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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) GENERAL MANDATE TO ISSUE SHARES;
# (2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS;
# (3) GENERAL MANDATE TO REPURCHASE A SHARES;
# (4) GENERAL MANDATE TO REPURCHASE H SHARES;
# (5) UNRECOVERED LOSSES AMOUNTING TO ONE-THIRD OF THE TOTAL SHARE CAPITAL;
# (6) PROPOSED ADOPTION OF ADMINISTRATIVE MEASURES ON REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT; AND
# (7) NOTICE OF AGM

A notice convening the AGM to be held at 2:30 p.m. on Friday, 29 May 2026 at No. 3301 Conference Room, 33rd 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 AGM 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).

If you are not able to attend and/or vote at the AGM, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

8 May 2026

# CONTENTS


*Pages*

**DEFINITIONS** . . . . . 1

**LETTER FROM THE BOARD** . . . . . 3

**APPENDIX I** **EXPLANATORY STATEMENT** . . . . . I-1

**APPENDIX II** **ADMINISTRATIVE MEASURES ON REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT OF CHINA SOUTHERN AIRLINES COMPANY LIMITED** . . . . . II-1

**NOTICE OF AGM** . . . . . AGM-1

*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 |
| "A Share Repurchase Mandate" | the general mandate proposed to be granted to the Board to repurchase A Shares not exceeding 10% of the number of A Shares in issue as at the date of passing the proposed relevant resolutions at the AGM |
| "AGM" | an annual general meeting of the Company to be convened at 2:30 p.m. on Friday, 29 May 2026 |
| "Articles of Association" | the articles of association of the Company, as amended from time to time |
| "Board" | the board of the Directors of the Company |
| "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 |
| "controlling shareholder" | has the meaning ascribed thereto under the Listing Rules |
| "CSAH" | China Southern Air Holding Limited Company, a state-owned enterprise established under the laws of the PRC and the controlling shareholder of the Company |
| "Debt Financing Instruments" | the debt financing instruments to be issued by the Company and/or its controlled or wholly-owned subsidiary in one or multiple tranches, including but not limited to corporate bonds, ultra-short-term financing bills, short-term financing bills and mid-term notes |
| "Directors" | the directors of the Company |
| "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 share capital of the Company |
| "H Share Repurchase Mandate" | the general mandate proposed to be granted to the Board to repurchase H Shares not exceeding 10% of the number of H Shares in issue as at the date of passing the proposed relevant resolutions at the AGM |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Latest Practicable Date" | 5 May 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 |
| "Proposed Issuance" | the proposed issuance of the Debt Financing Instruments by the Company |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "SFO" | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| "Shareholders" | the holders of the Shares |
| "Shares" | collectively, A Shares and H Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Hong Kong Code on Takeovers and Mergers |
| "%" | percent |

# 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 of the Board)*
Han Wen Sheng *(Vice Chairman of the Board and President)*
Cai Zhi Zhou

***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

8 May 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATE TO ISSUE SHARES;**
**(2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS;**
**(3) GENERAL MANDATE TO REPURCHASE A SHARES;**
**(4) GENERAL MANDATE TO REPURCHASE H SHARES;**
**(5) UNRECOVERED LOSSES AMOUNTING TO ONE-THIRD OF THE TOTAL SHARE CAPITAL;**
**(6) PROPOSED ADOPTION OF ADMINISTRATIVE MEASURES ON REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT;**
**AND**
**(7) NOTICE OF AGM**

## I. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue Debt Financing Instruments; (3) the proposed

grant of general mandate to repurchase A Shares; (4) the proposed grant of general mandate to repurchase H Shares; (5) the Company's unrecovered losses amounting to one-third of the total share capital; (6) the proposed adoption of the Administrative Measure on Remuneration of Directors and Senior Management and (7) the notice of the AGM.

## II. GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and to give discretion to the Board in the event that it becomes desirable to issue any Shares, a special resolution will be proposed at the AGM to give an unconditional general mandate to the Board, to separately or concurrently, allot, issue, and deal with additional A Shares and/or H Shares of the Company and to make or grant offers, agreements or options in respect thereof, with a total number of Shares not exceeding 20% of the total number of Shares in issue (including A Shares and H Shares) as at the date of passing the relevant resolution at the AGM (the "**General Mandate**"), at a discount (if any) of no more than 20% to the benchmark price as required by Rule 13.36(5) of the Listing Rules.

The General Mandate will lapse until the earlier of:

(a) the conclusion of the 2026 annual general meeting of the Company;

(b) the expiration of the 12 months period following the passing of this resolution; and

(c) the revocation or variation of the authority given to the Board under this resolution by a special resolution of the Shareholders at a general meeting.

Pursuant to the relevant laws and regulations of the PRC, any additional issuance of A Shares would still require the approval of the Shareholders at a general meeting even if the General Mandate is approved at the AGM.

As at 30 April 2026, the Company had in issue 18,120,967,900 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with up to a maximum of 3,624,193,580 A Shares and/or H Shares in aggregate, representing 20% of the number of Shares in issue on the basis that no further Shares will be issued by the Company prior to the AGM.

It is also proposed at the AGM to give a conditional general mandate to the Board to increase the registered capital of the Company to reflect the issuance of Shares authorised under the General Mandate, to make such appropriate and necessary amendments to the Articles of Association as it thinks fit to reflect such increase in the registered capital of the Company, and to take any other action and go through any procedure required to effect such increase in the registered capital of the Company.

## III. GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

### (i) General Information

In order to establish highly-efficient, fast and cost-efficient financing channels and better meet the demand of the operation and long-term development of the Company, the Company proposes to issue one or a portfolio of Debt Financing Instruments in one or multiple tranches. In order to seize the market opportunity and improve the financing flexibility and efficiency, the Board has resolved to obtain the general mandate to issue the Debt Financing Instruments, which shall be subject to the Shareholders' approval by way of a special resolution at the AGM.

### (ii) Particulars of Proposed Issuance

Particulars regarding the Proposed Issuance are as follows:

| | |
|---|---|
| (a) Issuer: | the Company and/or its controlled or wholly-owned subsidiary, and the specific issuer shall be determined by the Board according to the needs of issuance |
| (b) Issue size: | the balance of each type of Debt Financing Instruments outstanding will be within the permissible size for debt issuance in accordance with the requirements of the applicable laws, and the Debt Financing Instruments shall be issued in accordance with this mandate. The specific issue size shall be determined by the Board according to the capital needs and the market conditions |
| (c) Term and type: | not more than 15 years for one single-term type of instrument or a portfolio of multiple types of instruments with various terms (excluding perpetual bonds), and the specific term composition and the issue size of different types of instruments with various terms shall be determined by the Board according to the relevant requirements and market conditions |
| (d) Use of proceeds: | the proceeds to be raised from the Proposed Issuance are intended to be used towards meeting the demand of the Company's production and operations, adjusting its debt structure, replenishing its working capital and/or investment in its projects, among others, and the specific use of proceeds shall be determined by the Board according to the capital needs |

(e) Term of validity of the mandate: from the date of the passing of the resolution at the AGM to the date of the 2026 annual general meeting of the Company. If the Board and/or its authorized representative has decided on the relevant issuance within the term of validity of the mandate, and the Company has also obtained the approval, permission or registration from the regulatory departments for the issuance within the term of validity of the mandate, the Company may complete the relevant issuance within the valid period of such approval, permission or registration.

**(iii) Authorisation to the Board**

It is proposed to the Shareholders at the AGM to authorise the Board, generally and unconditionally, to deal with the following in accordance with the specific needs of the Company and market conditions:

(i) to determine the issuer, type, specific instruments, detailed terms, conditions and other matters relating to the Proposed Issuance (including, but not limited to, the specific issue size, actual principal amount, currency, issue price, interest rate or mechanism for determining the interest rate, issue place, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set repurchase or redemption terms, credit rating, guarantee, repayment term, use of proceeds, underwriting arrangements and all other matters relating to the Proposed Issuance);

(ii) to take all necessary and incidental actions and steps in respect of the Proposed Issuance (including, but not limited to, engagement of intermediaries, making applications to relevant regulatory authorities on behalf of the Company for approval, registration, filing and other procedures relating to the Proposed Issuance, execution of all necessary legal documents related to the Proposed Issuance to proceed with the issuance and other matters relating to the repayment of principal and interest and trading of the Debt Financing Instruments during their terms);

(iii) to approve, confirm and endorse any of the above actions and steps taken by the Company relating to the Proposed Issuance;

(iv) to make adjustments to the specific plans for the Proposed Issuance in accordance with the opinions of the relevant regulatory authorities or the then prevailing market conditions within the authority of the Board, in the case of any change in policies of regulatory authorities or any change of market conditions, except where voting at a general meeting is required by any relevant laws and regulations and the Articles of Association of the Company;

(v) to determine and handle all relevant matters relating to the listing of the Debt Financing Instruments upon the completion of the Proposed Issuance, and other matters relating to the repayment of principal and interest and trading of the Debt Financing Instruments during their terms;

(vi) to approve, sign and distribute announcements and circulars relating to the Proposed Issuance in accordance with the applicable regulatory rules adopted at the listing place, and to disclose relevant information;

(vii) to deal with other specific matters relating to the Proposed Issuance and the listing of relevant Debt Financing Instruments; and

(viii) to make adjustments to each relevant matter and the performance during the term of validity in accordance with laws, regulations and normative documents and the actual performance of the Proposed Issuance.

## IV. PROPOSED GRANT OF A SHARE REPURCHASE MANDATE AND H SHARE REPURCHASE MANDATE

The resolutions in relation to the proposed grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate were considered and approved by the Board on 2 March 2026. The resolutions in relation to the proposed grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate will be submitted, by way of special resolutions, for the Shareholders' consideration and approval at the AGM, particulars of which are set out as follows and in the notice of the AGM of this circular.

It is proposed that the Board be authorized to repurchase, during the Relevant Period, (i) an aggregate number of A Shares not exceeding 10% of the total number of A Shares in issue as at the date on which the resolution in relation to the grant of the A Share Repurchase Mandate is considered and approved at the Shareholder's General Meeting; and/or (ii) an aggregate number of H Shares not exceeding 10% of the total number of H Shares in issue as at the date on which the resolution in relation to the grant of the H Share Repurchase Mandate is considered and approved at the Shareholder's General Meeting, in accordance with market conditions and the needs of the Company, in order to maintain the value of the Company and the interests of Shareholders, or to use the Shares for purposes including but not limited to, employee stock ownership plan or equity incentive, conversion of corporate bonds issued by the Company that are convertible into Shares, etc.

For the purpose of the A Share Repurchase Mandate and the H Share Repurchase Mandate, "Relevant Period" means the period from the date of passing of the special resolution(s) in respect of the grant of the A Share Repurchase Mandate and/or the grant of the H Share Repurchase Mandate, respectively, at the AGM until whichever is the earliest of:

(i) the conclusion of the 2026 annual general meeting of the Company; or

(ii) the date on which the A Share Repurchase Mandate and/or the H Share Repurchase Mandate set out in the relevant special resolution(s) is revoked or varied by way of special resolution(s) at any general meeting.

If within the Relevant Period, the Board or a person authorised by the Board has signed the necessary documents and handled the necessary procedures, and such documents, procedures may need to be performed or carried out at or after the end of the Relevant Period, or continued after the end of the Relevant Period, the Relevant Period will be extended accordingly.

It is proposed that the Board also be generally authorized to handle relevant matters in relation to the repurchase of the A Shares and/or the H Shares, including but not limited to:

(i) formulate and implement the detailed repurchase plan, including but not limited to determining the class of Shares to be repurchased, repurchase price, number of Shares to be repurchased, timing of repurchase and period of repurchase, pursuant to the requirements under the laws and regulations including the Company Law, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules for Repurchase of Shares by Listed Companies and the Articles of Association as amended and in effect from time to time;

(ii) notify the creditors and publish announcements in accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory documents and the Articles of Association (if applicable);

(iii) open stock account and complete the corresponding registration procedure of the change in foreign exchange;

(iv) determine the specific purpose of the repurchase of A Shares and/or the H Shares based on the actual situations of the Company and within the time limit specified by applicable laws and regulations, and adjust or change the purpose of the repurchase of A Shares and/or H Shares within the scope permitted by the applicable laws and regulations;

(v) fulfil the relevant approval or filing procedures in accordance with the requirements of the regulatory authorities and the places of listing of the Company (if applicable);

(vi) complete the procedure for the transfer or cancellation of the Shares repurchased according to the actual repurchase situation, to amend the Articles of Association with respect to relevant content such as the total share capital and shareholding structure, and to perform the relevant domestic and foreign registration and filing procedures related to repurchase according to the statutory requirements in the PRC and foreign regions;

(vii) make adjustments to the repurchase plan and continue to handle matters relevant to the repurchase in accordance with the relevant requirements of the PRC, the government departments and securities regulatory authorities as well as the market conditions and the actual operational situation of the Company where there are new policy requirements on share repurchase under the laws and regulations or by securities regulatory authorities, or where there are changes in the market conditions, except for those subject to re-voting at the general meetings pursuant to the requirements of relevant laws and regulations and the Articles of Association;

(viii) deal with other matters that are considered necessary, proper and appropriate to the exercise of the general mandate by the Board, provided that such matters are not in contravention of applicable domestic and overseas laws and regulations; and

(ix) subject to the above authorisations, the Board continues to authorise any one executive Director to determine, execute and handle all matters relating to the aforesaid repurchase of Shares.

The proposed grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate respectively is merely authorisation by the Shareholders' meetings to the Board to handle matters relevant to the repurchase of the Shares. Subject to consideration and approval by the AGM, the Company will determine whether it will proceed with the repurchase and make specific repurchase plans, as and when appropriate.

An explanatory statement containing information regarding the proposed grant of the A Share Repurchase Mandate and the H Share Repurchase Mandate is set out in Appendix I to this circular.

## V. THE COMPANY'S UNRECOVERED LOSSES AMOUNTING TO ONE-THIRD OF THE TOTAL SHARE CAPITAL

According to the audit report issued by KPMG Huazhen LLP, the amount of uncovered losses in the Company's consolidated statements as at 31 December 2025 has exceeded one-third of the total share capital. The resolutions in relation to the Company's unrecovered losses amounting to one-third of the total share capital were reviewed and approved by the board of directors on 30 March 2026, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

## VI. PROPOSED ADOPTION OF ADMINISTRATIVE MEASURES ON REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

It is proposed by the Board to adopt the "Administrative Measures on Remuneration of Directors and Senior Management of China Southern Airlines Company Limited". The resolutions in relation to the Administrative Measures on Remuneration of Directors and Senior Management of China Southern Airlines Company Limited were reviewed and approved by the board of directors on 29 April 2026, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

Full text of the "Administrative Measures on Remuneration of Directors and Senior Management of China Southern Airlines Company Limited" is set out in the Appendix II to this circular.

## VII. AGM

A notice convening the AGM to be held at 2:30 p.m. on Friday, 29 May 2026 at No. 3301 Conference Room, 33rd 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 AGM 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 AGM, the Company's register of members will be closed from Wednesday, 20 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of H Shares will be effected. In order to attend and vote at the AGM, 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, 19 May 2026, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

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

## VIII. RECOMMENDATION OF THE BOARD

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the AGM 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 AGM as set out in the notice of AGM.

## IX. 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*

The following is an explanatory statement required by Rule 10.06(1)(b) of the Hong Kong Listing Rules to provide the Shareholders with information reasonably necessary to enable such Shareholders to make an informed decision on whether to vote for or against the special resolution to approve the grant of the A Share Repurchase Mandate and the grant of the H Share Repurchase Mandate.

## 1. NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the total number of issued Shares was 18,120,967,900, which comprised 13,476,970,592 A Shares and 4,643,997,308 H Shares.

Subject to the passing of the special resolutions in respect of the grant of the A Share Repurchase Mandate and the grant of the H Share Repurchase Mandate, on the basis that the total number of issued A Shares (being 13,476,970,592 A Shares) and the total number of issued H Shares (being 4,643,997,308 H Shares) as at the Latest Practicable Date, will remain unchanged on the date of the AGM, during the period in which the A Share Repurchase Mandate and the H Share Repurchase Mandate remain in force, the Directors will be authorised to repurchase up to 1,347,697,059 A Shares under the A Share Repurchase Mandate and to repurchase up to 464,399,730 H Shares under the H Share Repurchase Mandate, representing 10% of the total issued A Shares and 10% of the total issued H Shares, respectively.

## 2. REASONS FOR SHARE REPURCHASE

In order to maintain the value of the Company and rights and interests of the Shareholders, and to allow the Company to repurchase the Shares in a timely and flexible manner, it is proposed that the Board shall be granted the A Share Repurchase Mandate and the H Share Repurchase Mandate.

The repurchase of the A Shares and/or the H Shares will only be exercised when the Directors believe such repurchase will benefit the Company and the Shareholders as a whole.

## 3. SOURCE OF FUNDS

In repurchasing the A Shares and/or the H Shares, the Company may use its self-owned funds or self-raised funds legally available for such purpose in accordance with the applicable laws and regulations of the PRC, listing rules of the Company's listing places and the Articles of Association.

## 4. IMPACT ON WORKING CAPITAL

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there will not be a material adverse impact on the working capital or the gearing position of the Company in the event that the A Share Repurchase Mandate and/or the H Share Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period.

## 5. MARKET PRICES OF SHARES

The highest and lowest prices at which the A Shares and the H Shares were traded on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively, during each of the previous twelve months up to the Latest Practicable Date were as follows:

| | A Shares | | H Shares | |
|---|---|---|---|---|
| | **Lowest** | **Highest** | **Lowest** | **Highest** |
| | *RMB* | *RMB* | *HK$* | *HK$* |
| **2025** | | | | |
| May | 5.67 | 6.28 | 3.20 | 4.06 |
| June | 5.67 | 6.06 | 3.61 | 4.13 |
| July | 5.65 | 5.99 | 3.58 | 4.13 |
| August | 5.64 | 6.15 | 3.58 | 4.07 |
| September | 5.79 | 6.26 | 3.64 | 4.20 |
| October | 5.86 | 6.93 | 3.76 | 4.93 |
| November | 6.62 | 7.41 | 4.65 | 5.63 |
| December | 6.72 | 8.03 | 5.05 | 5.95 |
| **2026** | | | | |
| January | 7.10 | 8.28 | 5.47 | 6.25 |
| February | 7.15 | 8.46 | 5.65 | 6.62 |
| March | 5.38 | 7.12 | 3.84 | 5.76 |
| April | 5.38 | 6.15 | 3.89 | 4.45 |
| May (up to the Latest Practicable Date) | N.A | N.A | 3.98 | 4.15 |

## 6. GENERAL

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined under the Hong Kong Listing Rules) have any present intention, in the event that the proposed grant of the A Share Repurchase Mandate and/or the proposed grant of the H Share Repurchase Mandate are approved by the Shareholders, to sell any Shares to the Company.

The Company has not been notified by any core connected persons (as defined under the Hong Kong Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the proposed grant of the A Share Repurchase Mandate and/or the proposed grant of the H Share Repurchase Mandate are approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to make repurchases of the A Shares and/or the H Shares pursuant to the A Share Repurchase Mandate and/or the H Share Repurchase Mandate in accordance with the Hong Kong Listing Rules and the applicable laws and regulations of the PRC.

The Company may cancel the shares bought back under the H Share Repurchase Mandate, and/or hold them as treasury shares subject to, for example, market conditions, purposes of repurchase and its capital management needs at the relevant time of the repurchase.

Neither the explanatory statement nor the A Share Repurchase Mandate/H Share Repurchase Mandate has any unusual features.

## 7. TAKEOVERS CODE

If on exercise of the powers to repurchase the A Shares and/or the H Shares pursuant to the A Share Repurchase Mandate and/or the H Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, CSAH and the parties acting in concert with it controlled or was entitled to exercise control over the voting rights in respect of 9,404,468,936 A Shares and 2,648,836,036 H Shares, representing approximately 66.52% of the total issued share capital of the Company, and CSAH was the controlling shareholder of the Company.

In the event that the Directors should exercise the A Share Repurchase Mandate and H Share Repurchase Mandate in full, the proportional interests in the voting rights of the CSAH in the Company would be increased to approximately 73.91% of the total share capital of the Company (if it does not participate in such repurchase). On this basis, the Directors are of the view that an exercise of the A Share Repurchase Mandate and/or the H Share Repurchase Mandate in full will not give rise to an obligation on CSAH to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of A Shares and/or the H Shares.

Moreover, the Directors will not make any repurchase of Shares on the Stock Exchange if such repurchase of Shares would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

## 8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

## Administrative Measures on Remuneration of Directors and Senior Management of China Southern Airlines Company Limited

### Chapter I General Provisions

**Article 1** To establish and improve the incentive and restraint mechanism for the remuneration of directors and senior management of China Southern Airlines Company Limited (hereinafter referred to as the "Company"), further strengthen performance orientation, effectively mobilise work enthusiasm, and promote the enhancement of management efficiency, this System is hereby formulated in accordance with the *Company Law of the People's Republic of China*, the *Corporate Governance Guidelines for Listed Companies*, other relevant laws and regulations, and the *Company's Articles of Association*.

**Article 2** The remuneration management of the Company's directors and senior management shall adhere to the following principles:

(1) Adhere to the principles of openness, justice and fairness.

(2) Adhere to market-oriented remuneration distribution, fully consider market and industry remuneration levels and other factors, and reasonably determine the Company's remuneration distribution level.

(3) Adhere to integrating incentives and constraints, establish a remuneration mechanism that is closely linked to performance and matched with the risks and responsibilities borne, and give full play to the guiding role of remuneration incentives.

(4) Adhere to the principle of long-term development, ensuring that the remuneration system is aligned with the Company's long-term interests and sustainable development.

**Article 3** The scope of personnel to whom this System applies includes:

(1) Directors: including executive Directors, independent non-executive Directors and employee Directors.

(2) Senior management: including the President, Executive Vice President, Chief Engineers, etc. of the Company.

## Chapter II Management Structure

**Article 4** The Company has established the remuneration and assessment committee under the Board of Directors, whose main duties and authorities include:

(1) Researching and formulating appraisal standards for directors and senior management based on the actual operating conditions of the Company, and organising appraisals.

(2) Formulating and reviewing the remuneration policies and plans for directors and senior management and conducting performance evaluations on them.

(3) Supervising the implementation of the Company's remuneration system.

(4) Other matters authorised by the Board of Directors.

**Article 5** The remuneration management system for the Company's directors and senior management submitted by the remuneration and assessment committee shall be implemented after review and approval by the Board of Directors and the Shareholders' Meeting.

**Article 6** When the remuneration and assessment committee evaluates or discusses the remuneration of individual directors or senior management, such directors and senior management shall recuse themselves.

**Article 7** The Office of the Board of Directors and the Human Resources Department of the Company shall cooperate in their respective divisions of labour to assist the remuneration and assessment committee in the specific implementation of the remuneration plans for directors and senior management.

## Chapter III Mechanism for Determining the Total Wage Bill

**Article 8** The total wage bill shall be managed in accordance with the principles of "wage-benefit linkage, efficiency benchmarking adjustment, and wage level regulation" based on the budgeted economic benefits and labour productivity of the enterprise for the current year, with reference to labour market prices and other factors:

(1) Wage-benefit linkage: the growth rate of the total wage bill shall in principle not exceed the growth rate of the enterprise's economic benefits per unit.

(2) Efficiency benchmarking adjustment: on the basis of wage-benefit linkage, a benchmarking evaluation coefficient shall be set according to the enterprise's labour productivity indicators, input-output ratio of labour costs and other benchmarking evaluation results, and the level of the enterprise's total wage bill shall be reasonably adjusted.

(3) Wage level regulation: the growth of wage levels shall be reasonably regulated in accordance with wage guidelines issued by relevant state authorities, combined with distribution relationships within the industry and other factors.

**Article 9** The Company streamlines internal distribution relationships, improves the mechanism where production factors let the market assess contributions and determines compensation based on such contributions, reasonably establish the compensation distribution relationship between management personnel at various levels and other employees according to job responsibilities, performance contributions and other factors, and provides preferential treatment to highly-skilled, high-end, and critically-needed scientific and technological personnel who have made outstanding contributions, as well as to front-line positions involving hard, dirty, tiring, or dangerous work.

## Chapter IV Remuneration Management for Directors and Senior Management

### Section 1 Composition of Remuneration

**Article 10** The Company's executive Directors and employee Directors concurrently serve as directors of China Southern Air Holding Limited Company (hereinafter referred to as the "**CSAH**"), and shall implement the remuneration management system of CSAH in accordance with the principle of taking the higher position.

**Article 11** The Company's independent non-executive Directors operate under an allowance system, with the allowance standards determined by reference to industry levels to align with the market, and the specific allowance standards shall be implemented after review and approval by the Shareholders' Meeting.

**Article 12** The Company's President, Executive Vice President, chief accountant, chief financial officer and other positions concurrently held by senior management of CSAH shall implement the remuneration management system of CSAH in accordance with the principle of taking the higher position.

**Article 13** Remuneration for other senior management of the Company shall be strictly determined in accordance with the requirements of the remuneration system for responsible persons of state-owned enterprises, based on factors such as industry characteristics, the Company's strategic objectives, operating performance, and remuneration strategy, and shall in

principle not exceed the 75th percentile of comparable market remuneration levels for similar positions in China. The remuneration structure consists of a base annual salary, performance-based annual salary, and term incentive, among other components:

(1) Base annual salary. This is a fixed annual entitlement, determined based on factors such as position, responsibility, capability, market salary trends, and the base annual salary of the responsible persons of the enterprise.

(2) Performance-based annual salary. This is linked to the Company's operating performance appraisal, party building appraisal, etc., comprehensively reflecting job value, achievement of annual performance appraisal targets, and the comprehensive evaluation of cadres. In principle, the proportion of performance-based annual salary shall not be less than 60% of the total annual salary level.

(3) Term incentive. This is linked to the results of the term appraisal and is a type of medium- to long-term incentive.

(4) Other benefits. Participation in and entitlement to various types of insurance, housing provident fund, enterprise annuity, supplementary medical insurance and other benefits in accordance with national and Company policies shall be implemented in accordance with the Company's relevant policies.

(5) Other monetary income of the Company's senior management, beyond remuneration, shall be strictly managed in accordance with the relevant national requirements for responsible persons of state-owned enterprises.

## Section 2 Performance Appraisal

**Article 14** At the beginning of the operating year, the appraisal plan for the Company's senior management shall be determined based on the appraisal requirements of the superior unit, the Company's strategic decoding, division of duties, etc., and performance contracts shall be signed.

**Article 15** After the end of the operating year, the performance appraisal results for senior management shall be determined based on the completion of the Company's annual results, key tasks, and individual performance against targets.

**Article 16** Remuneration plans shall be formulated based on the performance appraisal results. Remuneration plans for directors shall be determined by the Shareholders' Meeting and disclosed. Remuneration plans for senior management shall be reviewed and approved by the Board of Directors, explained to the Shareholders' Meeting, and disclosed.

### Section 3 Remuneration Payment

**Article 17** The base annual salary shall be paid on a monthly basis in accordance with the standard amount.

**Article 18** The performance-based annual salary shall be paid in advance on a monthly basis, and a year-end settlement shall be conducted at the end of the year based on the performance appraisal results. In accordance with the requirements of superior authorities for risk prevention and control, a deferred payment mechanism for the performance-based annual salary shall be established, with a deferral period of three years.

**Article 19** The term incentive shall be calculated after the end of the term based on the term appraisal results and shall be paid upon approval.

**Article 20** If a director or senior management member of the Company changes positions, the base annual salary, performance-based annual salary and term incentive shall be calculated and paid in installments according to the period of service in the position.

### Section 4 Withholding and Clawback

**Article 21** When the Company retrospectively restates its financial reports due to misstatements such as financial fraud, the performance-based annual salary and term incentive income of directors and senior management shall be promptly re-assessed and the excessive portion accordingly clawed back.

**Article 22** If a director or senior management of the Company breaches their duties and thus causes losses to the Company, or is at fault for illegal or irregular acts such as financial fraud, misappropriation of funds, or illegal guarantees, the Company shall, depending on the severity of the circumstances, reduce or suspend payment of the unpaid performance-based annual salary and term incentive income, and claw back all or part of the performance-based annual salary and term incentive income already paid during the period when the relevant act occurred.

**Article 23** If a director or senior management of the Company commits disciplinary or legal violations, fails to perform or correctly perform their duties, causing losses of state-owned assets or other serious adverse consequences in operations and investments, the Company shall, based on the results of disciplinary action (party and government discipline) and the determination of liability for asset losses, withhold the current year's performance-based annual salary according to policy, or claw back part or all of the performance-based annual salary and term incentive income already paid. The clawback shall apply to directors or senior management who have already resigned or retired.

## Chapter V Supplementary Provisions

**Article 24** Matters not covered by this System shall be implemented in accordance with relevant national laws, regulations and the *Company's Articles of Association*; in the event of any conflict with relevant national laws or regulations or the *Company's Articles of Association*, the provisions of the relevant national laws, regulations and the *Company's Articles of Association* shall prevail.

**Article 25** This System shall be interpreted by the remuneration and assessment committee.

This System shall take effect from the date of approval by the shareholders' meeting, and simultaneously, the Remuneration Management System for Directors of China Southern Airlines Company Limited and the Remuneration Management System for Senior Management of China Southern Airlines Company Limited shall be repealed.

# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**AGM**") of China Southern Airlines Company Limited (the "**Company**") will be held at No. 3301 Conference Room, 33rd Floor, China Southern Airlines Building, No. 68 Qixin Road, Bai Yun District, Guangzhou, Guangdong Province, the PRC on Friday, 29 May 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 8 May 2026 (the "**Circular**"):

## AS ORDINARY RESOLUTIONS

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

1. Resolution regarding the Report of the Board of the Directors of China Southern Airlines Company Limited for the year 2025;

2. Resolution regarding the full text and extract of Annual Report and the Annual Results Announcement of China Southern Airlines Company Limited for the year 2025;

3. Resolution regarding the audited consolidated financial statements of China Southern Airlines Company Limited for the year 2025;

4. Resolution regarding the profit distribution proposal of China Southern Airlines Company Limited for the year 2025;

   Considering that the Company does not meet the conditions for profit distribution as required under the Articles of Association, the Board did not recommend any payment of cash dividend or conversion of capital reserve into share capital or other profit distribution of the Company for the year 2025;

5. Resolution regarding China Southern Airlines Company Limited's unrecovered losses amounting to one-third of the total share capital;

## AS SPECIAL RESOLUTIONS

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

6. **THAT**

(A) the Board of the Company be and is hereby authorised to allot, issue and deal with additional shares of the Company under the general mandate.

(1) subject to paragraph (3) of this resolution, the Board of the Company be and is hereby generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph (4) of this resolution) of all the powers of the Company to allot, issue and deal with additional A Shares and/or H Shares of the Company (hereinafter referred to as "**Shares**") and to make or grant offers, agreements and options which might require the exercise of such powers;

(2) the authorisation to the Board of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period be and is hereby approved;

(3) the total number of additional A Shares and/or H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board of the Company pursuant to the authorisation in paragraph (1) of this resolution shall not exceed 20% of the total number of the Company's existing issued Shares (including A Shares and H Shares) in issue at the date of passing this resolution; and

(4) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until the earlier of:

(a) the conclusion of the 2026 annual general meeting of the Company;

(b) the expiration of the 12 months period following the passing of this resolution; and

(c) the revocation or variation of the authority given to the Board of the Company under this resolution by a special resolution of the Company's shareholders at a general meeting.

(B) the Board of the Company be and is hereby authorised to increase the registered capital of the Company to reflect the issue of Shares authorised pursuant to the above paragraph (A) of this resolution, to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company upon the allotment or issuance of shares, and to take any other action and go through any procedure required to effect such increase of the registered capital of the Company.

7. **THAT** the Board be and is hereby authorised to determine the specific Debt Financing Instruments and issuance plan, and to issue, in one or multiple tranche(s), Debt Financing Instruments within the permissible size for debt issuance in accordance with the requirements of the applicable laws and regulations under the general mandate.

8. (1) To consider and approve the grant of the A Share Repurchase Mandate:

"**THAT**

The Board be authorised to repurchase, during the Relevant Period, an aggregate number of A Shares not exceeding 10% of the total number of A Shares in issue as at the date on which the resolution in relation to the grant of the A Share Repurchase Mandate is considered and approved at the AGM, in accordance with market conditions and the needs of the Company, in order to maintain the value of the Company and the interests of Shareholders, or to use the Shares for purposes including but not limited to, employee stock ownership plan or equity incentive, conversion of corporate bonds issued by the Company that are convertible into Shares, etc.

For the purpose of the A Share Repurchase Mandate, "Relevant Period" means the period from the date of passing of the special resolution(s) in respect of the grant of the A Share Repurchase Mandate at the AGM until whichever is the earliest of:

(i) the conclusion of the 2026 annual general meeting of the Company; or

(ii) the date on which the A Share Repurchase Mandate set out in the relevant special resolution(s) is revoked or varied by way of special resolution(s) at any general meeting.

If within the Relevant Period, the Board or a person authorised by the Board has signed the necessary documents and handled the necessary procedures, and such documents, procedures may need to be performed or carried out at or after the end of the Relevant Period, or continued after the end of the Relevant Period, the Relevant Period will be extended accordingly.

The Board also be authorised to handle relevant matters in relation to the repurchase of A Shares, including but not limited to:

(i) formulate and implement the detailed repurchase plan, including but not limited to determining the class of Shares to be repurchased, repurchase price, number of Shares to be repurchased, timing of repurchase and period of repurchase, pursuant to the requirements under the laws and regulations including the Company Law, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules for Repurchase of Shares by Listed Companies and the Articles of Association as amended and in effect from time to time;

(ii) notify the creditors and publish announcements in accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory documents and the Articles of Association (if applicable);

(iii) open stock account and complete the corresponding registration procedure of the change in foreign exchange;

(iv) determine the specific purpose of the repurchase of A Shares based on the actual situations of the Company and within the time limit specified by applicable laws and regulations, and adjust or change the purpose of the repurchase of A Shares within the scope permitted by the applicable laws and regulations;

(v) fulfil the relevant approval or filing procedures in accordance with the requirements of the regulatory authorities and the places of listing of the Company (if applicable);

(vi) complete the procedure for the transfer or cancellation of the Shares repurchased according to the actual repurchase situation, amend the Articles of Association with respect to relevant content such as the total share capital and shareholding structure, and perform the relevant domestic and foreign registration and filing procedures related to repurchase according to the statutory requirements in the PRC and foreign regions;

(vii) make amendments to the repurchase plan and continue to handle matters relevant to the repurchase in accordance with the relevant requirements of the PRC, the government departments and securities regulatory authorities as well as the market conditions and the actual operational situation of the Company where there are new policy requirements on share repurchase under the laws and regulations or by securities

regulatory authorities, or where there are changes in the market conditions, except for those subject to re-voting at the general meetings pursuant to the requirements of relevant laws and regulations and the Articles of Association;

(viii) deal with other matters that are considered necessary, proper and appropriate to the exercise of the general mandate by the Board, provided that such matters are not in contravention of applicable domestic and overseas laws and regulations; and

(ix) subject to the above authorisations, the Board continues to authorise any one executive Director to determine, execute and handle all matters relating to the aforesaid repurchase of Shares."

(2) To consider and approve the grant of the H Share Repurchase Mandate:

"**THAT**

The Board be authorised to repurchase, during the Relevant Period, an aggregate number of H Shares not exceeding 10% of the total number of H Shares in issue as at the date on which the resolution in relation to the grant of the H Share Repurchase Mandate is considered and approved at the AGM, in accordance with market conditions and the needs of the Company, in order to maintain the value of the Company and the interests of Shareholders, or to use the Shares for purposes including but not limited to, employee stock ownership plan or equity incentive, conversion of corporate bonds issued by the Company that are convertible into Shares, etc.

For the purpose of the H Share Repurchase Mandate, "Relevant Period" means the period from the date of passing of the special resolution(s) in respect of the grant of the H Share Repurchase Mandate at the AGM until whichever is the earliest of:

(i) the conclusion of the 2026 annual general meeting of the Company; or

(ii) the date on which the H Share Repurchase Mandate set out in the relevant special resolution(s) is revoked or varied by way of special resolution(s) at any general meeting.

If within the Relevant Period, the Board or a person authorised by the Board has signed the necessary documents and handled the necessary procedures, and such documents, procedures may need to be performed or carried out at or after the end of the Relevant Period, or continued after the end of the Relevant Period, the Relevant Period will be extended accordingly.

The Board also be authorised to handle relevant matters in relation to the repurchase of H Shares, including but not limited to:

(i) formulate and implement the detailed repurchase plan, including but not limited to determining the class of Shares to be repurchased, repurchase price, number of Shares to be repurchased, timing of repurchase and period of repurchase, pursuant to the requirements under the laws and regulations including the Company Law, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules for Repurchase of Shares by Listed Companies and the Articles of Association as amended and in effect from time to time;

(ii) notify the creditors and publish announcements in accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory documents and the Articles of Association (if applicable);

(iii) open stock account and complete the corresponding registration procedure of the change in foreign exchange;

(iv) determine the specific purpose of the repurchase of H Shares based on the actual situations of the Company and within the time limit specified by applicable laws and regulations, and adjust or change the purpose of the repurchase of H Shares within the scope permitted by the applicable laws and regulations;

(v) fulfil the relevant approval or filing procedures in accordance with the requirements of the regulatory authorities and the places of listing of the Company (if applicable);

(vi) complete the procedure for the transfer or cancellation of the Shares repurchased according to the actual repurchase situation, amend the Articles of Association with respect to relevant content such as the total share capital and shareholding structure, and perform the relevant domestic and foreign registration and filing procedures related to repurchase according to the statutory requirements in the PRC and foreign regions;

(vii) make amendments to the repurchase plan and continue to handle matters relevant to the repurchase in accordance with the relevant requirements of the PRC, the government departments and securities regulatory authorities as well as the market conditions and the actual operational situation of the Company where there are new policy requirements on share repurchase under the laws and regulations or by securities

regulatory authorities, or where there are changes in the market conditions, except for those subject to re-voting at the general meetings pursuant to the requirements of relevant laws and regulations and the Articles of Association;

(viii) deal with other matters that are considered necessary, proper and appropriate to the exercise of the general mandate by the Board, provided that such matters are not in contravention of applicable domestic and overseas laws and regulations; and

(ix) subject to the above authorisations, the Board continues to authorise any one executive Director to determine, execute and handle all matters relating to the aforesaid repurchase of Shares."

**AS ORDINARY RESOLUTION**

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

9. Resolution regarding the formulation of Administrative Measures on Remuneration of Directors and Senior Management of China Southern Airlines Company Limited.

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

Guangzhou, the People's Republic of China

8 May 2026

*As at the date of this announcement, the Directors include Ma Xu Lun, Han Wen Sheng and Cai Zhi Zhou 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.*

*Notes:*

**1. Persons who are entitled to attend the AGM**

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, 20 May 2026 ("**Eligible Shareholders**") or their representatives are entitled to attend the AGM after completion of the required registration procedures in accordance with Note 2 "Registration procedures for attending the AGM". 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 AGM**

a. When attending the AGM, individual Eligible Shareholder or his/her proxy shall bring along his/her identity card. The legal representative of a corporate Eligible Shareholder attending the AGM 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 AGM 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, 19 May 2026.

c. The register of holders of H Shares will be closed from 20 May 2026 to 29 May 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 AGM 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 AGM, which is attached to the notice of AGM 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 AGM. 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 AGM, 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.

**4. Miscellaneous**

a. The AGM 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
No. 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
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 AGM shall be voted by poll.