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If you are in doubt as to any aspect of this circular or as to what action to take in relation to this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Air China Limited, you should at once hand this circular and the form of proxy and the notice of attendance to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the EGM to be held at 11:00 a.m. on Thursday, 30 March 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC, is set out on pages 5 to 6 of this circular. Whether or not you are able to attend and/or vote at the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment should you so wish.

10 February 2017

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DEFINITIONS

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

“Articles of Association”	the Articles of Associations of the Company
“Board”	the board of directors of the Company
“Company”	Air China Limited, a company incorporated in the People’s Republic of China, whose H shares are listed on the Hong Kong 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
“EGM”	the extraordinary general meeting of the Company to be held at 11:00 a.m. on Thursday, 30 March 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau and Taiwan
“Shareholders”	the shareholders 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)
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Non-executive Directors:

Mr. Cai Jianjiang (*Chairman*)
Mr. Cao Jianxiong
Mr. Feng Gang
Mr. John Robert Slosar
Mr. Ian Sai Cheung Shiu

Registered office:

Blue Sky Mansion
28 Tianzhu Road
Airport Industrial Zone
Shunyi District
Beijing
the PRC

Executive Director:

Mr. Song Zhiyong (*President*)

Principal place of business in Hong Kong:

5th Floor, CNAC House
12 Tung Fai Road
Hong Kong International Airport
Hong Kong

Independent non-executive Directors:

Mr. Pan Xiaojiang
Mr. Simon To Chi Keung
Mr. Stanley Hui Hon-chung
Mr. Li Dajin

10 February 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 9 January 2017 in relation to the proposed amendment to the Articles of Association. The purpose of this circular is to provide you with further information on the above-mentioned matter so that you may make an informed decision on voting in respect of the relevant resolution at the EGM.

LETTER FROM THE BOARD

II. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

In order to meet the operational need of the Company, the Board has resolved to propose to the Shareholders the amendment to the Articles of Association to expand the Company's scope of business accordingly.

The following corresponding amendment is proposed to be made to Article 12 of the Articles of Association:

Existing article	Amended article (Proposed amendment being underlined)
<p>Article 12 The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.</p> <p>The Company's scope of business includes: International and domestic scheduled and unscheduled air passenger, air cargo, mail and luggage transportation; domestic and international business aviation services; management and administration of aircraft, aircraft maintenance, repair and overhaul services, business agency among airlines companies; and ground services, air express service (other than mails and objects of the same nature as mails) related to the main business; onboard duty free items, retail of goods onboard and underwriting the aviation accident insurance. (subject to the final approval by the State Administration of Industry and Commerce)</p>	<p>Article 12 The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.</p> <p>The Company's scope of business includes: International and domestic scheduled and unscheduled air passenger, air cargo, mail and luggage transportation; domestic and international business aviation services; management and administration of aircraft, aircraft maintenance, repair and overhaul services, business agency among airlines companies; and ground services, air express service (other than mails and objects of the same nature as mails) related to the main business; onboard duty free items, retail of goods onboard and underwriting the aviation accident insurance; <u>hotel, catering services and hotel management; undertaking exhibitions; conference services; business services; property management; design, production, agency and publish of advertisement; technology training; lease of self-owned property; lease of aircraft, engines and aged mechanical parts; sale of consumer products, handicrafts and souvenirs. (The projects, which are subject to approval in accordance with the laws, shall be operated only after receiving approval from</u></p>

The above proposed amendment to the Articles of Association is subject to the Shareholders' approval at the EGM by way of a special resolution.

The proposed amendment to the Articles of Association is prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

LETTER FROM THE BOARD

III. EGM

The Company will convene the EGM at 11:00 a.m. on Thursday, 30 March 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC. The notice of the EGM setting out the resolution proposed is set out on page 5 to 6 in this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form in accordance with the instruction printed thereon. If you intend to attend the EGM, you are required to complete and return the notice of attendance to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, on or before Thursday, 9 March 2017.

IV. RECOMMENDATIONS OF THE BOARD

The Board considers that the proposed resolution set out in the notice of the EGM is in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution at the EGM.

By Order of the Board

Cai Jianjiang

Chairman

Beijing, the PRC

NOTICE OF EXTRAORDINARY 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 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 30 March 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC to consider and, if thought fit, to pass the following resolution.

SPECIAL RESOLUTION:

1. To consider and approve the proposed amendment to the articles of association of the Company in relation to expansion of the Company's scope of business, details of which are set out on page 3 of the circular despatched by the Company on 10 February 2017.

By order of the Board
Air China Limited
Cai Jianjiang
Chairman

Beijing, the PRC, 10 February 2017

As at the date of this notice, 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*

Notes:

1. Closure of register of members and eligibility for attending and voting at the EGM

Holders of H shares of the Company are advised that the register of members of the Company will close from Tuesday, 28 February 2017 to Thursday, 30 March 2017 (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, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged 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, Wanchai, Hong Kong, by 4:30 p.m. on Monday, 27 February 2017.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shareholders of the Company whose names appear on the register of members of the Company at the close of business on Monday, 27 February 2017 are entitled to attend and vote at the EGM.

2. Notice of attendance

H shareholders who intend to attend the EGM should complete and lodge the accompanying notice of attendance and return it to the Company's H share registrar on or before Thursday, 9 March 2017. The notice of attendance may be delivered by hand, by post or by fax to the Company's H share registrar. Completion and return of the notice of attendance do not affect the right of a shareholder to attend and vote at the EGM. However, the failure to return the notice of attendance may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the EGM.

3. 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 authorised 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 authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar for holders of H shares not less than 24 hours before the time specified for the holding of the EGM. If the instrument appointing the proxy is signed by a person authorised by the appointor, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised 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, Computershare Hong Kong Investor Services Limited.

4. Other businesses

- (i) The EGM is expected to last for two hours. Shareholders and their 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
Wanchai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990



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FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates ^(Note 1) _____

I/We ^(Note 2) _____

of _____

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

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

of _____

as my/our proxy/proxies: (a) to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 11:00 a.m. on Thursday, 30 March 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution (the "Resolution") as set out in the notice (the "Notice") convening the Meeting; and (b) at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the Notice.

SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and approve the proposed amendment to the articles of association of the Company in relation to expansion of the Company's scope of business, details of which are set out on page 3 of the circular despatched by the Company on 10 February 2017.		

Dated this _____ day of _____ 2017 Signature ^(Note 6) _____

Notes:

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



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EXTRAORDINARY GENERAL MEETING NOTICE OF ATTENDANCE

To: Air China Limited (the “Company”)

I/We ^(Note 1) _____
of _____,
being the registered holder of ^(Note 2) _____ H Shares in the share
capital of the Company hereby inform the Company that I/we intend to attend the extraordinary
general meeting to be held at 11:00 a.m. on Thursday, 30 March 2017 at The Conference Room
One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC or to
appoint proxies to attend on my/our behalf.

Signature: _____

Date: _____

Notes:

1. Please insert the full name(s) and address(es) of the shareholder(s) as it is recorded in the register of members of the Company in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s).
3. Please duly complete and sign this Notice of Attendance, and deliver it to the Company's H Shares registrar, Computershare Hong Kong Investor Services Limited on or before Thursday, 9 March 2017.

Address of Computershare Hong Kong Investor Services Limited

17M Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990