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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)**

**(I) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**  
**(II) PROPOSED APPOINTMENTS OF NEW INDEPENDENT**  
**NON-EXECUTIVE DIRECTORS**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board of directors (the “**Board**”) of Air China Limited (the “**Company**”) announces that the Board received the resignation letters from Mr. Pan Xiaojiang and Mr. Simon To Chi Keung, the independent non-executive directors of the Company, on 8 May 2017. Mr. Pan Xiaojiang resigned from his position as an independent non-executive director of the Company, the chairman of the audit and risk control committee of the Board and a member of the nomination and remuneration committee of the Board (the “**Nomination and Remuneration Committee**”) due to the expiry of his term of office, and Mr. Simon To Chi Keung resigned his resignation from his position as an independent non-executive director of the Company and a member of the Nomination and Remuneration Committee due to the expiry of his term of office.

Pursuant to the relevant regulatory rules of stock exchanges on which the Company’s shares are listed and the articles of association of the Company, and as confirmed by Mr. Pan Xiaojiang and Mr. Simon To Chi Keung in writing, they will continue to perform their duties until the appointments of new independent non-executive directors are approved at a general meeting of the Company.

Mr. Pan Xiaojiang and Mr. Simon To Chi Keung have confirmed that they have no disagreement with the Board and the Company and there are no matters relating to their resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

Mr. Pan Xiaojiang and Mr. Simon To Chi Keung performed their duties actively and earnestly during their tenure of the independent non-executive directors of the Company, and they made their active impacts on the normative operation and healthy development of the Company, the Board would like to express its sincere gratitude to Mr. Pan Xiaojiang and Mr. Simon To Chi Keung for their significant contributions to the Company during their tenure.

## **PROPOSED APPOINTMENTS OF NEW INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company is pleased to announce that the Board resolved to propose that Mr. Wang Xiaokang (“**Mr. Wang**”) and Mr. Liu Deheng (“**Mr. Liu**”) be appointed as independent non-executive directors of the Company. Such proposed appointments are subject to the approvals by Shareholders at the Company’s general meeting.

**Mr. Wang Xiaokang**, aged 62, graduated from Peking University majoring in law. He served as Chairman and Deputy Secretary of the Communist Party Committee of China Energy Conservation and Environmental Protection Group from May 2010 to December 2016. Since December 2011, he has been serving as the President of China Industrial Energy Conservation and Clean Production Association. He is also currently a Member of the Twelfth National Committee of the Chinese People’s Political Consultative Conference and a Member of the Committee of Population, Resources and Environment of the Chinese People’s Political Consultative Conference.

Mr. Wang confirmed that he meets the independence guidelines as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Mr. Wang also confirmed that (i) he has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other position with the Company or any of its subsidiaries; (ii) he does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) as at the date of this announcement, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Upon approval of Mr. Wang’s appointment at a general meeting of the Company, Mr. Wang will enter into a service contract with the Company for a term commencing on the date of approval by the Shareholders of his appointment and shall end on the expiry of the term of the current session of the Board; the emolument of Mr. Wang will be determined by the Nomination and Remuneration Committee with reference to his relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Wang’s proposed appointment as an independent non-executive director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Liu Deheng**, aged 60, graduated from the School of Management of Xi'an Jiaotong University with a master's degree in industrial management engineering. He served as Deputy Director General of Statistics and Assessment Bureau (Asset and Capital Verification Office), Deputy Director General and Director General of Revenue Management Bureau of State-owned Assets Supervision and Administration Commission of the State Council from May 2003 to October 2016, and served as Professional External Director for Central State-owned Enterprises from October 2016 to April 2017.

Mr. Liu confirmed that he meets the independence guidelines as set out in Rule 3.13 of the Listing Rules. Mr. Liu also confirmed that (i) he has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other position with the Company or any of its subsidiaries; (ii) he does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) as at the date of this announcement, he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Upon approval of Mr. Liu's appointment at a general meeting of the Company, Mr. Liu will enter into a service contract with the Company for a term commencing on the date of approval by the Shareholders of his appointment and shall end on the expiry of the term of the current session of the Board; the emolument of Mr. Liu will be determined by the Nomination and Remuneration Committee with reference to his relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Liu's proposed appointment as an independent non-executive director of the Company that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

By Order of the Board  
**Air China Limited**  
**Rao Xinyu      Tam Shuit Mui**  
*Joint Company Secretaries*

Beijing, the PRC, 8 May 2017

*As at the date of this announcement, the directors of the Company are Mr. Cai Jianjiang, Mr. Song Zhiyong, Mr. Cao Jianxiong, Mr. Feng Gang, Mr. John Robert Slosar, Mr. Ian Sai Cheung Shiu, Mr. Pan Xiaojiang\*, Mr. Simon To Chi Keung\*, Mr. Stanley Hui Hon-chung\* and Mr. Li Dajin\*.*

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