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**中國國際航空股份有限公司
AIR CHINA LIMITED**

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00753)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Air China Limited (the "**Company**") will be held at 11:00 a.m. on Tuesday, 25 February 2025 at The Conference Room C713, No. 30 Tianzhu Road, Airport Industrial Zone, Shunyi District, Beijing, the PRC to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the Remuneration of the Directors of the Seventh Session of the board (the "**Board**") of directors (the "**Director(s)**") of the Company.

ORDINARY RESOLUTIONS (BY WAY OF CUMULATIVE VOTING)

- 2.00 To consider and approve the election of non-independent Directors of the seventh session of the Board:
 - 2.01 To consider and approve the election of Mr. Ma Chongxian as an executive Director of the seventh session of the Board;
 - 2.02 To consider and approve the election of Mr. Wang Mingyuan as an executive Director of the seventh session of the Board;
 - 2.03 To consider and approve the election of Mr. Cui Xiaofeng as a non-executive Director of the seventh session of the Board;
 - 2.04 To consider and approve the election of Mr. Patrick Healy as a non-executive Director of the seventh session of the Board.
- 3.00 To consider and approve the election of independent non-executive Directors of the seventh session of the Board:
 - 3.01 To consider and approve the election of Mr. Xu Niansha as an independent non-executive Director of the seventh session of the Board;
 - 3.02 To consider and approve the election of Mr. He Yun as an independent non-executive Director of the seventh session of the Board;
 - 3.03 To consider and approve the election of Ms. Winnie Tam Wan-chi as an independent non-executive Director of the seventh session of the Board;

3.04 To consider and approve the election of Mr. Gao Chunlei as an independent non-executive Director of the seventh session of the Board.

"Cumulative voting system" will be used in respect of voting on all sub-resolutions under resolutions no. 2.00 and no. 3.00. Please refer to Note 3 of this notice for details.

For biographical details of the Director candidates of the seventh session of the Board, please refer to the Appendix to this notice.

By Order of the Board
Air China Limited
Xiao Feng Huen Ho Yin
Joint Company Secretaries

Beijing, the PRC, 7 February 2025

As at the date of this notice, the directors of the Company are Mr. Ma Chongxian, Mr. Wang Mingyuan, Mr. Cui Xiaofeng, Mr. Patrick Healy, Mr. Xiao Peng, 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 and eligibility for attending and voting at the EGM

The register of members of H shares of the Company will be closed from Thursday, 20 February 2025 to Tuesday, 25 February 2025 (both days inclusive), during which time no transfer of H shares of the Company will be effected and registered. In order to qualify for attendance and voting at the EGM, H shareholders of the Company (the "Shareholder(s)") must lodge the instruments of transfer accompanied by share certificates and other appropriate documents with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Wednesday, 19 February 2025.

H Shareholders whose names appear on the register of members of H shares of the Company at the close of business on Wednesday, 19 February 2025 are entitled to attend and vote at the EGM.

2. Proxy

Every Shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his/her behalf at the EGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointor or his attorney duly 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 EGM (or any adjournment thereof). If the instrument appointing the proxy is signed by a person authorized by the appointor, 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.

3. Cumulative Voting System

According to Article 102 of the articles of association of the Company, when electing two or more Directors at a Shareholders' general meeting, such Directors will be elected through the cumulative voting. The number of total votes that a Shareholder can exercise is decided by the following factors: (i) the number of shares held by such Shareholders, and (ii) the number of Directors to be elected. For every share held by a Shareholder who participates in the voting, the Shareholder will have the same number of voting rights which equals the number of Directors to be elected. A Shareholder may give his or her votes to one candidate or divide his or her votes among several candidates. Directors are elected at the EGM based on the total number of votes he or she receives.

4. Other businesses

- (i) The EGM is expected to last for no more than a half of a business day. Shareholders and proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited is: 17M Floor

Hopewell Centre
183 Queen's Road East Wan
Chai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

Appendix:

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

Mr. Ma Chongxian, aged 59, graduated from the department of economics of Inner Mongolia University majoring in planning and statistics with a bachelor's degree, and holds a degree of EMBA in Tsinghua University. Mr. Ma started his career in the civil aviation industry in July 1988. Mr. Ma has been serving as the Vice President and a member of the Standing Committee of the Party Committee of the Company from April 2010 to May 2021. From December 2016 to April 2021, he served as deputy general manager and a member of the Party Leadership Group of China National Aviation Holding Corporation Limited ("CNAHC"). He was the deputy secretary of the Party Leadership Group of CNAHC from April 2021 to September 2022, as well as the director of CNAHC from May 2021. He was the general manager of CNAHC, and concurrently the President and deputy secretary of the Party Committee of the Company from May 2021 to September 2022. He has also served as the vice chairman of the board of directors of Cathay Pacific Airways Limited ("Cathay Pacific") since November 2022 and an executive Director of the Company since July 2021. He served as the Vice Chairman of the Company from July 2021 to September 2022. He has been serving as the chairman and secretary of the Party Leadership Group of CNAHC, the Chairman and secretary of the Party Committee of the Company since September 2022.

Mr. Wang Mingyuan, aged 59, graduated from Xiamen University majoring in planning and statistics. Mr. Wang started his career in the civil aviation industry in July 1988. Mr. Wang was appointed as a member of the Standing Committee of the Party Committee of the Company in February 2011, and served as the Vice President of the Company from February 2011 to March 2023. He was appointed as a member of the Party Leadership Group of CNAHC in April 2020, and served as the deputy general manager of CNAHC from April 2020 to January 2023. He has also served as the vice chairman of Tibet Airlines Co., Ltd. since June 2020 and the chairman of Air Macau Company Limited since March 2022. He was appointed as a director, the general manager and deputy secretary of the Party Leadership Group of CNAHC in January 2023, and was appointed as the deputy secretary of the Party Committee of the Company in February 2023. He has been serving as the President, Director and Vice Chairman of the Company since March 2023, and as a non-executive director of Cathay Pacific since April 2023.

Mr. Cui Xiaofeng, aged 55, graduated from Shaanxi Normal University majoring in political education with a bachelor's degree, and holds a master's degree in engineering and a master's degree in business administration. Mr. Cui started working in the civil aviation industry in July 1992. Mr. Cui served as the deputy director and a member of the Party Leadership Group of the Civil Aviation Administration of China from June 2019 to June 2024. He has served as a director and the deputy secretary of the Party Leadership Group of CNAHC since June 2024, and has served as the deputy secretary of the Party Committee of the Company since July 2024. He has been serving as a non-executive Director of the Company since August 2024.

Mr. Patrick Healy, aged 59, graduated from the University of Cambridge with a master's degree in Modern Languages. He has acted as an executive director of the beverages division of Swire Pacific Limited since January 2013 and a director of John Swire & Sons (H.K.) Limited since December 2014. He has been serving as the chairman of Swire Coca-Cola Limited since October 2019 and the executive director and chairman of Cathay Pacific since November 2019. He has been serving as a non-executive Director of the Company since December 2019, and a director of Swire Pacific Limited since August 2021. He is a member of the International Air Transport Association Board of Governors and its Chair Committee.

Mr. Xu Niansha, aged 67, holds a doctorate degree in economics majoring in political economics from the School of Economics, Peking University. He has acted as the chairman of CITIC Offshore Helicopter Co., Ltd., the chairman of China Ocean Aviation Group Limited, and the secretary of the Party Committee and the vice chairman of China National Machinery Industry Corporation. He served as the secretary of the Party Committee and the chairman of China Poly Group Corporation Limited from December 2017 to March 2021, and served as an external director of COFCO Corporation from July 2021 to December 2024.

Mr. He Yun, aged 63, holds a postgraduate diploma in software engineering from Beijing Institute of Technology. He served as the head of the fourth corporate audit office of the National Audit Office from April 2018 to March 2021. He has been serving as an independent non-executive Director of the Company since February 2022.

Ms. Winnie Tam Wan-chi, aged 63, graduated from the Faculty of Law of The University of Hong Kong, a barrister, international arbitrator and mediator. She was appointed as a "Senior Counsel" in 2006, and was awarded the Justice of the Peace and the Silver Bauhinia Star for her contributions to public service. She is currently the head of Chambers of Des Voeux Chambers, the chairman of the Hong Kong Communications Authority, a member of the Chief Executive's Advisory Council (Innovation and Entrepreneurship), a member of the Law Reform Commission, a member of the Independent Commission on Remuneration for Members of the Executive Council and the Legislature and Officials under the Political Appointment System of the Hong Kong Special Administrative Region appointed by the government and a member of the board of governors of Hong Kong Philharmonic Society Limited. She has been serving as an independent non-executive Director of the Company since February 2022.

Mr. Gao Chunlei, aged 58, holds a doctorate degree in business administration and is a senior economist. Mr. Gao served as the chief accountant of China Tower Corporation Limited from August 2014 to February 2022, and served as a director and the deputy secretary of the Party Committee of China Tower Corporation Limited from February 2022 to November 2024. He has been a full-time external director for state-owned enterprises since November 2024.

Mr. Xu Niansha, Mr. He Yun, Ms. Winnie Tam Wan-chi and Mr. Gao Chunlei have all confirmed (i) their independence as

regards each of the factors referred to in Rule 3.13(1) to (8) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Hong Kong Listing Rules**"); (ii) that they do not have any past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company, and (iii) that there are no other factors that may affect their independence at the time of their proposed appointments. When considering the independent non-executive Director candidates for the seventh session of the Board, the Board has considered the independence confirmation of Mr. Xu Niansha, Mr. He Yun, Ms. Winnie Tam Wan-chi and Mr. Gao Chunlei as well as their skills, background, knowledge and experience. In particular, Mr. Xu Niansha has extensive experience in law, economics and management, Mr. He Yun has extensive experience in corporate financial supervision, Mr. Gao Chunlei has extensive experience in financial management and Ms. Winnie Tam Wan-chi has extensive experience in law. Their different education, background, professional experience and practices enable them to provide relevant valuable insights and make contributions to the diversity of the Board.

Save as disclosed above and as at the latest practicable date of this notice (i.e. 5 February 2025) (the "**Latest Practicable Date**"), none of the above Director candidates has any relationship with the Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) of the Company nor has any interests in any shares (as defined under Part XV of the Securities and Futures Ordinance) of the Company. As at the Latest Practicable Date, save as disclosed above, none of the above Director candidates held any other positions in the Company or any of its subsidiaries, nor directorships in any other public listed companies in the last three years.

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

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

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