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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, 25 February 2022 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 remuneration plan of the directors of the sixth session of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company.
2. To consider and approve the remuneration plan of the shareholder representative supervisors (the “**Supervisor(s)**”) of the sixth session of the supervisory committee (the “**Supervisory Committee**”) of the Company.

ORDINARY RESOLUTIONS (BY WAY OF CUMULATIVE VOTING)

- 3.00 To consider and approve the election of non-independent Directors of the sixth session of the Board:
 - 3.01 To consider and approve the election of Mr. Song Zhiyong as an executive Director of the sixth session of the Board;
 - 3.02 To consider and approve the election of Mr. Ma Chongxian as an executive Director of the sixth session of the Board;

- 3.03 To consider and approve the election of Mr. Feng Gang as a non-executive Director of the sixth session of the Board;
- 3.04 To consider and approve the election of Mr. Patrick Healy as a non-executive Director of the sixth session of the Board.
- 4.00 To consider and approve the election of independent non-executive Directors of the sixth session of the Board:
 - 4.01 To consider and approve the election of Mr. Li Fushen as an independent non-executive Director of the sixth session of the Board;
 - 4.02 To consider and approve the election of Mr. He Yun as an independent non-executive Director of the sixth session of the Board;
 - 4.03 To consider and approve the election of Mr. Xu Junxin as an independent non-executive Director of the sixth session of the Board;
 - 4.04 To consider and approve the election of Ms. Winnie Tam Wan-chi as an independent non-executive Director of the sixth session of the Board.
- 5.00 To consider and approve the election of shareholder representative Supervisors of the sixth session of the Supervisory Committee:
 - 5.01 To consider and approve the election of Mr. He Chaofan as a shareholder representative Supervisor of the sixth session of the Supervisory Committee;
 - 5.02 To consider and approve the election of Ms. Lyu Yanfang as a shareholder representative Supervisor of the sixth session of the Supervisory Committee;
 - 5.03 To consider and approve the election of Ms. Guo Lina as a shareholder representative Supervisor of the sixth session of the Supervisory Committee.

“Cumulative voting system” will be used in respect of voting on all sub-resolutions under resolutions no. 3.00, no. 4.00 and no. 5.00. Please refer to Note 3 of this notice for details.

For biographical details of the Director candidates of the sixth session of the Board, please refer to Appendix I to this notice. For biographical details of the candidates for shareholder representative Supervisors of the sixth session of the Supervisory Committee, please refer to Appendix II to this notice.

By Order of the Board
Air China Limited
Huang Bin Huen Ho Yin
Joint Company Secretaries

Beijing, the PRC, 9 February 2022

As at the date of this notice, the directors of the Company are Mr. Song Zhiyong, Mr. Ma Chongxian, 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 and eligibility for attending and voting at the EGM

The register of members of H shares of the Company will be closed from Tuesday, 22 February 2022 to Friday, 25 February 2022 (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, H shareholders of the Company (the “**Shareholder(s)**”) must lodge the instruments of transfer accompanied by share certificates and other appropriate documents 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, Wan Chai, Hong Kong, by 4:30 p.m. on Monday, 21 February 2022.

H share Shareholders whose names appear on the register of members of H shares of the Company at the close of business on Monday, 21 February 2022 are entitled to attend and vote at the EGM.

2. 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 (or any adjournment thereof). 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 at the Company’s H share registrar.

3. Cumulative Voting System

According to Article 111 of the articles of association of the Company, when electing two or more Directors at a Shareholders' general meeting, such Directors will be elected through the cumulative voting. The number of total votes that a Shareholder can exercise is decided by the following factors: (i) the number of shares held by such Shareholders, and (ii) the number of Directors to be elected. For every share held by a Shareholder who participates in the voting, the Shareholder will have the same number of voting rights which equals the number of Directors to be elected. A Shareholder may give his or her votes to one candidate or divide his or her votes among several candidates. Directors are elected at the EGM based on the total number of votes he or she receives. According to Article 150 of the articles of association of the Company, when electing two or more Supervisors at a Shareholders' general meeting, such Supervisors will be elected through the same cumulative voting system.

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 EGM, 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 EGM 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 EGM 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 EGM, please adopt proper personal preventive measures. Upon arrival at the venue of the EGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration and wearing of masks. Please provide the proof of negative nucleic acid test results within 48 hours and comply with the temperature checking procedures, and take the initiative to scan and present the "Beijing Health Kit" green code.

5. Other business

(i) The EGM is expected to last for less than half a business 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
Wan Chai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

Appendix I:

Biographical details of the Director candidates of the sixth session of the Board are set out below:

Mr. Song Zhiyong, aged 56, is a senior pilot and graduated from the First Flying Academy of China Air Force with a bachelor's degree in aviation. He started his career in China's civil aviation industry in 1987 and was previously a pilot, Assistant Manager, Chief Pilot, and Deputy General Manager of the Third Fleet, Deputy General Manager of the General Fleet and the General Manager of the Training Department of Air China International Corporation. He served as the General Manager and Deputy Secretary of the Communist Party Committee of the General Fleet of the Company from November 2002 to June 2008. Mr. Song held the post of Assistant to President of the Company from September 2004 to October 2006. He was the Vice President, a member and a standing member of the Communist Party Committee of the Company from October 2006 to December 2010. Mr. Song served as the Deputy General Manager of China National Aviation Holding Corporation Limited ("CNAHC") from December 2010 to April 2014. He has been a member of the Communist Party Group of CNAHC since December 2010. From January 2014 to December 2020, he served as President and Deputy Secretary of the Communist Party Committee of the Company to handle the comprehensive work of the Company. Mr. Song has served as an executive Director of the Company since May 2014 and the Secretary of the Communist Party Group of CNAHC from February 2016 to December 2016. He served as the Vice Chairman of the Company from June 2016 to December 2020, the Director, General Manager and Deputy Secretary of the Communist Party Group of CNAHC from December 2016 to October 2020. He has been serving as the Chairman and Secretary of the Communist Party Group of CNAHC since October 2020, and the Chairman and Secretary of the Communist Party Committee of the Company since December 2020. He has served as the Vice Chairman of the Board and a non-executive director of Cathay Pacific Airways Limited ("**Cathay Pacific**") since December 2020.

Mr. Ma Chongxian, aged 56, graduated from the Department of Economics of Inner Mongolia University with a bachelor's degree majoring in planning and statistics and holds a degree of EMBA in Tsinghua University. Mr. Ma started his career in July 1988 and has worked in the Mechanical Division of the Inner Mongolia Administration of Civil Aviation Administration of China and the aircraft repair plant in Inner Mongolia branch of Air China International Corporation. He has served as deputy general manager of Inner Mongolia branch of Air China International Corporation since January 1997. From September 2004 to July 2006, he served as secretary of the Communist Party Committee of Zhejiang branch of the Company. Mr. Ma also served as general manager and deputy secretary of the Communist Party Committee of Zhejiang branch of the Company from July 2006 to June 2009. He served as general manager and deputy secretary of the Communist Party Committee of Hubei Branch of the Company from June 2009 to April 2010, during which he concurrently served as head of "Zhongxing Project" (中星項目) in CNAHC from January 2009 to April 2010. Mr. Ma has been serving as vice president and a member of the Standing Committee of the Communist Party Committee of the Company since April 2010. From April 2010 to December 2016, he served as chairman, president and deputy secretary of the Communist Party Committee of Shandong Aviation Group Co., Ltd. ("**Shandong Aviation Group Corporation**"). He has been a member of the Communist Party Group of CNAHC since August 2016 and vice general manager and a member of

the Communist Party Group of CNAHC from December 2016 to April 2021. Since April 2021, he has been serving as director, general manager and deputy secretary of the Communist Party Group of CNAHC, and concurrently as president and deputy secretary of the Communist Party Committee of the Company from May 2021. He has served as a non-executive director of Cathay Pacific since June 2021, and an executive Director and the Vice Chairman of the Company since July 2021.

Mr. Feng Gang, aged 58, graduated from Sichuan University majoring in semiconductor. He started his career in July 1984. Mr. Feng was appointed as the Deputy General Manager of China Southwest Airlines in October 1995, the Assistant to President of Air China International Corporation in October 2002, and the General Manager and Secretary of the Communist Party Committee of China National Aviation Holding Assets Management Company in February 2003. He was appointed as the Chairman, President and Deputy Secretary of the Communist Party Committee of Shandong Aviation Group Corporation in May 2007. He served as the Vice President of the Company from April 2010 to August 2014, and concurrently as the Director, President, Deputy Secretary of the Communist Party Committee of Shenzhen Airlines Company Limited between May 2010 and May 2014. From April 2014, Mr. Feng served as a member of the Communist Party Group of CNAHC. From April 2014 to November 2019, he served as the Deputy General Manager of CNAHC. He was the non-executive Director of the Company between August 2014 and October 2017. From May 2017 to November 2019, he was the Deputy President of the Company. Since November 2019, he has served as the Director and the Deputy Secretary of the Communist Party Group of CNAHC and the Deputy Secretary of the Communist Party Committee of the Company. From May 2020, he has been the non-executive Director of the Company.

Mr. Patrick Healy, aged 56, graduated from the University of Cambridge with a Bachelor of Arts (Honours) degree in Modern Languages. He joined the Swire Group in August 1988 and worked in Swire Group's offices in Hong Kong SAR, Germany and Mainland China. He acted as the chief executive officer of Taikoo (Xiamen) Aircraft Engineering Company Limited from August 2008 to July 2012, and the chief executive officer of Swire Coca-Cola Limited from August 2012 to September 2019. He has acted as an executive director of the beverages division of Swire Pacific Limited since January 2013, a director of John Swire & Sons (H.K.) Limited since December 2014, and a director of Swire Properties Limited since January 2015. He has been serving as the chairman of Swire Coca-Cola Limited since October 2019, and the Chairman of the Board and an executive director of Cathay Pacific since November 2019. He has been serving as a non-executive Director of the Company since December 2019.

Mr. Li Fushen, aged 59, is a senior accountant with a bachelor's degree in engineering. He has served in various positions, including the cadre, deputy division chief, division chief of the audit division, director of the audit department and director of the finance department of Jilin Provincial Administration of Posts and Telecommunications; the director of the finance department, deputy general manager and a member of the Communist Party Group of Jilin Provincial Telecommunications Company (吉林省電信公司); the deputy general manager and a member of the Communist Party Group of Jilin Communications Company (吉林省通信公司). From September 2003 to May 2008, he consecutively served as the general manager of the finance department of China Network Communications Group Corporation, the chief accountant and a member of the

Communist Party Group of China Network Communications Group Corporation, and an executive director, joint company secretary and chief financial officer of China Netcom Group Corporation (Hong Kong) Limited. He was a non-executive director of PCCW Limited from July 2007 to December 2021. He held various positions from January 2009 to May 2021, including deputy general manager, a member of the Communist Party Group, chief accountant, executive director and deputy secretary of the Communist Party Group of China United Network Communications Group Company Limited. He served as an executive director of China Unicom (Hong Kong) Limited from March 2011 to June 2021, a director of China United Network Communications Limited from May 2011 to June 2021, and a non-executive director of HKT Trust and HKT Limited as well as a non-executive director of HKT Management Limited from November 2011 to December 2021. He has been a professional external director for state-owned enterprises since June 2021, and has been an external director of China Energy Conservation and Environmental Protection Group and COFCO Corporation since July 2021.

Mr. He Yun, aged 60, holds a postgraduate diploma in software engineering from Beijing Institute of Technology. He started his career in July 1983 and served as the deputy librarian of Beijing Coal Cadre Management Institute (北京煤炭幹部管理學院), researcher of the inspection division of China Unified Distribution Coal Mine Corporation (中國統配煤礦總公司), manager of Beijing branch of China Coal Construction Group Corporation (中煤建設集團公司) from June 1992 to June 1997. He served as a researcher of cadre management office, human resource division of the Ministry of Coal Industry from July 1997 to June 1998; the assistant to investigation special commissioner of the State Council from July 1998 to June 2000; the deputy director and director of the Supervisory Committee of Central Enterprises Working Commission and the Board of Supervisors Office of the State-owned Assets Supervision and Administration Commission of the State Council, head of the work department of Board of Supervisors and head of the first supervision department of the State-owned Assets Supervision and Administration Commission of the State Council from July 2000 to March 2018; and the head of the fourth corporate audit office of the National Audit Office from April 2018 to March 2021.

Mr. Xu Junxin, aged 57, is a senior economist and holds a doctorate's degree in technical economics and management. He started his career in August 1986 and served as the director of the Immigration Administration Bureau and the deputy secretary of the Communist Party Committee of China Three Gorges Corporation (中國長江三峽集團公司) and deputy director of the Jinshajiang preparatory division from September 2009 to May 2015. He held various positions from May 2015 to June 2018, including director of the general office and director of general office (office of the Communist Party Group) of China Three Gorges Corporation (中國長江三峽集團公司). From June 2018 to September 2021, he served as the secretary to the Board and director of the general office (office of the Communist Party Group as well as office of the board of directors and supervisory committee), assistant to general manager, secretary to the Board and director of group affairs office (office of the Communist Party Group and office of the board of directors) of China Three Gorges Corporation (中國長江三峽集團有限公司). He has been a professional external director for state-owned enterprises since September 2021. He has been an external director of China Anneng Construction Group Corporation Limited since December 2021.

Ms. Winnie Tam Wan-chi, aged 60, graduated from the Faculty of Law of The University of Hong Kong, a barrister, international arbitrator and mediator. She was appointed as a “Senior Counsel” in 2006, and was awarded the Justice of the Peace and the Silver Bauhinia Star for her contributions to public service. She is currently the Head of Chambers of Des Voeux Chambers and a recorder of the Court of First Instance of the High Court of Hong Kong. She is the Chairman of the Hong Kong Communications Authority, the Chairman of the Committee on Intellectual Property and the Committee on Sports Law of the Hong Kong Bar Association, a member of the Chief Executive’s Council of Advisers on Innovation and Strategic Development, a member of the Qianhai and Shekou Free Trade Zone Development Advisory Committee, a member of the Law Reform Commission, a member of the Independent Commission on Remuneration for Members of the Executive Council and the Legislature and Officials under the Political Appointment System of the Hong Kong Special Administrative Region, a member of the board of directors of eBRAM International Online Dispute Resolution Centre Limited, a member of the Board of the West Kowloon Cultural District Authority, and a member of the board of governors of Hong Kong Philharmonic Society Limited.

Mr. Li Fushen, Mr. He Yun, Mr. Xu Junxin and Ms. Winnie Tam Wan-chi have all confirmed that they have met 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 (“**Hong Kong Listing Rules**”). When considering the independent non-executive Director candidates for the sixth session of the Board, the Board has considered the independence confirmation of Mr. Li Fushen, Mr. He Yun, Mr. Xu Junxin and Ms. Winnie Tam Wan-chi as well as their skills, background, knowledge and experience. In particular, Mr. Li Fushen has extensive experience in financial management, Mr. He Yun has extensive experience in corporate financial supervision and inspection, Mr. Xu Junxin has extensive experience in economics and management and Ms. Winnie Tam Wan-chi has extensive experience in law. Their different education, background, professional experience and practices enable them to provide relevant valuable insights and make contributions to the diversity of the Board.

Save as disclosed above and as at the latest practicable date of this notice (i.e. 26 January 2022) (the “**Latest Practicable Date**”), none of the above Director candidates has any relationship with the Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) of the Company nor has any interests in any shares (as defined under Part XV of the Securities and Futures Ordinance) of the Company. As at the Latest Practicable Date, save as disclosed above, none of the above Director candidates held any other positions in the Company or any of its subsidiaries, nor directorships in any other public listed companies in the last three years.

The executive Directors and non-executive Directors of the sixth session of the Board will not receive any remuneration from the Company for serving as a Director, while the remuneration of the independent non-executive Directors will be determined pursuant to relevant national policies (the “**Remuneration Plan of the Directors of the Sixth Session of the Board**”). Each proposed Director shall enter into a service contract on this basis. The term of office of each proposed Director is three years, which shall commence from the date on which the appointment is approved by the Shareholders and shall be eligible for re-election upon the expiry of the term of office.

Save as disclosed above, the Company is not aware of any matters in relation to the appointment of the above Director candidates that need to be brought to the attention of the Shareholders nor any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Appendix II:

Biographical details of the candidates for the shareholder representative Supervisors of the sixth session of the Supervisory Committee are set out below:

Mr. He Chaofan, aged 59, graduated from Civil Aviation University of China majoring in operation management. Mr. He started his career in China's civil aviation industry in 1983. He served as an accountant at the Finance Department of Beijing Administration of Civil Aviation Administration of China (CAAC), and served various positions in Air China International Corporation, including the section chief, deputy director and director of the finance department and general manager of the revenue accounting centre of Air China International Corporation. From March 2003 to October 2008, he served as the general manager and the deputy secretary of Communist Party Committee of China National Aviation Finance Co., Ltd. ("CNAF"). He served as the general manager of the finance department of CNAHC and a Supervisor of the Company concurrently from October 2008 to April 2011. He served as vice president of China National Aviation Corporation (Group) Limited ("CNACG") from May 2011 to December 2018, and concurrently served as a director, general manager, member of Party Committee and the deputy secretary of the Communist Party Committee of Zhongyi Aviation Investment Co., Ltd. from August 2013 to December 2018. He served as the chairman of Zhongyi Aviation Investment Co., Ltd. between February 2019 and September 2020. Mr. He was appointed as a Supervisor of the Company in October 2013 and has been serving as the director, president, member of Party Committee of CNACG since December 2018.

Ms. Lyu Yanfang, aged 50, 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, deputy manager, manager and senior manager of legal affairs 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 CNAHC and the Company since August 2017. From April 2018, she has served as the supervisor of China National Aviation Capital Holding Co., Ltd. From March 2020, she has served as the chairwoman of the supervisory committee of CNAF. She has been serving as the Supervisor of the Company since December 2020. From June 2021, she has served as the chairwoman of the supervisory committee of Shenzhen Airlines Company Limited.

Ms. Guo Lina, aged 51, graduated from Chinese Academy of Fiscal Sciences of the Ministry of Finance majoring in finance and obtained a master degree in economics. She also graduated from the School of Economics and Management of Tsinghua University majoring in executive business administration and obtained a master's degree in business administration, and is a senior accountant. She served as an audit officer of the finance department of China National Aviation Corporation in October 2001, as well as the financial accounting manager of the finance department of CNAHC in October 2003. She also served as the general manager of the information disclosure department under the secretariat of the Board of the Company from August 2007 to November 2016, the deputy general manager of the finance department of the Company from November 2016 to May 2017. From April 2017, she has served as the supervisor of Air China Inner Mongolia Co., Ltd. She served as the deputy general manager of the finance department of CNAHC (Air China) from May 2017 to April

2021. She has also served as the chairwoman of the supervisory committee of Dalian Airlines Company Limited from June 2020 and the supervisor of Air China Shantou Industrial Development Company from June 2021. She has been the deputy general manager of the audit department of CNAHC (Air China) since April 2021, being responsible for overseeing the works of the department.

Save as disclosed above and as at the Latest Practicable Date, none of the above Supervisor candidates has any relationship with the Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) of the Company nor has any interests in any shares (as defined under Part XV of the Securities and Futures Ordinance) of the Company. As at the Latest Practicable Date, save as disclosed above, none of the above Supervisor candidates held any other positions in the Company or any of its subsidiaries, nor directorships in other public listed companies in the last three years.

The shareholder representative Supervisors of the sixth session of the Supervisory Committee will not receive any remuneration from the Company for serving as a Supervisor (the “**Remuneration Plan of the Shareholder Representative Supervisors of the Sixth Session of the Supervisory Committee**”). Each proposed Supervisor shall enter into a service contract with the Company on this basis. The term of office of each proposed Supervisor is three years, which shall commence from the date on which the appointment is approved by the Shareholders and shall be eligible for re-election upon the expiry of the term of office.

Save as disclosed above, the Company is not aware of any matters in relation to the appointment of the above Supervisor candidates that need to be brought to the attention of the Shareholders nor any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.