work report of the board of directors (the “**Board**”) of the Company.
2. To consider and approve the 2020 work report of the supervisory committee of the Company.
3. To consider and approve the audited consolidated financial statements of the Company for the year 2020 prepared under the PRC Accounting Standards and the International Financial Reporting Standards.
4. To consider and approve the profit distribution proposal for the year 2020.
5. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the Company’s international auditor for the year 2021 and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s domestic auditor and internal control auditor for the year 2021, and to authorize the management to determine their remunerations for the year 2021.

SPECIAL RESOLUTIONS

6. To consider and approve the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

7. To consider and approve the issue of debt financing instruments (including but are not limited to corporate bonds, ultra-short-term commercial papers, short-term commercial papers, mid-term notes, domestic non-public targeted debt financing instruments, overseas debt financing instruments and overseas bonds/notes denominated in RMB or foreign currencies) within the permissible size under the applicable laws and regulations in one or multiple tranche(s), the details of which are set out in the circular of the Company dated 9 April 2021, and generally and unconditionally authorise the Board to deal with the followings in accordance with the specific needs of the Company and market conditions:
 - (i) to determine the issuer, issue size, type, specific instruments, detailed terms, conditions and other matters relating to the issuance (including, but not limited to, the issue size, actual principal amount, currency, issue price, interest rate or mechanism for determining the interest rate, issue place, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set put-back or redemption terms, credit rating, guarantee, repayment term, detailed fund-raising arrangements within the scope of use approved by the shareholders’ meeting, detailed placing arrangements, underwriting arrangements and all other matters relating to the issuance);

 - (ii) to carry out all necessary and ancillary actions and procedures relating to the issuance (including, but not limited to, engage intermediary institutions, handle all approval, registration and filing procedures with the relevant regulatory authorities in connection with the issuance on behalf of the Company, execute all necessary legal documents, select bonds trustee manager for the issuance, formulate rules for the bondholders’ meeting and handle any other matters relating to the issuance and trading);

 - (iii) to approve and confirm any action or procedure relating to the issuance as mentioned above already taken by the Company;

 - (iv) to make adjustments to the relevant matters such as the specific proposals for the issuance in accordance with the comments from the regulatory authorities or the prevailing market conditions within the authority granted at a general meeting, except where voting at a general meeting is required by any relevant laws and regulations and the Articles of Association;

 - (v) to determine and handle all relevant matters relating to the listing of the issued debt financing instruments upon the completion of the issuance;

- (vi) in the case of issuance of corporate debt financing instruments, during the term of the corporate debt financing instruments, to determine not to distribute dividends to the shareholders to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to, or does fail to pay the principal and interests as they fall due;
- (vii) to approve, execute and dispatch any announcements or circulars relating to the issuance and make any related disclosure in accordance with the listing rules of the relevant jurisdictions where the shares of the Company are listed;
- (viii) to authorize the Board to delegate the authorizations set forth in items (i) to (vi) above to the president and/or the general accountant of the Company; and
- (ix) to authorize the Board to delegate the authorization set forth in item (vii) above to the secretary of the Board.

By order of the Board
Air China Limited
Song Zhiyong
Chairman

Beijing, PRC, 9 April 2021

As at the date of this notice, the directors of the Company are Mr. Song Zhiyong, Mr. Feng Gang, Mr. Patrick Healy, Mr. Xue Yasong, 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

(i) Eligibility for attending and voting at the AGM

Holders of H shares of the Company are advised that the register of members of the Company will close from Sunday, 25 April 2021 to Tuesday, 25 May 2021 (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 AGM, 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 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Friday, 23 April 2021.

Shareholders whose names appear on the register of members of H shares of the Company on Sunday, 25 April 2021 are entitled to attend and vote at the AGM.

2. Notice of attendance

H share shareholders of the Company who intend to attend the AGM should complete and lodge the accompanying notice of attendance and return it to the Company's H share registrar on or before Wednesday, 5 May 2021. 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 AGM. However, the failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the AGM 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 AGM.

3. Proxy

Every shareholder who has the right to attend and vote at the AGM 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 AGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointor or his attorney duly authorized in writing. If the appointor 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 authorized in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar for holders of H shares of the Company not less than 24 hours before the time specified for the holding of the AGM (or any adjournment thereof). If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarized. The notarized 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. Important notice in relation to pandemic prevention and control

In the event that the containment of COVID-19 pandemic is still ongoing at the time of the AGM, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the shareholders and the participants of the meeting, at the same time ensuring that the shareholders may exercise their respective shareholders' rights, the Company recommends H share shareholders and their proxies intending to attend the AGM to vote by completing and submitting the proxy form, i.e. to indicate how you wish your votes to be casted in the proxy form, and appoint the Chairman of the AGM as your proxy to vote on your behalf on site.

In case H share shareholders or their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements of Beijing regarding the containment of COVID-19 pandemic. On the way to, from and at the venue of the AGM, please adopt proper personal preventive measures. Upon arrival at the venue of the AGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.

5. Other businesses

- (i) The AGM is expected to last for no more than a half of a working day. 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