



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)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates ^(Note 1) _____
I/We ^(Note 2) _____

of _____

being the registered holder(s) of ^(Note 3) _____

H Shares in the share capital of Air China Limited (the “Company”) **HEREBY APPOINT** the chairman of the meeting
and/or ^(Note 4) _____

of _____

as my/our proxy/proxies: (a) to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 11:30 a.m. on Friday, 26 January 2024 at The Conference Room C713, No. 30 Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions (the “Resolutions”) as set out in the notice convening the Meeting (the “Notice”); and (b) at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the resolution in relation to the satisfaction of the Company of the requirements for the Issuance of A Shares to Specific Investor			
2.	To consider and approve the resolution in relation to the proposal of the Issuance of A Shares to Specific Investor by the Company in 2023			
2.1	class and par value of Shares to be issued			
2.2	method and time of issuance			
2.3	target subscribers and method of subscription			
2.4	issue price and pricing method			
2.5	number of Shares to be issued			
2.6	lock-up arrangement			
2.7	listing venue			
2.8	arrangement relating to the accumulated undistributed profits prior to this issuance			
2.9	amount and use of proceeds			
2.10	validity period of the resolution of this issuance			
3.	To consider and approve the resolution in relation to the preliminary proposal of the Issuance of A Shares to Specific Investor by the Company in 2023			
4.	To consider and approve the resolution in relation to the discussion and analysis report on the proposal of the Issuance of A Shares to Specific Investor by the Company in 2023			
5.	To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the Issuance of A Shares to Specific Investor by the Company in 2023			
6.	To consider and approve the resolution in relation to the dilution of the Company's current return by issuing Shares to specific investors in 2023, the remedial measures and the undertakings made by the relevant entities in respect of such measures			

RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
7.	To consider and approve the resolution in relation to the report on use of proceeds from previous fund-raising activities of the Company			
8.	To consider and approve the resolution in relation to the related (connected) transaction concerning the entering into of the conditional A Share Subscription Agreement with specific subscriber by the Company			
9.	To consider and approve the resolution in relation to the proposal of the Issuance of H Shares to Specific Investor by the Company in 2023			
9.1	class and par value of Shares to be issued			
9.2	method and time of issuance			
9.3	target subscribers and method of subscription			
9.4	issue price and pricing method			
9.5	number of Shares to be issued			
9.6	lock-up arrangement			
9.7	amount and use of proceeds			
10.	To consider and approve the resolution in relation to the related (connected) transaction concerning the entering into of the conditional H Share Subscription Agreement with specific subscriber by the Company			
11.	To consider and approve the resolution in relation to the authorization by the general meeting to the Board and its authorized person(s) to proceed with relevant matters in respect of the issuance of Shares to specific investors by the Company in their sole discretion			

The above resolutions No. 1, No. 6 and No. 7 are ordinary resolutions; the remaining resolutions are special resolutions.

Dated this _____ day of _____ 2024

Signature^(Note 6): _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the total number of shares registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies of his own choice to attend and vote instead of him. A proxy need not be a member of the Company. If any proxy other than the chairman of the Meeting is preferred, please strike out the words “the chairman of the meeting and/or” and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. In the event that two or more persons (other than the chairman of the Meeting) are named as proxies and the words “the chairman of the meeting and/or” are not deleted, those words and references shall be deemed to have been deleted.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. A member is entitled to one vote for every fully-paid share held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under seal or under the hand of a director or attorney duly authorised. If this form of proxy is signed by your attorney, the power of attorney or other document of authorisation must be notarised.
- In order to be valid, this form of proxy, together with the notarised copy of the power of attorney or other document of authorisation (if any) under which it is signed, for holders of H Shares, must be delivered to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 24 hours prior to the time appointed for holding the Meeting (or any adjournment thereof).
- Completion and delivery of this form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- To attend and represent the shareholder(s) at the Meeting, the proxy so appointed must produce beforehand his identification document and any power of attorney duly signed by his appointor(s) or the legal representative(s) of his appointor(s). The power of attorney must state the date of issuance.