

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental notice.*



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)

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting of Air China Limited (the “**Company**”) dated 7 April 2017 (the “**AGM Notice**”) which sets out the resolutions to be considered by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting to be held at 10:30 a.m. on Thursday, 25 May 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, PRC (the “**AGM**”).

The board of directors of the Company (the “**Board**”) received extraordinary proposals from China National Aviation Holding Company, the controlling shareholder of the Company, requesting the Board to table the same for consideration at the AGM. Pursuant to the relevant provisions of laws and regulations and the articles of association of the Company, the Board hereby presents the aforementioned proposals to the AGM for consideration.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolutions submitted by the controlling shareholder in addition to the resolutions set out in the AGM Notice:

**ORDINARY RESOLUTION**

7. To consider and approve the appointment of Deloitte Touche Tohmatsu as the Company's international auditor and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's domestic auditor and internal control auditor respectively for the year ending 31 December 2017 and to authorize the audit and risk management committee of the Board to determine their remunerations for the year 2017.

8. To consider and elect Mr. Wang Xiaokang and Mr. Liu Deheng as independent non-executive directors of the Company, and authorize the nomination and remuneration committee of the Board to determine their remunerations:

8.1 to elect Mr. Wang Xiaokang as an independent non-executive director of the Company.

8.2 to elect Mr. Liu Deheng as an independent non-executive director of the Company.

“Cumulative voting” will be used in respect of sub-resolutions no. 8.1 and no. 8.2. Please refer to note 4 for details.

The biographical details of Mr. Wang Xiaokang and Mr. Liu Deheng are set out in the Appendix to this supplemental notice. Having considered Mr. Wang’s and Mr. Liu’s background and experience as set out in such Appendix, the nomination and remuneration committee of the Board is of the view that they are appropriate candidates to stand for election. Mr. Wang and Mr. Liu have also confirmed in writing that they meet 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**”) , the nomination and remuneration committee of the Board therefore considers them to be independent.

By Order of the Board  
**Air China Limited**  
**Cai Jianjiang**  
*Chairman*

Beijing, the PRC, 10 May 2017

*Notes:*

- (1) A revised form of proxy is enclosed with this supplemental notice. Whether or not you are able to attend the AGM, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be) . Completion and return of the revised form of proxy will not preclude the shareholders of the Company from attending and voting in person at the AGM or any adjournment thereof.
- (2) Please refer to the AGM Notice for details in respect of the eligibility for attending the AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.
- (3) Please refer to the notice of attendance of the AGM of the Company in respect of the timing and address for attending the AGM and other relevant matters.

(4) Cumulative voting

According to the articles of association of the Company, when electing two or more directors at a shareholders' general meeting, such directors will be elected through 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 all his or her votes to one candidate or divide his or her votes among several candidates. Directors are elected at the AGM based on the total number of votes he or she receives.

*As at the date of this supplemental 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*

## APPENDIX

Biographical details of Mr. Wang Xiaokang and Mr. Liu Deheng are set out below:

**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 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 supplemental notice, 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 supplemental notice, 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.

**This page is intentionally left blank**



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)

**REVISED FORM OF PROXY FOR ANNUAL GENERAL MEETING**

Number of shares to which this revised form of proxy relates <sup>(Note 1)</sup> \_\_\_\_\_

I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder (s) of <sup>(Note 3)</sup> \_\_\_\_\_

H Shares in the share capital of Air China Limited (the "Company") HEREBY APPOINT <sup>(Note 4)</sup> \_\_\_\_\_ the chairman of the meeting and/or <sup>(Note 4)</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy/proxies: (a) to act for me/us at the annual general meeting (or at any adjournment thereof) of the Company to be held at 10:30 a.m. on Thursday, 25 May 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, PRC (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions (the "Resolutions") as set out in the notice (the "Notice") and the supplemental notice (the "Supplemental 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 Resolutions 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 and the Supplemental Notice.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To consider and approve the 2016 work report of the board of directors (the "Board") of the Company.		
2.	To consider and approve the 2016 work report of the supervisory committee of the Company.		
3.	To consider and approve the audited consolidated financial statements of the Company for the year 2016 prepared under the PRC Accounting Standards and the International Financial Reporting Standards.		
4.	To consider and approve the profit distribution proposal for the year 2016 as recommended by the Board.		
SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
5.	To authorise the Board of the Company to exercise the powers to authorize, allot and issue additional shares of the Company and to make or grant offers, agreements and option which might require the exercise of such powers in connection with not exceeding 20% of each of the existing A Shares and H Share (as the case may be) in issue at the date of passing this resolution, and to authorise the Board to increase the registered capital and amend the articles of association of the Company to reflect such increase in the registered capital of the Company under the general mandate.		
6.	To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue debt financing instruments.		
ORDINARY RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
7.	To consider and approve the appointment of Deloitte Touche Tohmatsu as the Company's international auditor and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's domestic auditor and internal control auditor respectively for the year ending 31 December 2017 and to authorize the audit and risk management committee of the Board to determine their remunerations for the year 2017.		
ORDINARY RESOLUTIONS <sup>(Note 13)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
8.	To consider and elect Mr. Wang Xiaokang and Mr. Liu Deheng as independent non-executive directors of the Company, and authorize the nomination and remuneration committee of the Board to determine their remunerations:		
	8.1 to elect Mr. Wang Xiaokang as an independent non-executive director of the Company		
	8.2 to elect Mr. Liu Deheng as an independent non-executive director of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature <sup>(Note 6)</sup> \_\_\_\_\_

*Notes:*

1. Please insert the number of shares registered in your name (s) to which this revised proxy form relates. If no number is inserted, this revised form of proxy will be deemed to relate to all shares registered in your name (s) .
2. Full name (s) and address (es) to be inserted in **BLOCK CAPITALS**.
3. Please insert the total number of shares registered in your name (s) .
4. 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.
5. **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.
6. This revised 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 revised form of proxy is signed by your attorney, the power of attorney or other document of authorisation must be notarised.
7. In order to be valid, this revised 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 (the “**Closing Time**”)).
8. Completion and delivery of a revised form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish.
9. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
10. 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.
11. **IMPORTANT: If you have not yet lodged the former form of proxy which was sent to you together with the Notice (the “Former Proxy Form”) with the Company’s H share registrar, you are requested to lodge this revised form of proxy if you wish to appoint proxies to attend the Meeting on your behalf. In this case, the Former Proxy Form should not be lodged with the Company’s H Share registrar.**
12. **IMPORTANT: If you have already lodged the Former Proxy Form with the Company’s H Share registrar, you should note that:**
  - (i) If this revised form of proxy is not lodged with the Company’s H share registrar before the Closing Time as mentioned in point 7 above or if it is incorrectly completed, the Former Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the Meeting other than those referred to in the Notice and the Former Proxy Form, including the newly added resolution as set out in the Supplemental Notice.
  - (ii) If you have lodged this revised form of proxy with the Company’s H share registrar before the Closing Time as mentioned in point 7 above, this revised form of proxy will revoke and supersede the Former Proxy Form previously lodged by you provided that this revised form of proxy is correctly completed.



13. "Cumulative voting" will be used in respect of resolution no. 8 whereas other resolutions will be voted by normal voting.

In "cumulative voting", 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. Such shareholder may cast all his votes on one single candidate or different candidates separately. Cumulative voting will be used in carrying out the voting and the counting of voting results in respect of sub-resolutions no. 8.1 and no. 8.2.

Set out below is an example illustrating the voting method using cumulative voting in respect of resolution no. 8. Please fill in your intention of voting in accordance with the following instructions:

- (i) In relation to resolution no. 8, for every share held by you, you will have the same number of voting rights which equals the number of directors to be elected. For example, if you are holding 1 million shares and two directors are to be elected at the Meeting, the aggregate number of votes which you will have will be 2 million (i.e. 1 million shares x 2 = 2 million voting shares) for resolution no. 8.
- (ii) You may cast on every candidate such votes which represent the same number of shares held by you; or cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate. If you wish to cast equal number of votes to each candidate for director, please tick in the boxes marked "FOR" or "AGAINST" as appropriate. Otherwise, please specify the number of votes cast for each of the two candidates for director in the boxes marked "FOR" or "AGAINST". For example, if you are holding 1 million shares, the number of your votes regarding resolution no. 8 is 2 million. You may choose to cast the 2 million votes equally between the two candidates (FOR or AGAINST); or to cast all your 2 million votes on one candidate (FOR or AGAINST); or cast 1.5 million votes to candidate A for director (FOR or AGAINST), 0.5 million votes to candidate B for director (FOR or AGAINST), etc.
- (iii) When the total votes, represented by the shares held by you multiplied by the number of directors to be elected, are used up after voting for a candidate, you will have no votes remaining to be cast on the other candidate. i.e., the total number of both of your FOR and AGAINST votes cast for two candidates for directors shall not exceed the aggregate number of votes to which you are entitled.
- (iv) Please note that when the total votes cast by you on one candidate or two candidates for director exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you on one candidate or two candidates for director are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the number of your votes regarding resolution no. 8 is 2 million: (a) if you fill in the "FOR" or "AGAINST" of "cumulative voting" under sub-resolution no. 8.1 with "2 million shares", you have used up all the votes to which you are entitled, which results in you having no votes for the other candidate for director. Should you fill in the blanks under sub-resolution no. 8.2 with any number of shares (other than 0), all your votes on resolution no. 8 will be invalid; or (b) if you fill in the "FOR" (or "AGAINST") of "cumulative voting" under sub-resolution no. 8.1 with "1 million shares" and under sub-resolution no. 8.2 with "0.5 million shares", the 1.5 million of votes cast by you are valid and the remaining 0.5 million of votes will be regarded as abstain votes.