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If you have sold or transferred all your shares of Air China Limited, you should at once hand this circular and the 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)

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 9 of this circular.

A notice convening the AGM to be held at 11:00 a.m. on Thursday, 30 May 2024 at The Conference Room C713, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC, is set out on pages 24 to 27 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 thereof should you so wish.

26 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year ended 31 December 2023 to be held on Thursday, 30 May 2024
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“CNAHC”	China National Aviation Holding Corporation Limited, a PRC state-owned enterprise and the controlling shareholder of the Company, directly and through its wholly-owned subsidiary CNACG, holding approximately 50.14% of the issued share capital of the Company in aggregate as at the Latest Practicable Date
“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 on the Official List of the UK Listing Authority as its secondary listing venue, and whose A shares are listed on the Shanghai Stock Exchange. The Company is principally engaged in providing air passenger, air cargo and related services
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China (other than, for the purpose of this circular only, Hong Kong, Macau and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	The State-owned Assets Supervision and Administration Commission of the State Council

DEFINITIONS

“SSE Listing Rules”	the Rules Governing the Listing of Stocks on Shanghai Stock Exchange
“Shareholder(s)”	holder(s) of the shares of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

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 Directors:

Mr. Ma Chongxian (*Chairman*)

Mr. Wang Mingyuan

Non-Executive Directors:

Mr. Feng Gang

Mr. Patrick Healy

Employee Representative Director:

Mr. Xiao Peng

Independent Non-Executive Directors:

Mr. Li Fushen

Mr. He Yun

Mr. Xu Junxin

Ms. Winnie Tam Wan-chi

Registered Address:

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Building 1

30 Tianzhu Road

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

26 April 2024

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The AGM of the Company will be held at 11:00 a.m. on Thursday, 30 May 2024.

LETTER FROM THE BOARD

The resolutions to be proposed at the AGM for the Shareholders' approval include: (1) the resolution on the 2023 work report of the Board; (2) the resolution on the 2023 work report of the Supervisory Committee; (3) the resolution on the financial reports for the year 2023; (4) the resolution on the profit distribution proposal for the year 2023; (5) the resolution on the unrecovered losses of the Company exceeding one-third of the total amount of its paid-up share capital; (6) the resolution on the re-appointment of international auditor, domestic auditor and internal control auditor for the year 2024; and (7) the resolution on the grant of mandate to the Board of the Company to issue debt financing instruments.

The above resolution no. (7) is a special resolution and the rest resolutions are ordinary resolutions.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on voting in respect of the relevant resolutions at the AGM.

II. DETAILS OF THE RESOLUTIONS

(I) Resolution on the 2023 work report of the Board

For the full text of the 2023 work report of the Board, please refer to Appendix I to this circular.

(II) Resolution on the 2023 work report of the Supervisory Committee

For the full text of the 2023 work report of the Supervisory Committee, please refer to Appendix II to this circular.

(III) Resolution on the financial reports for the year 2023

For the full text of the financial reports for the year 2023 prepared under the PRC Accounting Standards and the International Financial Reporting Standards, please refer to relevant disclosures made by the Company on the website of the Shanghai Stock Exchange and the HKEXnews website of the Hong Kong Stock Exchange, respectively.

(IV) Resolution on the profit distribution proposal for the year 2023

According to the audited financial statements of the Company prepared in accordance with the PRC Accounting Standards and the International Financial Reporting Standards, the Company recorded negative profits available for distribution to Shareholders in 2023. As considered and approved by the 28th meeting of the sixth session of the Board, the Company proposed not to make profit distribution for the year of 2023.

LETTER FROM THE BOARD

(V) Resolution on the unrecovered losses of the Company exceeding one-third of the total amount of its paid-up share capital

Pursuant to the relevant requirements of the Company Law and the Articles of Association, under circumstances that the amount of the unrecovered losses of the Company exceeds one-third of the total paid-up share capital, it shall be subject to consideration at the general meeting of the Shareholders.

According to the audit report issued by Deloitte Touche Tohmatsu Certified Public Accountants LLP, the net profit attributable to parent company in 2023 was a loss of RMB1.046 billion. The accumulated unrecovered losses of the Company was RMB30.495 billion. As of the end of 2023, the paid-up share capital of the Company was RMB16.201 billion. The amount of the unrecovered losses of the Company exceeded one-third of the total paid-up share capital.

(VI) Resolution on the re-appointment of international auditor, domestic auditor and internal control auditor for the year 2024

The Board proposed the re-appointment of Deloitte Touche Tohmatsu as the Company's international auditor for the year 2024 and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's domestic auditor and internal control auditor for the year 2024, and submitted to the general meeting of Shareholders the aforementioned re-appointment proposal for approval and to authorise the Audit and Risk Management Committee (the Supervision Committee) of the Board to determine their remunerations for the year 2024.

(VII) Resolution on the grant of general mandate to the Board to issue debt financing instruments

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 Board to issue the debt financing instruments (the "**Debt Financing Instrument Issue Mandate**").

In order to meet the Company's production and operation needs, and to supplement liquidity, according to the 2024 financing plan of the Company, the Company shall issue the Debt Financing Instruments (as defined below) at appropriate time. To grasp the favourable opportunity in the market, improve flexibility and efficiency of financing, the application is now been submitted by the Board at the general meeting of Shareholders of the Company to obtain general and unconditional mandate from the general meeting, under which the Board shall determine to issue debt financing instruments in one or multiple tranches within the cap amount of bond issuance under the requirements of applicable laws (the "**Issuance**"). If the Board has resolved to issue debt financing instruments according to the authorisation obtained at the general meeting(s), the authorisation in relation to the issuance of such debt financing instruments shall continue to be valid and extended to the term of authorisation of the Issuance accordingly. Particulars regarding the Issuance are as follows:

LETTER FROM THE BOARD

1. *Plan of the issuance*

The relevant debt financing instruments include, but not limited to, ultra-short-term commercial papers, short-term commercial papers, mid-term notes, corporate bonds, domestic targeted debt financing instruments, overseas debt financing instruments and overseas bonds/notes denominated in RMB or foreign currencies (“**Debt Financing Instruments**”).

2. *Major Terms of the issuance*

- | | |
|--------------------------|---|
| (1) Issuer: | the Company and/or its controlled or wholly-owned subsidiary, and the specific issuer shall be determined by the Board according to the needs of issuance. |
| (2) Placing arrangement: | no preferential placement to the shareholders of the Company. |
| (3) Issue size: | subject to that the balance of the outstanding debt financing instruments of the Issuance 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 requirement and the market conditions. |
| (4) 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 conditions. |
| (5) Use of proceeds: | the proceeds to be raised from the Issuance are intended to be applied towards uses such as meeting the demand of the Company’s production and operations, adjusting its debt structure, replenishing its working capital and/or funding its project investments, and the specific use of proceeds shall be determined by the Board according to the capital requirement. |

LETTER FROM THE BOARD

- (6) Term of validity of the authorization: from the date of the passing of the resolution at the general meeting of the Company to the date of the annual general meeting of the Company for the year 2024.

If the Board (including its authorized person) has resolved to issue within the valid term of the 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*

The Board proposed to the shareholders of the Company 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 other market conditions:

- (1) 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 specific 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).
- (2) to carry out all necessary and ancillary actions and procedures relating to the Issuance (including, but not limited to, engaging underwriters, lawyers, auditors, rating agencies, financial advisers and other intermediary institutions, handling all approval, registration and filing procedures with the relevant regulatory authorities in connection with the Issuance on behalf of the Company, executing all necessary legal documents in connection with the Issuance, selecting bonds trustee manager for the Issuance, formulating rules for the bondholders' meeting and handling any other matters relating to the issuance and trading).
- (3) to approve and confirm any action or procedure relating to the Issuance as mentioned above already taken by the Company.

LETTER FROM THE BOARD

- (4) 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 the general meeting of the Company, except where a new vote at a general meeting of the Company is required by relevant laws and regulations and the Articles of Association.
- (5) to determine and handle relevant matters relating to the listing of the issued Debt Financing Instruments upon the completion of the issuance.
- (6) in the case of issuance of corporate debt financing instruments, during the term of the corporate debt financing instruments, to determine not to distribute profits 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.
- (7) 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.

The Board also proposed to the shareholders at the AGM to authorize the Board to further delegate the authorizations set forth in paragraph (1) to (6) above to the president and/or the general accountant of the Company and to authorize the Board to further delegate the authorization set forth in paragraph (7) above to the secretary of the Board while obtaining the authorization at the AGM.

III. 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 Thursday, 30 May 2024 to consider and, if thought fit, approve, among other things, the aforesaid matters. Votes on the resolutions to be considered at the AGM shall be taken by way of poll. A form of proxy is also enclosed herein, and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.airchina.com.cn). The notice of AGM is reproduced in this circular.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions set out in the notice of the AGM or should be required to abstain from voting on the relevant resolutions at the AGM.

The register of members of H shares will be closed from Thursday, 23 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which no transfer of H shares will be effected in order to determine the list of holders of H shares of the Company who will be entitled to attend and vote at the AGM. H Shareholders of the Company whose names appear on the H share register of members of the Company at the close of business on Wednesday, 22 May 2024 are entitled to attend the AGM after completing the registration procedures. In order to qualify for attendance at the AGM, all the transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on Wednesday, 22 May 2024.

LETTER FROM THE BOARD

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon as soon as practicable 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 at any adjourned meeting thereof should you so wish.

IV. RECOMMENDATION

The Board considers that the matters to be proposed to the Shareholders for voting at the AGM are in the interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions at the AGM.

V. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in Appendices to this circular.

By order of the Board
Air China Limited
Ma Chongxian
Chairman

Beijing, the PRC

AIR CHINA LIMITED
2023 WORK REPORT OF THE BOARD OF DIRECTORS

The year 2023 is the first year of the general implementation of the philosophy of the 20th National Congress of the Communist Party, which is also a year of economic recovery and development after transition from the three-year prevention and control of the COVID-19 pandemic, when the development of the Company has been faced with an intricate situation. The Board of Air China adhered to the guidance of Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era, fully implemented the philosophy of the 20th National Congress of the Communist Party and the decisions and deployments of the CPC Central Committee and the State Council, fulfilled the requirements of the SASAC, and adhered to the “Two-consistency” principle. The Board continued to enhance the standardization and effectiveness of its operation, ensuring overall safe production steadily, effective maximization of operating performance and steadily enhanced the level and capability of corporate governance, which provided a strong support for the strategy of building a world-class aviation transportation group and promoting the high-quality development of the Company.

I. STRENGTHENED THE PARTY’S LEADERSHIP WHILE IMPROVING CORPORATE GOVERNANCE

- (I) Strengthened the Party’s leadership. The Board has been fully engaged in two major political tasks, namely, education on the theme of learning and implementing Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era and cooperating with the Central Government in inspections. The Board earnestly implemented the Opinions on Strengthening the Leadership of the Party in Perfecting Corporate Governance of Central Enterprises (《關於中央企業在完善公司治理中加強黨的領導的意見》) and the spirit of the Rules for the Work of the Board of Directors of Central Enterprises (《中央企業董事會工作規則》), and promoted the implementation of the Work Plan for Enhancing the Quality of Listed Companies Held by Central Enterprises (《提高央企控股上市公司品質工作方案》). Furthermore, rectification measures in response to central inspections, various audits and opinions on approval of final budgets were tracked and carried out. Having consolidated the awareness of “safety responsibility is a kind of political responsibility”, the Board conscientiously implemented its working mechanism regarding safety operation as the “First Proposal” so as to promote performance of its own responsibility in safety management.
- (II) Giving play to the leadership role of the Party Committee. In 2023, based on the principle of “dynamic revision and continuous improvement”, the Board sorted out and improved the decision-making matters, procedures and authorities set out in the Checklist of Rights and Responsibilities for Material Matters (《重大事項權責清單》), thereby enhancing the scientificity and effectiveness of the checklist of rights and responsibilities to better cater to the management and development needs of the Company. The Board gave full play to the leadership role of the Party (Group) Committee in “setting the right direction, keeping in mind the big picture and promoting implementation”, while strictly ensuring that preliminary research and discussion were carried out by the Party (Group) Committee for material operation and management matters.

In 2023, the Board deliberated 59 proposals, of which the Party Committee made decisions on 4 proposals, involving the appointment of directors and members of senior management, and conducted preliminary research and discussion for 36 proposals. The preliminary research and discussion involved major proposals relating to introduction of aircraft and non-public issuance of shares. The opinions put forward by the Party Committee after preliminary research were reflected in the Board's proposals, ensuring that the decisions made by the Board were fully in line with the intention of the Party organization. The Board also improved the checklists of rights and responsibilities for material matters of subsidiaries, with a view to giving full play to the leadership role of the Party in the governance of subsidiaries.

- (III) Integrated Party building into corporate governance. The work of all the governance entities, namely the Party Committee, the Board and the management is effectively coordinated and operated in a standardized manner. The integration of Party leadership into all aspects of corporate governance has been institutionalized, standardized and programmed, ensuring the organic integration of Party leadership with the main responsibility of establishing the board of directors. The Board has promoted the standardized establishment of the Board, established boards of directors of subsidiaries as far as possible, and realized the integration of Party building into corporate governance at all levels.

II. STRENGTHENED THE DEVELOPMENT OF GOVERNANCE SYSTEMS AND ENHANCED THE GOVERNANCE STANDARD

(I) Continued to enhance the corporate governance systems

1. **Amendments to the Articles of Association and governance systems.** Firstly, the Articles of Association and supporting systems were systematically revised. In accordance with the latest requirements of the State-owned assets regulation as well as domestic and foreign securities regulation, the Articles of Associations, Rules of Procedure of General Meetings of Shareholders and Rules of Procedure of Meetings of Board of Directors were revised and improved to enhance the compatibility of the corporate governance system and rules with laws and regulations and to mitigate the compliance risk. Secondly, the independent director system was improved in a timely manner. In accordance with the Opinions on the Reform of the System of Independent Directors of Listed Companies (《關於上市公司獨立董事制度改革的意見》) issued by the State Council and the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the CSRC, the Working Rules of Independent Directors (《獨立董事工作細則》) have been revised and improved to provide institutional guarantee for the standardized performance of duties by independent directors. Thirdly, the working rules of the special committees of the Board were formulated and optimized. In accordance with the arrangement for the separation of the Nomination Committee and the Remuneration and Appraisal Committee, two working rules including the Working Rules of the Nomination Committee (《提名委員會工作細則》) were formulated; three working rules including the Working Rules of the Audit and Risk Control Committee (Supervision Committee) (《審計和風險管理委員會(監督委員會)工作細則》) were amended and the membership of the joint working group of special committees was optimized.

2. **Consolidated the development of systems for the board of directors of subsidiaries.** Pursuing scientific governance and system first, the company put system development in a prominent and important position in strengthening the establishment of the board of directors of its subsidiaries, and formulated the Measures for Evaluation of the Board of Directors of Invested Enterprises (《投資企業董事會評價辦法》) and the Measures for the Management on Participation by Shareholding (《參股管理辦法》) on the basis of promoting the establishment of a sound system of corporate governance of subsidiaries within the scope of establishment as appropriate, to safeguard the quality and efficiency of operation of the board of directors at source of the system and mechanism, to maintain the security of State-owned assets and to protect the legitimate rights and interests of the Company.
3. **Enhanced the mechanism to implement regulatory policies.** Given that the Company was subject to both State-owned assets regulation as well as domestic and foreign securities regulation, the Board kept abreast of the latest policies, systems and rules in relation to State-owned assets regulation as well as domestic and foreign securities regulation. It also improved the preparation of the Monthly Report on State-owned Assets Regulation (《國資監管信息月報》) and the Monthly Report on Securities Regulation (《證券監管信息月報》), with a view to gaining understanding on the spirit of the regulations and supporting its implementation of regulatory requirements.

(II) Strengthened the Standardized Development of the Board

1. *Standardized Operation*

- (1) Regularized the management of meetings. The Board scientifically formulated its annual plan, implemented the opinions on evaluation of the Board for the year 2022, and strengthened the management of meeting planning, particularly the regulation of ad hoc meetings, so as to ensure that the directors have a full understanding of the proposals and make decisions in a scientific manner. The Board strictly implemented the mechanism for soliciting proposals for Board meetings to allow sufficient time for directors to participate in decision-making.
- (2) Strengthened the supervision of Board resolutions and authorized matters. The Statistical Table on the Implementation of Board Resolutions (《董事會決議執行情況統計表》) and the Feedback Survey on the Implementation of Board Authorized Matters (《董事會授權事項執行回饋單》) were issued twice a year: regularly in the middle of the year and at end of year, to supervise the proposing departments to master the implementation progress of the Board resolutions and authorized matters. In 2023, the Board considered and approved 59 resolutions, and most of them have been completed on schedule except for the items such as introduction and exit of aircrafts and non-public issuance of shares which were delayed due to the project execution schedule. Among the 4 authorizations granted by the Board to the management, the management exercised the authority granted for “over-budget project application, fund deployment and utilization” twice.

- (3) Implemented a mechanism for reporting major issues to SASAC. In response to the unsafety incident of the Company's Flight CA403, which was a matter of public concern, the Company promptly understood the situation and reported it to the SASAC. Based on the research conducted by external directors, the Board submitted two research reports to the SASAC.

2. *Strengthened the guarantee of duty performance*

- (1) Enhanced the support for duty performance of external directors. Firstly, in terms of guarantee for information, the Board optimized electronic equipment to facilitate the viewing of office information system files. The Board enhanced the implementation of the mechanism for external directors to inquire about the Company's situation and the mechanism for reporting significant events. Secondly, in terms of guarantee for business, the Board supported special committees in carrying out its work by enhancing the mechanism and staffing of the joint working group, and provided support for the scientific decision-making by external directors. The Board determined the focus of research and made research plans based on the recommendations of external directors to ensure project execution. In addition, external directors received training on regulation of State-owned assets and securities as scheduled. Thirdly, in terms of guarantee for capability, the Board continued to enhance the development of its own capabilities, optimize the working mechanism and procedures, and improve the business skills of employees, thereby providing high-quality services to external directors for duty performance.
- (2) Implemented a thorough communication mechanism for major decisions. The Board strengthened the communication between the Chairman and external directors, internal directors and external directors as well as directors and the management. For major decisions, the Chairman carried out "one-on-one" communication with external directors as soon as possible to exchange views and build a consensus, with a view to enhancing the efficiency of decision-making. Regarding various key tasks of the Company such as safe operation, pandemic prevention and control and maximization of operating performance, the Chairman and external directors carried out thorough discussions, which enabled external directors to gain in-depth understanding of various aspects of the Company, including production, operation and pandemic prevention and control. The Board stringently implemented the mechanism of reporting and proposal by the management to the Board to ensure the organic connection among governance bodies.
- (3) Implemented the work plan for research of external directors. Based on the duty performance requirements of external directors, the Board carried out three researches on the regional business department in Japan and branches in Southwest China and Guizhou as planned. The convener of external directors conducted special research on the Party building. External directors gained in-depth understanding of the progress and difficulties in respect of the Company's

strategic development, digital transformation and market recovery, and provided opinions and recommendations on digital transformation and strategic cooperation.

3. *Promoted the establishment of the board of directors of subsidiaries*

In accordance with the Guiding Opinions on Strengthening the Establishment of the Board of Directors of Subsidiaries of Central Enterprises (《關於中央企業深化子企業董事會建設的指導意見》) published by the SASAC, 32 subsidiaries have completely fulfilled the responsibility of establishing the board of directors with external directors as the majority while 14 subsidiaries comprehensively performed the major functions and powers of the board of directors. The Board promoted the team building of dedicated external directors, selected and assigned dedicated external directors and supervisors to 6 subsidiaries and 2 associates, strengthened the training and service assurance for the performance of duties, and continued to improve the competence and level of performance of duties.

The dedicated external directors of subsidiaries carefully studied the Board's proposals, independently, objectively and fully expressed their opinions and recommendations on the major matters of the enterprises in which the directors are employed, and made scientific decisions on the Board's proposals. They actively carried out in-depth investigation into the enterprises, provided advice on the operation and management of such enterprises, made suggestions on resolving the existing problems, and submitted 9 investigation reports. They timely provided feedback to the Group regarding the problems and risks of the enterprises with a view to safeguarding the interests of the invested enterprises and the legitimate rights and interests of the shareholders. Meanwhile, they communicated with the members of the Board and the management and provided relevant guidance to the management in a bid to further enhance the level of corporate governance and management. By participating in the special training organized by the Group, the professional qualities and decision-making and judgment abilities of the directors were improved continually, which promoted the lawful and compliant operation of the board of directors of such enterprises.

III. IMPLEMENTED THE MAIN RESPONSIBILITY OF THE BOARD AND GAVE FULL PLAY TO ITS FUNCTIONS

(I) Strengthened the strategic leadership

- 1. Solidly advanced the implementation of strategies.** Focusing on the establishment of a world-class aviation and transportation group, the Board analyzed the current situation with the management and identified deficiencies by benchmarking against the important requirements of enhancing core functions and core competitiveness during strategic decoding meetings, with an aim to further build consensus and strengthen the strategic leadership, at the same time carrying out discussions and providing advice and suggestions on safe operation, quality and efficiency enhancement, organizational effectiveness improvement, in-depth collaboration and digital transformation. The Board actively promoted the implementation of the special action deployment of value creation carried out by the SASAC while pushed forward the implementation of the Group's

“14th Five-Year” Development Plan. Adhering to the concept of “turning the blueprint for development into reality”, the Board coordinated the study and assessment of annual key tasks and promoted the implementation of strategic plans in a systematic and high-quality manner.

2. **Promoted the innovative development.** The Board attached great importance to the innovative development and actively pushed forward the innovative technological management. Centering on dual-carbon goals, the Board promoted green development by adhering to the dual-carbon strategy and implemented the Action Plan for Peak Carbon Emissions (《碳達峰行動方案》) of the Company to shape the image as a green aviation central enterprise. By devoting significant efforts in completing the top-level design for digital development, the Board specified the action plan and implementation approach to solidly advance the digital transformation and upgrade.
3. **Optimized the strategic post-evaluation system.** With a focus on the primary task of high-quality development, the Board promoted the mid-term evaluation and adjustment of the “14th Five-Year” Plan by studying the new requirements and conducting research on the new situation, and systematically evaluated the progress of the Company and its special plans. Based on the national and industrial development strategies, the Board dynamically optimized the mid-to-long term planning system to ensure that the planned objectives and paths of the Company will be consistent with the requirements of the superior authorities. The monitoring and evaluation on the implementation of strategies have been strengthened at all levels to ensure that the major operation decisions of the Company will be aligned with the Company’s strategic plans and focused on its main responsibilities and core businesses, thereby avoiding strategic risks and timely rectifying any deviations arising in the course of implementation. In 2023, the Board carried out eight supervisions on the strategic evaluation of relevant departments.

(II) Improved the scientific decision-making level

1. **Decision-making in strict compliance with laws.** The Board exercised its powers and performed its duties in strict accordance with the requirements of laws and regulations, the Articles of Association and the Rules and Procedures of Board Meeting. During the year, the Board held 11 meetings, during which 59 resolutions were considered and approved, including aircraft introduction, issuance of shares, related transactions, total salaries and payment plans, annual appraisal results of the management and remuneration redemption plans; and received 13 special reports regarding issues such as the implementation of rectification for problems identified during the approval of financial accounts by the SASAC and audit rectification. For matters to be decided by the Board, the Board exercised proper control over the entities, procedures and components of decision-making to ensure lawful and compliant decision-making process. Through early intervention, sufficient communication and scientific research and judgement of the directors, the decision-making efficiency of Board resolutions has been enhanced.

2. **Giving play to the role of external directors.** Leveraging the advantages stemming from their expertise and experience, the external directors have conducted in-depth study on the legality and compliance of the resolutions, the consistency with the requirements of the investors, the compatibility with the Company's strategies and the balance between risks and revenues with a focus on the risks relating to decision-making. It has also thoroughly discussed and studied the matters with the management and provided professional advice and recommendations. In response to the complicated situation faced by the Company after the pandemic, the external directors formulated plans and making suggestions to help the Company out from the predicament, and compiled special reports on the operating conditions of the Company and the industry development to give advice and suggestions to the SASAC and superior authorities. Having paid due respect to the advice of the independent directors, the Board has also established a supervision mechanism for the implementation of their advice. The Chairman and Vice Chairman attached great importance to the investigation reports prepared by the external directors, and requested the management to break down the tasks and implement them properly.
3. **Giving play to the supporting role of the special committees for decision-making.** During the year, the special committees of the Board held 21 meetings, during which 57 resolutions were considered to provide pre-decision opinions for issues discussed by the Board. Various proposals for promoting the implementation of strategies, ensuring safe production and operation, preventing major risks and strengthening supervision and rectification were submitted with an aim to support scientific decision-making of the Board. In order to better meet the regulatory requirements and give full play to the role of professional support, the Nomination and Remuneration Committee was restructured into the Nomination Committee and the Remuneration and Appraisal Committee. The special committees gave full play to the mechanism of joint working group comprised of various business departments, which has optimized the staffing of the working group. The directors of the committees reported to the Board the vetting results, advice and recommendations of the committees as references for the decision-making of the Board.

(III) Strengthened the building of risk resistance capability

1. **Improved the risk prevention and control mechanism.** The Board has established a responsibility system for risk prevention and control covering from the Board to the frontline staff, which embedded risk prevention and control into the specific processes of operation to realize organic unification. The Board continued to deepen the integrated collaboration mechanism of "emphasizing the rule of law, strengthening internal control, preventing risks and promoting compliance", accelerated the implementation of the full-process, full-chain and full-coverage risk prevention and control, and comprehensively reinforced the risk management and control in safe operation as well as the prevention of operational risks. The Board identified the sources of risks through research and assessment on risks with the management, which effectively improved the assessment on significant operational risks in a forward-looking and scientific manner. The Board also implemented the responsibility mechanism for risk prevention and control to further strengthen the management and control responsibility.

2. **Enhanced supervision efforts of the Board.** Firstly, the Board strengthened the supervision over the implementation of major rectification measures. The Board focused on strengthening the supervision over the implementation of rectification of issues identified during inspection and audit, opinions on approval of financial accounts and opinions on evaluation of the Board. The Chairman strengthened the monitoring and control on the rectification process by making arrangements in person and formulating task lists to ensure practical and effective rectification. Based on the special reports from the management, external directors gained understanding of the rectification progress and raised opinions and recommendations to ensure effective implementation of rectification. Secondly, giving full play to the professional advantages of external directors and leveraging the strengths of external auditors, the Audit and Risk Control Committee (Supervision Committee) played the supervisory role of the Board by managing and guiding the daily supervision of the internal auditors and the relevant business supervision departments. The audit department reported to the Audit and Risk Control Committee regularly on the internal audit work, the implementation of rectification of significant audit issues and the accountability for non-compliant investment and operation.

3. **Adopted the “comprehensive supervision” system with joint efforts.** The Board enhanced the coordination of works between the Audit and Risk Control Committee (the Supervision Committee), the external directors and the Supervisory Committee, which promoted the synergy of work among various supervisory departments including discipline inspection, internal audit, legal compliance, etc. With such efforts, the Board established a “comprehensive supervision” system covering pre-warning, in-process control and post-tracking accountability to support the Board to effectively prevent risk.

In 2023, the Board gave full play to the functions of “developing strategies, making decisions and preventing risks”, timely amended the Articles of Association and a series of governance system, and improved the multi-dimensional communication and reporting mechanism. Positive progress has been achieved in aspects such as regulating the development of the Board and that of the board of directors of subsidiaries, and enhancing the ability in guaranteeing duty performance of the external directors. As a result, the quality of the development and operation of the Board was improved steadily, and the foundation of corporate governance work was further solidified. The Group was awarded the “Best Practice of the Board of Directors” and the “Best ESG Practice” by the China Association for Public Companies as an exemplary case. Pursuant to the regulatory requirements on state-owned assets and securities, the Board carried out work in relation to information disclosure and investors’ relation in a practical manner. Its information disclosure received Grade A rating from the Shanghai Stock Exchange for ten years in a row. Based on the requirements on regulated governance of the Board and external directors, and with the efforts and diligence of all staff under the leadership of the management, a decrease of over RMB40 billion in loss was achieved during the year, which reversed and optimized the image of listed companies controlled by the central enterprise and the aviation transportation industry.

IV. WORK ALLOCATION FOR THE YEAR 2024

In 2024, under the guidance by Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era with comprehensive implementation of the spirit of the 20th National Congress of the Communist Party of China and the Central Economic Work Conference, the Board will further implement the philosophy of the important expositions, instructions and directives in relation to civil aviation, reform and development of state-owned enterprises and the Party building issued by General Secretary Xi Jinping, adhere to the general principle of seeking progress while ensuring stability, fully, precisely and comprehensively implement the new development philosophy, and contribute to accelerating the establishment of the new development paradigm. The Board will coordinate high-quality development and top-level safety and focus on rectification of issues identified during inspection. The Board will effectively coordinate the State-owned assets regulation and securities regulation, aiming to form an excellent Board. As such, the Board will continue to improve the quality of its operations by giving full play to its roles and responsibilities of “strategy formulation, decision making and risk prevention” and focusing on its decision-making and supervisory roles. The major work arrangements are as follows:

(I) Implement the working mechanism of the “First Proposal” properly

The Board always follows the guiding principles of General Secretary Xi Jinping’s important remarks on work safety and civil aviation safety, resolutely implements the overall national security concept, firmly establishes the concept of safety development, regards safety as its primary political responsibility and top priority and adopts intense and solid measures in this regard. Adhering to the working mechanism that regards safety operation as the “First Proposal”, the Board will strengthen the research and assessment on safety, devote greater efforts in the supervision of safe operation, and consolidate the responsibility of work safety, ensuring the continuous safe operation and effective performance of risk prevention function.

(II) Enhance the standard of the Board’s standardized operation continuously

Firstly, based on the revised Company Law and the new requirements relating to the establishment of the board of directors under the state-owned assets and securities regulation, the Board will dynamically revise and improve the systems and rules of the Board, ensuring the effectiveness and applicability of such systems and rules to support the standardized operation of the Board. Secondly, in respect of the Board’s efficient operation, the Board will focus on enhancing the quality management of the Board’s proposals, strengthening the support of the special committees to the Board for decision-making, and improving the feedback mechanism for the implementation of opinions from external directors. Thirdly, the Board will strengthen the service assurance for the performance of duties by directors through important meetings of external directors, support and services of learning and training for directors, supervisors and senior management, at the same time preparing the annual survey for external directors to ensure proper investigation and research are carried out.

(III) Enhance the team building of dedicated external directors

Firstly, the Board makes recommendation on the assignment of dedicated external directors. Secondly, the Board organizes both internal and external training for dedicated external directors in accordance with the requirements of the SASAC. Thirdly, the Board implements the working mechanism for reporting the performance of dedicated external directors and conducts duty performance appraisal. Fourthly, the Board establishes a smooth communication channel for information exchange with the enterprises in which the directors are employed and informs dedicated directors of relevant information in advance for decision-making so as to improve the scientific decision-making level and strengthen risk prevention capability.

(IV) Promote the ESG-related work in a practical manner

Firstly, the Board implements the ESG responsibilities of the Board and the Strategy and Investment Committee, and fulfills the supervision responsibility for ESG. Secondly, the Board enhances its work initiative, strengthens the communication with regulatory authorities and rating agencies, and keeps abreast of industry policies and the trends of changes in ESG. Thirdly, the Board strengthens the work coordination, and coordinates and promotes the implementation of requirements under the new regulations promulgated by the SASAC and the Stock Exchange. Fourthly, the Board learns from the experience regarding the ESG-related work of outstanding peers in the industry worldwide to improve the Company's social responsibility (ESG) report.

AIR CHINA LIMITED
2023 WORK REPORT OF THE SUPERVISORY COMMITTEE

In 2023, Air China adhered to the guidance of Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era, fully implemented the philosophy of the 20th National Congress of the Communist Party, absolutely focused on the top mission of high-quality development, ensuring safe production steadily, effective maximization of operating performance, steady increase in quality of services, and solid progress in further reforms. Staying committed to contributing to the “national priorities” with great efforts, it achieved positive progress in its overall work, laying a solid foundation for the development into a world-class enterprise. The Supervisory Committee of the Company has consistently fulfilled the work requirements of state-owned assets regulation and securities regulation. Based on its functions and positioning, it faithfully and diligently performed its duties, supervised and inspected the performance of duties by directors and senior management, the Company’s finance, the establishment of internal control system, the decision-making procedures of the Board and the Company’s operation and management activities in strict accordance with the laws and regulations, such as the Company Law and the Securities Law, and relevant requirements, such as the Articles of Association and the Rules and Procedures of the Supervisory Committee. The Supervisory Committee played its supervisory role and safeguarded the interests of the Company and its shareholders and the legitimate rights and interests of employees. The work of the Supervisory Committee is hereby reported as follows:

I. PERFORM THE SUPERVISORY AND INSPECTION DUTIES OF THE SUPERVISORY COMMITTEE

- (1) Perform its duties according to law and play the supervisory role. Firstly, the Supervisory Committee attended 4 general meetings of shareholders, 7 on-site meetings of the Board and important special sessions of the Company throughout the year to fully understand the Company’s production and operation and material operation and management matters, and focus on the supervision of meeting convening procedures and decision-making procedures. Secondly, the Supervisory Committee attended the Company’s annual work meeting, interim work meeting and employee representative meeting. The Supervisory Committee carefully reviewed the work report of the management and the duty performance reports of directors and senior management of the Company, and timely monitored the duty performance of directors and senior management. Based on the audit inspection and the assessment results of SASAC, the Supervisory Committee followed up on the implementation of SASAC’s assessment and rectification of the Board.
- (2) Effectively strengthen financial supervision. In view of the basic supervisory responsibilities, the Supervisory Committee regularly listened to the special reports of the Financial Department and the annual audit accountant, reviewed the Company’s annual, interim and quarterly financial reports, and supervised the Company’s financial operation and report preparation, audit and disclosure procedures, to ensure that the financial report information disclosed by the Company was true, accurate and complete.
- (3) Promote the development of the internal control system. The Supervisory Committee implemented the Company’s requirements for legal compliance, quality improvement and efficiency increase, and further strengthened the development of the Company’s internal

control system and the implementation of internal control assessment and rectification. While carefully reviewing the internal control implementation plan and assessment report, the Supervisory Committee also listened to the special reports of the Company's functional departments, supervised the internal control assessment and rectification, carefully inspected the rectification results and improved the internal control and management level.

- (4) Strengthen supervision coordination. The Supervisory Committee put emphasis on strengthening communication with the Audit and Risk Control Committee (Supervision Committee) and independent directors, constantly innovated the supervision mechanism and methods, and realized supervision coordination and sharing of resources. Adhering to the direction of preventing and eliminating major risks, the Supervisory Committee worked together with the Company's internal audit, compliance, discipline inspection and other supervisory departments to promote the risk control and supervision system of pre-warning, in-process control and post-tracking accountability.

II. FOCUS ON LEGAL COMPLIANCE AND IMPROVE THE QUALITY OF DECISION-MAKING AND SUPERVISION

- (1) Perform the duties of supervisors. The Supervisory Committee faithfully and diligently performed its duties within the scope of its role functions and positioning. Adhering to the principles of collective review and consideration, independent voting and individual accountability, it organized and held 7 meetings of the Supervisory Committee during the year, and made decisions on and supervised 34 major issues such as the annual financial plan, investment plan, financial report, profit distribution proposal, issuance of A shares to specific investor, management and use of proceeds from fund raising, internal control assessment report and internal control audit report, related transactions between Air China and CNAF, between Air China and CNAHC Group, as well as the annual transaction caps, in accordance with its functions and powers.
- (2) Support the management to exercise their powers and perform their duties. The Supervisory Committee always expressed its opinions from the perspective of safeguarding the interests of the Company and its shareholders and the legitimate rights and interests of employees. It supported the management to promote intensive management and control, synergistic development and refined management initiatives, facilitating the management to perform their duties in operation, implementation and strong management, promoting the deepening of the Company's reform and upgrading actions and the implementation of the Company's major projects, and assisting the Company in developing into a world-class enterprise.
- (3) Promote and improve the corporate governance system. Focusing on speeding up the improvement of the modern corporate system with Chinese characteristics, the Supervisory Committee took the initiative to strengthen coordination and communication with the Party Committee, the Board and various special committees, independent directors and other corporate organization structures. In addition, it cooperated with the Company in completing the amendments to the Articles of Association, the Rules of Procedures of General Meetings of Shareholders, the Rules of Procedures of Board Meetings and other important systems in accordance with the new regulatory requirements, and at the same time restructure the

Nomination and Remuneration Committee for the management under the Board into the Nomination Committee and the Remuneration and Appraisal Committee to further improve the system of corporate governance and governance structure and enhance the efficiency of governance and decision-making.

- (4) Enhance the ability to perform duties. Members of the Supervisory Committee actively participated in the special training programs for directors and supervisors and the special training on the management methods for independent directors of listed companies organized by the China Association for Public Companies and the Listed Companies Association of Beijing to keep abreast of the latest securities regulatory policies and regulation, the standardized operation of listed companies and the practice of the Supervisory Committee, and strengthened the sense of responsibility for performance of duties in legal compliance, thereby enhancing the ability to perform duties and make decisions. During the year, Lyu Yanfang, Guo Lina, Wang Mingzhu and Li Shuxing, the Supervisors of the Company, have completed the training programs for supervisors during their term of office as required by the CSRC Beijing Bureau.

III. EXPRESS SPECIAL OPINIONS BASED ON THE INDEPENDENCE PRINCIPLE

- (1) Independent opinions on the lawful and compliant operation of the Company. During the reporting period, the Supervisory Committee attended important meetings of the Board and the Company, listened to the special reports and fully exercised its power of inspection and supervision. The Supervisory Committee held that the Company operated in accordance with the Company Law and the Articles of Association, and its decision-making procedures were legal and effective. No directors or senior management of the Company have been identified to violate laws and regulations or the Company's Articles of Association or harm the interests of the Company or the legitimate rights and interests of employees when performing their duties.
- (2) Independent opinions on the Company's financial status. During the reporting period, the Supervisory Committee reviewed the Company's annual report, interim report and Q1 and Q3 reports (including financial statements). It considered that the financial data contained in the above reports truly, accurately and completely reflected the Company's financial status and operating results, and concurred with the standard unqualified audit opinion issued by Deloitte Touche Tohmatsu on the financial statements.
- (3) Independent opinions on the Company's related transactions. During the reporting period, the Supervisory Committee respectively reviewed the agreements on related transactions between Air China and CNAF, between Air China and CNAHC Group, and the annual transaction caps. It considered that the continuing related transactions of the Company were normal business transactions, with fair and reasonable pricing and transaction contents in line with business practices and the arm's length principle, and were not detrimental to the interests of the Company and minority shareholders. Related directors and shareholders abstained from voting during the review and consideration at the meetings of the Board meetings and the general meetings of shareholders according to the legal and compliant review and consideration procedure.

APPENDIX II 2023 WORK REPORT OF THE SUPERVISORY COMMITTEE

- (4) Review and independent opinions on the self-assessment report of internal control. During the reporting period, the Supervisory Committee reviewed the Company's internal control assessment report and internal control audit report, paid attention to and supervised the development of the Company's internal control system and internal control rectification. It considered that the Company's internal control mechanism was continuously improved and its risk control ability was continuously enhanced. The self-assessment report on the Company's internal control issued by the Board reflected the actual status of the Company's internal control in an objective and true manner.

- (5) Independent opinions on the deposit and actual use of the proceeds. During the reporting period, the Supervisory Committee reviewed the use of proceeds from the non-public offering for the replacement of self-financing funds, the special report on the deposit and actual use of proceeds from fund raising with A share issue and the audit report issued by Deloitte Touche Tohmatsu. It considered that the Company had utilized the proceeds in compliance with the law, truly, accurately and completely disclosed the relevant information on the deposit and use of the proceeds, and there were no violations in the management and use of the proceeds.

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 2023 will be held at 11:00 a.m. on Thursday, 30 May 2024 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. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 26 April 2024.

ORDINARY RESOLUTIONS

1. To consider and approve the 2023 work report of the Board.
2. To consider and approve the 2023 work report of the Supervisory Committee.
3. To consider and approve the audited consolidated financial statements of the Company for the year 2023 prepared under the PRC Accounting Standards and the International Financial Reporting Standards.
4. To consider and approve the profit distribution proposal for the year 2023.
5. To consider and approve the resolution on the unrecovered losses of the Company exceeding one-third of the total amount of its paid-up share capital.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the Company's international auditor for the year 2024 and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's domestic auditor and internal control auditor for the year 2024, and to authorize the Audit and Risk Management Committee (the Supervision Committee) of the Board to determine their remunerations for the year 2024.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

7. To consider and approve the issue of debt financing instruments (including, but not limited to, ultra-short-term commercial papers, short-term commercial papers, mid-term notes, corporate bonds, domestic non-public targeted debt financing instruments, overseas debt financing instruments and overseas bonds/notes denominated in RMB or foreign currencies) within the cap amount of bond issuance stipulated in the applicable laws in one or multiple tranche(s) (the “**Issuance**”), and generally and unconditionally authorise the Board to deal with the followings in accordance with the specific needs of the Company and other 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 specific 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 engaging underwriters, lawyers, auditors, rating agencies, financial advisers and other intermediary institutions, handling all approval, registration and filing procedures with the relevant regulatory authorities in connection with the Issuance on behalf of the Company, executing all necessary legal documents in connection with the Issuance, selecting bonds trustee manager for the Issuance, formulating 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 the general meeting of the Company, except where a new vote at a general meeting of the Company is required by relevant laws and regulations and the Articles of Association of Air China Limited;
 - (v) to determine and handle 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 profits 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 further delegate the authorizations set forth in items (i) to (vi) above to the president and/or the general accountant of the Company upon obtaining the authorization at the general meeting; and
- (ix) to authorize the Board to further delegate the authorization set forth in item (vii) above to the secretary of the Board upon obtaining the authorization at the general meeting.

By order of the Board
Air China Limited
Ma Chongxian
Chairman

Beijing, the PRC, 26 April 2024

As at the date of this notice, the directors of the Company are Mr. Ma Chongxian, Mr. Wang Mingyuan, Mr. Feng Gang, Mr. Patrick Healy, Mr. Xiao Peng, Mr. Li Fushen, Mr. He Yun*, Mr. Xu Junxin* and Ms. Winnie Tam Wan-chi*.*

* *Independent non-executive director of the Company*

Notes:

1. Closure of register of members

Holders of H shares of the Company are advised that the H share register of members of the Company will be closed from Thursday, 23 May 2024 to Thursday, 30 May 2024 (both days inclusive), during which time no transfer of shares will be effected and registered. In order to qualify for attendance and voting at the AGM, holders of H shares shall lodge all instruments of transfer with the Company's H share registrar in Hong Kong, 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 Wednesday, 22 May 2024.

H shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 22 May 2024 are entitled to attend and vote at the AGM.

2. 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 for holders of H shares shall be deposited at the Company's H share registrar 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.

NOTICE OF ANNUAL GENERAL MEETING

3. Other businesses

- 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.

- 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