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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)

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to (i) the poll results announcement of the extraordinary general meeting, the H shareholders' class meeting and the A shareholders' class meeting of Air China Limited (the "**Company**") dated 20 September 2022; and (ii) the announcement of the Company dated 17 January 2023 in relation to the completion of the non-public issuance of 1,675,977,653 A shares by the Company (the "**Non-public Issuance of A Shares**").

As the total number of total issued shares and the registered capital of the Company are changed into 16,200,792,838 shares and RMB16,200,792,838 respectively following the completion of the Non-public Issuance of A Shares, the Company has made corresponding amendments to relevant articles in the Articles of Association of Air China Limited (the "**Articles of Association**"), the details of which are as follows:

Original Articles of the Articles of Association	Amended Articles of the Articles of Association
<p><b>Article 21</b> 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 Corporation Limited holds</p>	<p><b>Article 21</b> 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 Corporation Limited holds 4,826,195,989</p>

Original Articles of the Articles of Association	Amended Articles of the Articles of Association
<p>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>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, as approved by the approving authority authorised by the State Council, the Company has issued 1,639,000,000 A shares in 2006. China National Aviation Holding Corporation Limited, 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>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>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, as approved by the approving authority authorised by the State Council, the Company has issued 1,639,000,000 A shares in 2006. China National Aviation Holding Corporation Limited, 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>

Original Articles of the Articles of Association	Amended Articles of the Articles of Association
<p>the Company has a total of 11,072,210,909 ordinary shares in issue, of which China National Aviation Holding Corporation Limited 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>the Company has a total of 11,072,210,909 ordinary shares in issue, of which China National Aviation Holding Corporation Limited 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 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 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 non-public 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 Corporation Limited, a shareholder of</p>	<p>Upon the completion of the aforesaid non-public 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 Corporation Limited, a shareholder of</p>

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<p>the Company, on a non-public issue basis in the year of 2013.</p> <p>Upon the completion of the aforesaid non-public 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 Company, on a non-public issue basis in the year of 2013.</p> <p>Upon the completion of the aforesaid non-public 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><b>Upon the completion of the aforesaid non-public issue of A Shares, as approved by the approving authority authorised by the State Council, the Company has issued 1,675,977,653 A Shares on a non-public issuance basis in the year of 2023.</b></p> <p>The present share capital structure of the Company is as follows: the Company has a total of <b>16,200,792,838</b> ordinary shares in issue, of which <b>11,638,109,474</b> shares are held by holders of A Shares, representing approximately <b>71.84%</b> of the Company's total share capital, and 4,562,683,364 shares are held by holders of H Shares, representing approximately <b>28.16%</b> of the Company's total share capital.</p>
<p><b>Article 24</b> The registered capital of the Company is RMB14,524,815,185.</p>	<p><b>Article 24</b> The registered capital of the Company is RMB<b>16,200,792,838</b>.</p>

Save for the amendments above, other articles in the Articles of Association remain unchanged.

At the extraordinary general meeting, the H shareholders' class meeting and the A shareholders' class meeting of the Company held on 20 September 2022, the shareholders of the Company considered and approved the proposal in relation to the authorization by the shareholders to the authorized person(s) of the board of directors of the Company to proceed with relevant matters in respect of the

Non-public Issuance of A Shares in their sole discretion. As the aforesaid amendments to the Articles of Association are within the scope of the above authorization, such amendments are not required to be submitted to the shareholders' general meeting for consideration.

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

Beijing, the PRC, 17 January 2023

*As at the date of this announcement, the directors of the Company are 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*