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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING, THE H SHAREHOLDERS' CLASS MEETING AND THE A SHAREHOLDERS' CLASS MEETING**

The board of directors (the “**Board**”) of Air China Limited (the “**Company**”) is pleased to announce that the extraordinary general meeting (the “**EGM**”), the class meeting for holders of H Shares (the “**H Shareholders' Class Meeting**”) and the class meeting for holders of A Shares (the “**A Shareholders' Class Meeting**”, together with the EGM and the H Shareholders' Class Meeting, the “**Meetings**”) of the Company have been held on 20 September 2022, and all the resolutions proposed at the Meetings were duly passed.

References are made to: (i) the notice of the EGM dated 5 August 2022; (ii) the notice of the H Shareholders' Class Meeting dated 5 August 2022; and (iii) the circular of the Company dated 25 August 2022 (the “**Circular**”), containing details of the resolutions tabled at the EGM and the H Shareholders' Class Meeting. Unless otherwise specified herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the Meetings were held on Tuesday, 20 September 2022 at The Conference Room C713, No. 30 Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC and all the proposed resolutions as set out in the related notices of the Meetings were duly passed by the relevant Shareholders by way of poll. Except for Mr. Song Zhiyong and Mr. He Yun who did not attend the Meetings due to business arrangements, all other directors of the Company attended the Meetings.

As at the date of the Meetings, the number of total issued shares of the Company was 14,524,815,185 shares, including 4,562,683,364 H shares and 9,962,131,821 A shares. Shareholders and authorized proxies holding an aggregate of 11,754,203,097 shares, representing 80.92% of the total issued shares of the Company, were present at the EGM. Shareholders and authorized proxies holding an aggregate

of 3,340,766,390 H shares, representing 73.22% of the total issued H shares of the Company, were present at the H Shareholders' Class Meeting. Shareholders and authorized proxies holding an aggregate of 8,404,156,707 A shares, representing 84.36% of the total issued A shares of the Company, were present at the A Shareholders' Class Meeting.

CNAHC and its associates (including CNACG) have a material interest in the resolutions no. 2, 3, 7 and 8 proposed at the EGM, resolutions no.1, 2, 4 and 5 proposed at the H Shareholders' Class Meeting and resolutions no. 1, 2, 4 and 5 proposed at the A Shareholders' Class Meeting, and are required to abstain, and have abstained, from voting on the above resolutions. As at the date of the Meetings, the number of A shares of the Company directly held by CNAHC was 5,952,236,697, whereas the number of A shares and H shares of the Company held by CNACG, a wholly-owned subsidiary of CNAHC, were 1,332,482,920 and 223,852,000 respectively.

Accordingly, at the EGM, the total number of shares entitling the holders to attend and vote on the resolutions no. 1, 4, 5, 6, 9 and 10 was 14,524,815,185 shares, and the total number of shares entitling the holders to attend and vote on the resolutions no. 2, 3, 7 and 8 was 7,016,243,568 shares. At the H Shareholders' Class Meeting, the total number of shares entitling the holders to attend and vote on the resolutions no. 1, 2, 4 and 5 was 4,338,831,364 shares, and the total number of shares entitling the holders to attend and vote on the resolution no. 3 was 4,562,683,364 shares. At the A Shareholders' Class Meeting, the total number of shares entitling the holders to attend and vote on the resolutions no. 1, 2, 4 and 5 was 9,962,131,821 shares, and the total number of shares entitling the holders to attend and vote on the resolution no. 3 was 2,677,412,204 shares.

Save as disclosed above, there were no shares the holder of which is required under the Hong Kong Listing Rules to abstain from voting on the resolutions proposed at the Meetings. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions proposed at the Meetings as set out in Rule 13.40 of the Hong Kong Listing Rules. No parties have stated their intention in the Circular to vote against the resolutions proposed at the Meetings or to abstain from voting.

## RESULTS OF THE EGM

The poll results in respect of the proposed resolutions at the EGM were as follows:

RESOLUTIONS		Votes of Shareholders		
		For	Against	Abstain
1.	To consider and approve the satisfaction of the Company of the requirements for the non-public issuance of A Shares	11,722,956,227 99.7341%	31,246,770 0.2658%	100 0.0001%
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.				

RESOLUTIONS		Votes of Shareholders		
		For	Against	Abstain
2.	To consider and approve the proposal of the non-public issuance of A Shares by the Company in 2022:			
	2.1 class and par value of shares to be issued	4,201,072,110 98.9505%	44,559,370 1.0495%	0 0.0000%
	2.2 method and time of issuance	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
	2.3 target subscribers and method of subscription	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
	2.4 issue price and pricing method	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
	2.5 issue number	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
	2.6 lock-up arrangement	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
	2.7 listing venue	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
	2.8 arrangement relating to the accumulated undistributed profits prior to this issuance	4,201,078,110 98.9505%	44,553,270 1.0494%	100 0.0001%
	2.9 amount and use of proceeds	4,203,540,023 99.0085%	42,091,357 0.9914%	100 0.0001%
	2.10 validity period of the resolution of this issuance	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.				
3.	To consider and approve the plan of the non-public issuance of A Shares by the Company in 2022	4,201,072,010 98.9504%	44,559,370 1.0495%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				
4.	To consider and approve the feasibility analysis report on the use of proceeds from the non-public issuance of A Shares by the Company in 2022	11,722,956,227 99.7341%	31,246,770 0.2658%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				

RESOLUTIONS		Votes of Shareholders		
		For	Against	Abstain
5.	To consider and approve the dilution of current returns, remedial measures and the corresponding undertakings of relevant entities for the non-public issuance of A Shares by the Company in 2022	11,722,956,227 99.7341%	31,246,770 0.2658%	100 0.0001%
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the report on use of proceeds from previous fund-raising activities of the Company	11,725,566,790 99.7563%	28,636,207 0.2436%	100 0.0001%
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the related (connected) transaction concerning the entering into of the conditional share subscription agreement with specific subscriber	4,214,384,610 99.2639%	31,246,770 0.7360%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				
8.	To consider and approve the authorization by the shareholders to the Board's authorized person(s) to proceed with relevant matters in respect of the non-public issuance in their sole discretion	4,214,384,610 99.2640%	31,246,870 0.7360%	0 0.0000%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				
9.	To consider and approve the future plan for dividend return to the shareholders for the coming three years (2022-2024)	11,725,648,890 99.7570%	28,554,107 0.2429%	100 0.0001%
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.				
10.	To consider and approve the introduction of a total of 96 A320NEO series aircraft for the Company and Shenzhen Airlines Company Limited	11,754,188,997 99.9998%	14,000 0.0001%	100 0.0001%
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.				

## RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

The poll results in respect of the resolutions proposed at the H Shareholders' Class Meeting were as follows:

RESOLUTIONS		Votes of Shareholders		
		For	Against	Abstain
1.	To consider and approve the proposal of the non-public issuance of A Shares by the Company in 2022:			
	1.1 class and par value of shares to be issued	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
	1.2 method and time of issuance	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
	1.3 target subscribers and method of subscription	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
	1.4 issue price and pricing method	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
	1.5 issue number	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
	1.6 lock-up arrangement	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
	1.7 listing venue	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
	1.8 arrangement relating to the accumulated undistributed profits prior to this issuance	3,076,987,152 98.7190%	39,927,238 1.2810%	0 0.0000%
	1.9 amount and use of proceeds	3,078,680,534 98.7733%	38,233,856 1.2267%	0 0.0000%
	1.10 validity period of the resolution of this issuance	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
As more than two-thirds of the votes were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.				
2.	To consider and approve the plan of the non-public issuance of A Shares by the Company in 2022	3,076,911,152 98.7166%	40,003,238 1.2834%	0 0.0000%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				

RESOLUTIONS		Votes of Shareholders		
		For	Against	Abstain
3.	To consider and approve the feasibility analysis report on the use of proceeds from the non-public issuance of A Shares by the Company in 2022	3,313,951,152 99.1973%	26,815,238 0.8027%	0 0.0000%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				
4.	To consider and approve the related (connected) transaction concerning the entering into of the conditional share subscription agreement with specific subscriber	3,090,099,152 99.1397%	26,815,238 0.8603%	0 0.0000%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				
5.	To consider and approve the authorization by the shareholders to the Board's authorized person(s) to proceed with relevant matters in respect of the non-public issuance in their sole discretion	3,090,099,152 99.1397%	26,815,238 0.8603%	0 0.0000%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				

## RESULTS OF THE A SHAREHOLDERS' CLASS MEETING

The poll results in respect of the resolutions proposed at the A Shareholders' Class Meeting were as follows:

RESOLUTIONS		Votes of Shareholders		
		For	Against	Abstain
1.	To consider and approve the proposal of the non-public issuance of A Shares by the Company in 2022:			
	1.1 class and par value of shares to be issued	1,114,880,958 99.5929%	4,556,132 0.4071%	0 0.0000%
	1.2 method and time of issuance	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
	1.3 target subscribers and method of subscription	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
	1.4 issue price and pricing method	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
	1.5 issue number	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
	1.6 lock-up arrangement	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
	1.7 listing venue	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
	1.8 arrangement relating to the accumulated undistributed profits prior to this issuance	1,114,886,958 99.5935%	4,550,032 0.4064%	100 0.0001%
	1.9 amount and use of proceeds	1,115,579,489 99.6554%	3,857,501 0.3445%	100 0.0001%
	1.10 validity period of the resolution of this issuance	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.				
2.	To consider and approve the plan of the non-public issuance of A Shares by the Company in 2022	1,114,880,858 99.5929%	4,556,132 0.4070%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				
3.	To consider and approve the feasibility analysis report on the use of proceeds from the non-public issuance of A Shares by the Company in 2022	8,399,725,075 99.9472%	4,431,532 0.0527%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				

RESOLUTIONS		Votes of Shareholders		
		For	Against	Abstain
4.	To consider and approve the related (connected) transaction concerning the entering into of the conditional share subscription agreement with specific subscriber	1,115,005,458 99.6041%	4,431,532 0.3958%	100 0.0001%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				
5.	To consider and approve the authorization by the shareholders to the Board's authorized person(s) to proceed with relevant matters in respect of the non-public issuance in their sole discretion	1,115,005,458 99.6041%	4,431,632 0.3959%	0 0.0000%
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.				

Deloitte Touche Tohmatsu, the auditor of the Company, have acted as the scrutineer for the vote-taking at the Meetings and compared the poll results summary to poll forms collected by the Company. The work performed by Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

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

Beijing, the PRC, 20 September 2022

*As at the date of this announcement, the directors of the Company are Mr. Song Zhiyong, Mr. Ma Chongxian, Mr. Feng Gang, Mr. Patrick Healy, Mr. Li Fushen\*, Mr. He Yun\*, Mr. Xu Junxin\* and Ms. Winnie Tam Wan-chi\*.*

\* *Independent non-executive director of the Company*