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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of Air China Limited, you should at once hand this circular and the accompanying form of proxy and notice of attendance to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

(I) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(II) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
AND
NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the annual general meeting of the Company to 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, is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

9 April 2021

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“A Share(s)”	the domestic ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“AGM”	the 2020 annual general meeting of the Company to 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, for the Shareholders to consider and approve the resolutions set out in the notice of the annual general meeting
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Air China Limited, a company incorporated in the PRC, whose H shares are listed on the Stock Exchange as its primary listing venue and have been admitted to the Official List of the UK Listing Authority as its secondary listing venue, and whose A shares are listed on the Shanghai Stock Exchange
“Debt Financing Instruments”	the debt financing instruments denominated in RMB or foreign currencies to be issued by the Company and/or its controlled or wholly-owned subsidiary in one or multiple tranches, including but 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
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange as its primary listing venue and have been admitted to the Official List of the UK Listing Authority as its secondary listing venue
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	31 March 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	collectively, the A Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD



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)

Directors:

Executive Director:

Song Zhiyong (*Chairman*)

Non-executive Directors:

Feng Gang

Patrick Healy

Xue Yasong

Independent Non-executive Directors:

Duan Hongyi

Stanley Hui Hon-chung

Li Dajin

Registered Address:

Blue Sky Mansion

28 Tianzhu Road

Airport Industrial Zone

Shunyi District

Beijing, the PRC

**Principal Place of Business
in Hong Kong:**

5th Floor, CNAC House

12 Tung Fai Road

Hong Kong International Airport

Hong Kong

9 April 2021

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(II) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

It is proposed that at the annual general meeting of the Company to be held on Tuesday, 25 May 2021, the notice of which is set out on pages 12 to 15 of this circular, resolutions will be proposed to, among others, (i) approve the proposed amendments to the Articles of Association; and (ii) give a general mandate to the Directors to issue Debt Financing Instruments.

LETTER FROM THE BOARD

II. PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2020

According to the audited results under the Chinese accounting standards and the international accounting standards, the Company recorded a net loss attributable to the owner of the parent company in 2020. As considered and approved by the 27th meeting of the fifth session of the Board of the Company, the Company proposed not to make profit distribution for the year of 2020.

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 18 March 2021. According to the requirements of regulatory authorities and the actual operational needs of the Company, it is proposed to amend the terms relating to the Company's address and the business name of the promotor of the Company in the Articles of Association.

The full text of the proposed amendments to the Articles of Association is set out in Appendix I to this circular.

The proposed amendments to the Articles of Association are prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the Shareholders' approval at the AGM by way of a special resolution.

IV. GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

1. Background

Given the general mandate to issue debt financing instruments granted by Shareholders at the last annual general meeting of the Company will lapse at the conclusion of the AGM, a special resolution will be proposed at the AGM to grant a general mandate to the Directors to issue the Debt Financing Instruments (the "**Debt Financing Instrument Issue Mandate**").

2. Particulars of Debt Financing Instruments

Particulars regarding the proposed issuance of the Debt Financing Instruments are as follows:

- (i) Issuer: the Company and/or its wholly-owned or controlled subsidiary, and the specific issuer shall be determined by the Board according to the needs of issuance
- (ii) Placing arrangement: no preferential placement to the Shareholders

LETTER FROM THE BOARD

- (iii) Issue size: subject to that the balance of the Debt Financing Instruments outstanding shall be within the permissible size prescribed by the relevant laws and regulations and specified by regulatory authorities, and the specific issue size shall be determined by the Board according to the capital needs and the market situations
- (iv) Term and type: not more than 15 years for one single-term instrument or a portfolio of instruments with various terms, and the specific term composition and the issue size of instruments with various terms shall be determined by the Board according to the relevant regulations and market situations
- (v) Use of proceeds: the proceeds to be raised from the issuance are intended to be used towards meeting the demand of the Company's operations, adjusting its debt structure, replenishing its working capital and/or funding its capital investments, among others, and the specific use of proceeds shall be determined by the Board according to the capital needs
- (vi) Term of validity of the authorization: from the date of the passing of the resolution at the AGM to the date of the annual general meeting of the Company for the year 2021

If the Board (including its authorized person) has resolved to issue the Debt Financing Instruments within the term of the Debt Financing Instruments Issue Mandate, it shall be deemed as an extension to the term of the mandate granted to the Board (including its authorized person) in respect of such issue on the general meeting, provided that there is no conflict between the mandate renewed by the Board (including its authorized person) on the general meeting after the expiry of the mandate and the mandate granted to the Board (including its authorized person) in respect of such issue.

3. AUTHORIZATION TO THE BOARD

- 3.1 It is proposed to the Shareholders at the AGM to authorize the Board, generally and unconditionally, to deal with the following 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);

LETTER FROM THE BOARD

- (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) of paragraph 3.1 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) of paragraph 3.1 above to the secretary of the Board.

V. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the resolutions at the AGM.

LETTER FROM THE BOARD

VI. DUTY REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

At the AGM, the Shareholders will be presented with the duty report of the independent non-executive Directors of the Company for the year 2020.

VII. AGM

The Company will convene the AGM at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC at 11:00 a.m. on Tuesday, 25 May 2021. A notice of the AGM, a form of proxy and a notice of attendance will be dispatched to the Shareholders in accordance with the Listing Rules on Friday, 9 April 2021. The notice of the AGM is reproduced on pages 12 to 15 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. If you intend to attend the AGM, you are required to complete and return the notice of attendance to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, on or before Wednesday, 5 May 2021.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment should you so wish and completion and return of the notice of attendance do not affect the right of a Shareholder to attend the respective meeting.

VIII. GENERAL INFORMATION

In order to determine the list of H Share Shareholders who will be entitled to attend and vote at the AGM, the register of members of H Shares will be closed from Sunday, 25 April 2021 to Tuesday, 25 May 2021 (both days inclusive), during which time no transfer of H Shares 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.

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

By order of the Board
Air China Limited
Song Zhiyong
Chairman

Beijing, the PRC

APPENDIX I**PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

Set out below are the details of the proposed amendments to the Articles of Association. The revisions have been underlined (if applicable) for the convenience of perusal.

Existing article	Amended article (Proposed amendments being underlined)
<p>Article 1 Air China Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”) and other relevant laws and regulations of the State ...</p> <p>The promoters of the Company are: China National Aviation Holding Company and China National Aviation Corporation (Group) Limited (registered in Hong Kong Special Administration Region).</p>	<p>Article 1 Air China Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”) and other relevant laws and regulations of the State ...</p> <p>The promoters of the Company are: <u>China National Aviation Holding Corporation Limited</u> and China National Aviation Corporation (Group) Limited (registered in Hong Kong Special Administration Region).</p>
<p>Article 3 The Company’s address: Blue Sky Building, 28 Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, China</p>	<p>Article 3 The Company’s address: <u>Basement 1 - 101 9th Floor, Building 1, 30 Tianzhu Road, Shunyi District, Beijing, China</u></p>
<p>Article 20 Upon the approval of the companies approving department authorized by the State Council, the Company issued 6,500,000,000 ordinary shares to the promoters at the time when the Company was established. At the time of establishment, the capital contribution of the promoters of the Company was as follows:</p>	<p>Article 20 Upon the approval of the companies approving department authorized by the State Council, the Company issued 6,500,000,000 ordinary shares to the promoters at the time when the Company was established. At the time of establishment, the capital contribution of the promoters of the Company was as follows:</p>

Existing article				Amended article (Proposed amendments being underlined)			
Name of Promoters	Number of Shares Subscribed	Method of Capital Contribution	Date of Capital Contribution	Name of Promoters	Number of Shares Subscribed	Method of Capital Contribution	Date of Capital Contribution
China National Aviation Holding Company	5,054,276,915	A capital contribution of RMB560,782,100 was made in cash and a contribution of RMB6,451,765,800 was made in form of the assets and liability of its subsidiaries and those relating to its principal passenger and cargo businesses	9 September 2004	<u>China National Aviation Holding Corporation Limited</u>	5,054,276,915	A capital contribution of RMB560,782,100 was made in cash and a contribution of RMB6,451,765,800 was made in form of the assets and liability of its subsidiaries and those relating to its principal passenger and cargo businesses	9 September 2004
China National Aviation Corporation (Group) Limited	1,445,723,085	A capital contribution of RMB2,005,866,000 was made in form of equity interest	9 September 2004	China National Aviation Corporation (Group) Limited	1,445,723,085	A capital contribution of RMB2,005,866,000 was made in form of equity interest	9 September 2004
<p>Article 21 The Company shall issue additional 2,933,210,909 ordinary shares after its incorporation, and the promoters of the Company shall sell 293,321,091 ordinary shares, all of which are H Shares.</p> <p>The share capital structure of the Company after the issue and sale referred to in the previous paragraph shall be as follows: the Company has a total of 9,433,210,909 ordinary shares in issue, of which China National Aviation Holding Company holds 4,826,195,989 Domestic Shares, representing approximately 51.16% of the Company’s total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 Foreign Shares, representing approximately 14.64% of the Company’s total share capital; other holders of the H Shares hold 3,226,532,000 shares, representing approximately 34.20% of the Company’s total share capital.</p>				<p>Article 21 The Company shall issue additional 2,933,210,909 ordinary shares after its incorporation, and the promoters of the Company shall sell 293,321,091 ordinary shares, all of which are H Shares.</p> <p>The share capital structure of the Company after the issue and sale referred to in the previous paragraph shall be as follows: the Company has a total of 9,433,210,909 ordinary shares in issue, of which <u>China National Aviation Holding Corporation Limited</u> holds 4,826,195,989 Domestic Shares, representing approximately 51.16% of the Company’s total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 Foreign Shares, representing approximately 14.64% of the Company’s total share capital; other holders of the H Shares hold 3,226,532,000 shares, representing approximately 34.20% of the Company’s total share capital.</p>			

Existing article	Amended article (Proposed amendments being underlined)
<p>Upon completion of the offering of the H Shares set forth above and subject to the approval in form of a special resolution adopted at the shareholders' general meeting, the general meeting for holders of the domestic shares and the general meeting for holders of the foreign shares, the Company has issued 1,639,000,000 A shares in 2006. China National Aviation Holding Company, a shareholder of the Company, also increased its shareholding in the Company to a total amount of 122,870,578 shares pursuant to its undertakings made to China Securities Regulatory Commission (the "CSRC"). The share capital structure of the Company after the said capital increase and the said increase in shareholding of the shareholder shall be as follows:</p> <p>the Company has a total of 11,072,210,909 ordinary shares in issue, of which China National Aviation Holding Company holds 4,949,066,567 A Shares, representing approximately 44.70% of the Company's total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 A Shares, representing approximately 12.47% of the Company's total share capital; other holders of A Shares hold 1,516,129,422 shares, representing approximately 13.69% of the Company's total share capital; holders of H Shares hold 3,226,532,000 shares, representing approximately 29.14% of the Company's total share capital.</p> <p>Upon the completion of the issuance of A shares and subject to the approval after verification by competent examination and approval departments authorized by the State Council, the Company has issued 1,179,151,364 H Shares to Cathay Pacific Airways Limited, a shareholder of the Company, in 2006.</p>	<p>Upon completion of the offering of the H Shares set forth above and subject to the approval in form of a special resolution adopted at the shareholders' general meeting, the general meeting for holders of the domestic shares and the general meeting for holders of the foreign shares, the Company has issued 1,639,000,000 A shares in 2006. <u>China National Aviation Holding Corporation Limited</u> a shareholder of the Company, also increased its shareholding in the Company to a total amount of 122,870,578 shares pursuant to its undertakings made to China Securities Regulatory Commission (the "CSRC"). The share capital structure of the Company after the said capital increase and the said increase in shareholding of the shareholder shall be as follows:</p> <p>the Company has a total of 11,072,210,909 ordinary shares in issue, of which <u>China National Aviation Holding Corporation Limited</u> holds 4,949,066,567 A Shares, representing approximately 44.70% of the Company's total share capital; China National Aviation Corporation (Group) Limited holds 1,380,482,920 A Shares, representing approximately 12.47% of the Company's total share capital; other holders of A Shares hold 1,516,129,422 shares, representing approximately 13.69% of the Company's total share capital; holders of H Shares hold 3,226,532,000 shares, representing approximately 29.14% of the Company's total share capital.</p> <p>Upon the completion of the issuance of A shares and subject to the approval after verification by competent examination and approval departments authorized by the State Council, the Company has issued 1,179,151,364 H Shares to Cathay Pacific Airways Limited, a shareholder of the Company, in 2006.</p>

Existing article	Amended article (Proposed amendments being underlined)
<p>Upon the completion of the said additional issuance of H Shares, as approved by the approving authority authorised by the State Council, the Company has issued 483,592,400 new A Shares on a non-public issue basis and 157,000,000 new H Shares to China National Aviation Corporation (Group) Limited, a shareholder of the Company, on a non-public issue basis in the year of 2010.</p>	<p>Upon the completion of the said additional issuance of H Shares, as approved by the approving authority authorised by the State Council, the Company has issued 483,592,400 new A Shares on a non-public issue basis and 157,000,000 new H Shares to China National Aviation Corporation (Group) Limited, a shareholder of the Company, on a non-public issue basis in the year of 2010.</p>
<p>Upon the completion of the aforesaid nonpublic issue of A Shares and H Shares, as approved by the approving authority authorised by the State Council, the Company has issued 192,796,331 new A Shares to China National Aviation Holding Company, a shareholder of the Company, on a non-public issue basis in the year of 2013.</p>	<p>Upon the completion of the aforesaid nonpublic issue of A Shares and H Shares, as approved by the approving authority authorised by the State Council, the Company has issued 192,796,331 new A Shares to <u>China National Aviation Holding Corporation Limited</u> a shareholder of the Company, on a non-public issue basis in the year of 2013.</p>
<p>Upon the completion of the aforesaid nonpublic issue of A Shares, as approved by the approving authority authorised by the State Council, the Company has issued 1,440,064,181 A Shares on a non-public issue basis in the year of 2017.</p>	<p>Upon the completion of the aforesaid nonpublic issue of A Shares, as approved by the approving authority authorised by the State Council, the Company has issued 1,440,064,181 A Shares on a non-public issue basis in the year of 2017.</p>
<p>The present share capital structure of the Company is as follows: the Company has a total of 14,524,815,185 ordinary shares in issue, of which 9,962,131,821 shares are held by holders of A Shares, representing approximately 68.59% of the Company's total share capital, and 4,562,683,364 shares are held by holders of H Shares, representing approximately 31.41% of the Company's total share capital.</p>	<p>The present share capital structure of the Company is as follows: the Company has a total of 14,524,815,185 ordinary shares in issue, of which 9,962,131,821 shares are held by holders of A Shares, representing approximately 68.59% of the Company's total share capital, and 4,562,683,364 shares are held by holders of H Shares, representing approximately 31.41% of the Company's total share capital.</p>

NOTICE OF ANNUAL GENERAL MEETING



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”).

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

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