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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult a 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 of China Southern Airlines Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**中国南方航空股份有限公司**  
**CHINA SOUTHERN AIRLINES COMPANY LIMITED**

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

**(Stock Code: 1055)**

**(1) PROPOSED CHANGE OF AUDITORS**  
**(2) PROPOSED APPOINTMENT OF DIRECTOR**  
**AND**  
**(3) NOTICE OF EGM**

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A notice convening the EGM to be held at 2:30 p.m. on Monday, 2 March 2026 at No. 3301 Conference Room, 33th Floor, China Southern Airlines Building, No. 68 Qixin Road, Bai Yun District, Guangzhou, Guangdong Province, the PRC, a form of proxy to be used at the EGM is despatched by the Company together with this circular and are also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.csair.com>).

If you are not able to attend and/or vote at the EGM, you are strongly urged to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

6 February 2026

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## DEFINITIONS

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

“A Share(s)”	A Share(s) of RMB1.00 each in the capital of the Company
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of the Directors
“China” or “PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Company”	China Southern Airlines Company Limited, a company incorporated under the laws of the PRC whose H Shares and A Shares are listed on the Stock Exchange and the Shanghai Stock Exchange, respectively
“Directors”	the directors of the Company
“EGM”	the first extraordinary general meeting of 2026 of the Company to be convened at 2:30 p.m. on Monday, 2 March 2026
“Group”	the Company and its subsidiaries (as defined in the Listing Rules)
“H Share(s)”	H Share(s) with a nominal value of RMB1.00 each in the capital of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 February 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the holders of the Shares
“Shares”	collectively, A Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**中国南方航空股份有限公司**  
**CHINA SOUTHERN AIRLINES COMPANY LIMITED**

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

**(Stock Code: 1055)**

**Directors:**

***Executive Directors:***

Ma Xu Lun (*Chairman*)

Han Wen Sheng (*Vice Chairman and President*)

***Independent Non-Executive Directors:***

Pansy Catilina Chiu King Ho

Guo Wei

Zhang Jun Sheng

Zhu Hai Ping

***Employee Director:***

Zhang Tao

**Registered address:**

Unit 301, 3/F, Office Tower

Guanhao Science Park Phase I

12 Yuyan Street, Huangpu District

Guangzhou, Guangdong Province

PRC 510530

6 February 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF AUDITORS**  
**(2) PROPOSED APPOINTMENT OF DIRECTOR**  
**AND**  
**(3) NOTICE OF EGM**

**1. INTRODUCTION**

The purposes of this circular are, among other things, (1) to provide you with further information in relation to the proposed change of auditors and the proposed appointment of Director; and (2) to give you notice of the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 29 January 2026 in relation to the proposed change of auditors of the Company.

KPMG Huazhen LLP and KPMG (collectively, “**KPMG**”) have been providing audit services to the Company for ten consecutive years. In accordance with the relevant provisions of the Measures for the Administration of Selection and Engagement of Accounting Firms by State-owned Enterprises and Listed Companies 《國有企業、上市公司選聘會計師事務所管理辦法》), following the public tender process and based on the results thereof, the Board has resolved, with the recommendation from the Audit and Risk Management Committee of the Board, to propose to appoint ShineWing Certified Public Accountants as the Company’s domestic auditor and internal control auditor for 2026 and Shinewing (HK) CPA Limited as the Company’s international auditor for 2026 (collectively “**ShineWing**”) (the “**Proposed Appointment of Auditors**”). The Audit and Risk Management Committee, having reviewed the credentials of ShineWing, considers that ShineWing possesses the necessary professional competence, investor protection capabilities, independence, and integrity.

The Proposed Appointment of Auditors is subject to the approval of the Shareholders at the EGM, and will become effective after the completion of the acceptance procedures by ShineWing.

Upon completion of the audit work in relation to the 2025 annual results and the publication of the 2025 annual report of the Company, KPMG will retire as the auditors of the Company.

KPMG has confirmed that there were no matters relating to their retirement as auditors of the Company that need to be brought to the attention of the Shareholders. The Company also confirmed that there was no disagreement between the Company and KPMG regarding work arrangements, fees or opinions.

### 3. PROPOSED APPOINTMENT OF DIRECTOR

Reference is made to the announcement of the Company dated 29 January 2026 in relation to the proposed appointment of executive Director.

On 29 January 2026, the Board resolved to propose to appoint Mr. Cai Zhizhou (“**Mr. Cai**”) as an executive Director of the 10th session of the Board based on the recommendation proposed by the nomination committee of the Board (the “**Proposed Appointment of Director**”).

In accordance with the Articles of Association, the Proposed Appointment of Director is subject to the approval by the Shareholders at the EGM. Upon due appointment of Mr. Cai, he will enter into a service contract with the Company and shall hold his office until the expiration of the term of the current session of the Board.

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## LETTER FROM THE BOARD

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The biographical details of Mr. Cai are as follows:

**Mr. Cai Zhizhou**, male, born in October 1972 (aged 53), graduated from the Department of Chinese Language and Literature of Nanjing University majoring in Chinese Language and Literature with a bachelor's degree, and obtained a Master of Business Administration degree from the Department of Management of Sun Yat-sen University, and an Executive Master of Business Administration (EMBA) degree from School of Economics and Management of Tsinghua University. He is an expert of political science and a member of the Chinese Communist Party. Mr. Cai began his career in July 1993 and once served as the Deputy Director of Party Committee Affair Department of the Company. He served as the Director of the Party Committee Affair Department of the Company in June 2006; the General Manager of the Human Resources Department of the Company in February 2009; the General Manager and Deputy Secretary of the Party Committee of the Hubei Branch of the Company in July 2012; the Secretary of the Party Committee and Deputy General Manager of the Xinjiang Branch of the Company in December 2016; the Director, General Manager and Deputy Secretary of the Party Committee of Guangdong Airport Authority Co., Ltd in December 2018; the Chairman of the Board, General Manager and Secretary of the Party Committee of Guangdong Airport Authority Co., Ltd in June 2022; the Chairman of the Board and Secretary of the Party Committee of Guangdong Airport Authority Co., Ltd in November 2023; the Deputy Secretary of the Party Leadership Group of China Southern Air Holding Company Limited and Deputy Secretary of the Party Committee of the Company in November 2025. Since December 2025, he has been the Director and Deputy Secretary of the Party Leadership Group of China Southern Air Holding Company Limited and Deputy Secretary of the Party Committee of the Company.

Pursuant to the “Administrative Measures on Directors’ Remuneration of China Southern Airlines Company Limited”, the annual basic emolument of a Director is determined with reference to the responsibilities, risks and contributions of his/her position. Mr. Cai will not receive any Director’s fee.

As at the Latest Practicable Date, save as disclosed above, Mr. Cai (i) 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 or any other major appointments and professional qualifications; (ii) has not had any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iii) has not held any other position with the Group; and (iv) has not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, save as disclosed above, there is no other matter that needs to be brought to the attention of the holders of securities of the Company in connection with the Proposed Appointment of Director, nor is there any other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 4. EGM

A notice convening the EGM to be held at 2:30 p.m. on Monday, 2 March 2026 at No. 3301 Conference Room, 33th Floor, China Southern Airlines Building, No. 68 Qixin Road, Bai Yun District, Guangzhou, Guangdong Province, the PRC, and a form of proxy to be used at the EGM, are despatched by the Company together with this circular and are also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.csair.com>).

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's register of members will be closed from Wednesday, 11 February 2026 to Monday, 2 March 2026, both days inclusive, during which period no transfer of H Shares will be effected. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Tuesday, 10 February 2026, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Whether or not you intend to be present at the EGM, you are requested to complete and return the form of proxy enclosed in the notice of EGM in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

### 5. RECOMMENDATION OF THE BOARD

The Directors believe that the resolutions proposed for consideration and approval by the Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole, and the Company will continue to comply with the requirements of the Listing Rules and all the decisions made by the Board will be in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the notice of EGM.

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## LETTER FROM THE BOARD

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### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board

**Ma Xu Lun**

*Chairman*

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## NOTICE OF EGM

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# 中国南方航空股份有限公司 CHINA SOUTHERN AIRLINES COMPANY LIMITED

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

**(Stock Code: 1055)**

## NOTICE OF EGM

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2026 (the “**EGM**”) of China Southern Airlines Company Limited (the “**Company**”) will be held at No. 3301 Conference Room, 33th Floor, China Southern Airlines Building, No. 68 Qixin Road, Bai Yun District, Guangzhou, Guangdong Province, the PRC on Monday, 2 March 2026 at 2:30 p.m. for the purpose of considering, if thought fit, to approve the following resolutions. Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the circular of the Company dated 6 February 2026 (the “**Circular**”):

### AS ORDINARY RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as ordinary resolutions:

1. Resolution regarding the appointment of external auditor of the Company for the year 2026 and the determination of their remuneration;

The appointment of ShineWing Certified Public Accountants as the domestic auditor and internal control auditor of the Company for 2026 and Shinewing (HK) CPA Limited as the international auditor of the Company for 2026;

- 2.00 Resolution regarding the election of executive Director of the 10th session of the Board of the Company;

- 2.01 Resolution regarding the election of Mr. Cai Zhi Zhou as an executive Director of the 10th session of the Board of the Company.

(“Accumulative voting” will be used in respect of all the sub-resolutions of Resolution No. 2.00. Please refer to note 4 for details.)

By Order of the Board of  
**China Southern Airlines Company Limited**  
**Chen Wei Hua and Liu Wei**  
*Joint Company Secretaries*

Guangzhou, the People's Republic of China  
6 February 2026

*As at the date of this notice, the Directors include Ma Xu Lun and Han Wen Sheng as executive Directors; Pansy Catilina Chiu King Ho, Guo Wei, Zhang Jun Sheng and Zhu Hai Ping as independent non-executive Directors; and Zhang Tao as employee Director.*

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# NOTICE OF EGM

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Notes:

## 1. Persons who are entitled to attend the EGM

- a. Holders of the H Shares and A Shares whose names appear on the register of holders of H Shares and register of holders of A Shares of the Company, respectively, on Wednesday, 11 February 2026 (“**Eligible Shareholders**”) or their representatives are entitled to attend the EGM after completion of the required registration procedures in accordance with Note 2 “Registration procedures for attending the EGM”. Holders of A Shares shall receive a notice separately.
- b. The directors and senior management of the Company.
- c. Representatives of the professional advisers hired by the Company and special guests invited by the Board.

## 2. Registration procedures for attending the EGM

- a. When attending the EGM, individual Eligible Shareholder or his/her proxy shall bring along his/her identity card. The legal representative of a corporate Eligible Shareholder attending the EGM shall bring along his/her identity card, together with a notarised copy of the resolution or power of attorney issued by the board of directors or other governing body of the corporate Eligible Shareholder to appoint such legal representative to attend the meeting.
- b. Holders of H Shares who intend to attend the EGM must deliver their instruments of transfer together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the registrar of H Shares, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Tuesday, 10 February 2026.
- c. The register of holders of H Shares will be closed from Wednesday, 11 February 2026 to Monday, 2 March 2026 (both days inclusive), during which period no transfer of H Shares will be registered..

## 3. Proxies

- a. An Eligible Shareholder has the right to appoint one or more proxies to attend the EGM and vote on his/her behalf. A proxy does not need to be a Shareholder. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- b. A proxy must be appointed by an Eligible Shareholder or his/her attorney by way of a form of proxy for the EGM, which is attached to the notice of EGM as Attachment A. If the proxy is appointed by the attorney of an Eligible Shareholder, the power of attorney or other authorisation document(s) authorizing such attorney to appoint the proxy must be notarised.
- c. To be valid, for holders of A Shares, the notarially certified power of attorney, or other document of authorisation, and the form of proxy must be delivered to the registered address of the Company no later than 24 hours before the time appointed for the holding of the EGM. To be valid, for holders of H Shares, the notarised power of attorney or other authorisation document(s), together with the completed form of proxy for the EGM, must be lodged with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong within the same period of time.

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## NOTICE OF EGM

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### 4. Miscellaneous

- a. The EGM are expected to last for not more than one day. Eligible Shareholders (or their proxies) who attend shall bear their own travelling and accommodation expenses.
- b. The address of the headquarter of the Company is:  
  
China Southern Airlines Building,  
68 Qixin Road, Baiyun District, Guangzhou  
Guangdong Province  
Postcode 510403  
Telephone No.: (+86) 20-8611 2480  
Facsimile No.: (+86) 20-8665 9040  
Website: [www.csair.com](http://www.csair.com)  
Contact person: Ms. Yang
- c. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the EGM shall be voted by poll.
- d. According to Article 109 of the Articles of Association of the Company, the accumulative voting system referred to herein means that, in the election of directors at the general meeting, each share carrying voting right shall carry the same number of voting right as the number of directors proposed to be elected, and the voting rights of the shareholders may be freely cast among the proposed directors, either be separately cast in favour of a number of nominees or be collectively cast in favour of one nominee. As such, based on the number of votes that the nominated directors have got and the number of directors proposed to be elected, those who have got more votes shall be elected.