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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)

DISCLOSEABLE TRANSACTION
PURCHASE OF AIRCRAFT

On 30 December 2025, the Company and AIE entered into the Air China Aircraft Purchase Agreement with Airbus Company, pursuant to which the Company has agreed to purchase 60 Airbus A320NEO series aircraft from Airbus Company.

As the highest applicable percentage ratio under Rule 14.07 of the Listing Rules for the Transaction is above 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

BACKGROUND

On 30 December 2025, the Company and AIE entered into the Air China Aircraft Purchase Agreement with Airbus Company, pursuant to which the Company has agreed to purchase 60 Airbus A320NEO series aircraft from Airbus Company.

AIR CHINA AIRCRAFT PURCHASE AGREEMENT

Date:

30 December 2025

Parties:

(a) The Company, as the purchaser, the principal business activities of which are air passenger, air cargo and airline-related services;

(b) AIE, as the import agent for the Company; and

(c) Airbus S.A.S., as the vendor, whose principal business activity is aircraft manufacturing. Airbus S.A.S. is a subsidiary of Airbus SE, the principal business activities of which are designing, manufacturing and delivering aerospace products, services and solutions to customers on a worldwide scale, and is listed on the European stock exchanges in Paris, Frankfurt am Main, Madrid, Barcelona, Valencia and Bilbao.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Airbus Company and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons (as defined under the Listing Rules) of the Company.

Aircraft to be acquired:

60 Airbus A320NEO series aircraft

Consideration:

The aircraft list price comprises the airframe price, optional features price and engine price.

The list price of the Airbus Aircraft to be acquired by the Company, in aggregate, is approximately US$9.53 billion (price quoted as at January 2024) (equivalent to approximately HK$74.1 billion at an exchange rate of US$1 = HK$7.78).

Airbus Company has granted to the Company considerable price concessions with regard to the Airbus Aircraft. These concessions will take the form of credit memoranda which may be used by the Company towards the final price payment of the Airbus Aircraft to be acquired by the Company or may be used for the purpose of purchasing goods and services from Airbus Company. Such credit memoranda were determined after arm's length negotiations between the parties and as a result, the actual consideration for the Air China Aircraft Purchase is lower than the aircraft list price mentioned above.

The Air China Aircraft Purchase was negotiated and entered into in accordance with customary business practice. The Directors confirm that the extent of the price concessions granted to the Company in the Air China Aircraft Purchase is comparable with the price concessions that the Company had obtained in the previous aircraft purchase entered into between the Company and Airbus Company. The Company believes that there is no material impact of the price concessions obtained in the Air China Aircraft Purchase on the unit operating cost of the Company's fleet. It is normal business practice of the global airline industry to disclose the aircraft list price, instead of the actual price, for aircraft acquisitions. Disclosure of the actual consideration will result in the loss of the considerable price concessions and hence a significant negative impact on the Group's cost for the Air China Aircraft Purchase and will therefore not be in the interest of the Company and the Shareholders as a whole.

Accordingly, the Company has applied to the Stock Exchange and the Stock Exchange has granted such waiver from strict compliance of Rule 14.58(4) of the Listing Rules in respect of disclosure of the actual consideration of the Air China Aircraft Purchase.

Payment, source of funding and delivery terms:

The aggregate consideration for the Air China Aircraft Purchase is payable by cash in instalments. The Air China Aircraft Purchase will be funded through self-owned cash, commercial bank loans and other financing methods of the Company. The Company is expecting to take delivery of the 60 Airbus A320NEO series aircraft in stages from 2028 to 2032. The Air China Aircraft Purchase is expected to have no material impact on the cash flow and operation of the Company.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Transaction is in line with the development plan of the Company and the market demand, which is conducive to the Group's optimization of fleet structure and long-term supplement of fleet capacity. The Transaction will expand the fleet capacity of the Group, which is expected to increase the fleet capacity of the Group by approximately 6.5%, based on the number of available tonne kilometers of the Group as at 31 December 2024 without taking into account the potential adjustments to the fleet such as aircraft withdrawal due to market condition and aircraft aging. The new aircraft will be delivered in stages from 2028 to 2032, with some aimed at meeting the renewal needs due to the withdrawal of aging aircraft from the fleet. The actual net increase in fleet capacity will be maintained within a manageable range.

The Directors believe that the Transaction is conducted in the ordinary and usual course of business of the Company on normal commercial terms and the terms of the Air China Aircraft Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio under Rule 14.07 of the Listing Rules for the Transaction is above 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As the A shares of the Company are listed on the Shanghai Stock Exchange, the Transaction is subject to the approval of the shareholders' meeting of the Company in accordance with the requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange.

The Transaction is also subject to the state approval.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings:

"AIE"	Air China Import and Export Co., Ltd. (國航進出口有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company
"Air China Aircraft Purchase" or "Transaction"	the purchase of 60 Airbus A320NEO series aircraft by the Company pursuant to the Air China Aircraft Purchase Agreement
"Air China Aircraft Purchase Agreement"	the agreement dated 30 December 2025 entered into among the Company, AIE and Airbus Company, pursuant to which the Company has agreed to purchase and Airbus Company has agreed to sell 60 Airbus A320NEO series aircraft
"Airbus Aircraft"	the 60 Airbus A320NEO series aircraft to be acquired by the Company
"Airbus Company"	Airbus S.A.S., a company incorporated in Toulouse, France
"Board"	the board of directors of the Company
"Company"	Air China Limited, a company incorporated in the PRC, 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
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Shareholder(s)"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"US$"	United States dollars, the lawful currency of the United States

By Order of the Board
Air China Limited
Xiao Feng
Company Secretary

Beijing, the PRC, 30 December 2025

As at the date of this announcement, the directors of the Company are Mr. Liu Tiexiang, Mr. Wang Mingyuan, Mr. Cui Xiaofeng, Mr. Patrick Healy, Mr. Xiao Peng, Mr. Xu Niansha, Mr. He Yun*, Ms. Winnie Tam Wan-chi* and Mr. Gao Chunlei*.*

* *Independent non-executive director of the Company*