

CHINA AIRLINES LTD.
ARTICLES OF INCORPORATION

This Article was created on August 15, 1959
Amended and approved by the Shareholders' Meeting undergone 72 amendments on June 25, 2019
Amended and approved by the Shareholders' Meeting undergone 73 amendments on June 23, 2020
Amended and approved by the Shareholders' Meeting undergone 74 amendments on May 26, 2022
Amended and approved by the Shareholders' Meeting undergone 75 amendments on May 30, 2024

Chapter I General Provisions

Article 1

The Company shall be organized in accordance with the provisions of the Company Act relating to companies limited by shares, and shall be named “中華航空股份有限公司”. Its English name shall be “CHINA AIRLINES LTD.”.

Article 2

The Company operates the following businesses:

1. G501011 Civil Aviation Transport
2. G501020 Civil Aviation Agency
3. G502011 Aviation
4. G602011 Airport Ground Services
5. G605011 Sky Catering
6. G801010 Warehousing & Storage
7. F114070 Aircraft & Parts Wholesaling
8. F214070 Aircraft & Parts Retailing
9. I301010 Software Design Services
10. I301020 Data Processing Services
11. I301030 Digital Information Supply Services
12. J201051 Civilian Aviation Personnel Training
13. JA01010 Automotive Repair & Maintenance
14. JA02990 Other Repair Shops
15. ZZ99999 All businesses that are not prohibited or restricted by law, except those subject to special approval.

Article 2-1

The Company may, in accordance with its business requirements, act externally as a guarantor and make re-investment. Where the Company is a limited liability shareholder of another company, the total amount of its re-investment is not subject to the restriction on the re-investment amount as prescribed by Article 13 of the Company Act.

Article 2-2

(Deleted)

Article 3

The Company's head office is located in Taoyuan City (Taiwan, R.O.C.), and branch offices or sales offices may be set up inside and outside of the country when necessary upon a resolution of the Board of Directors.

Article 4

(Deleted)

Chapter II Shares**Article 5**

The aggregate capital of the Company shall be Seventy Billion New Taiwan Dollars (NT\$70,000,000,000), divided into Seven Billion (7,000,000,000) common shares at Ten New Taiwan Dollars (NT\$10) per share. The un-issued shares may be issued at several times by the Board of Directors in accordance with the Company's business requirements.

Article 6

Share certificates issued by the Company are not required to be printed. The Company, however, shall register the issued shares with a centralized securities depository enterprise.

With respect to the new shares issued in accordance with the provision of the preceding paragraph, the consolidated printed share certificate shall be placed under the custody of, and the recordation of the issue for shares exempted from printing share certificate shall be made by the centralized securities custody institution, or the new-issued shares may be consolidated with other already-issued shares into larger-denomination share certificates in accordance with the request of the centralized securities custody institution.

Article 7

(Deleted)

Article 8

The Company's stock matters shall be governed by the relevant regulations of the competent authority.

Article 9

Registration of a share assignment shall not be made within sixty (60) days prior to a convening date of a regular shareholders' meeting, or within thirty (30) days prior to a convening date of a special shareholders' meeting, or within five (5) days prior to the record date fixed by the Company for distribution of dividends, bonuses, or other benefits.

Chapter III Shareholders' Meetings**Article 10**

The Company's shareholders' meetings are of two kinds: regular shareholders' meeting and special shareholders' meeting. A regular shareholders' meeting shall be convened once a year within six (6) months after the close of the fiscal year. A special shareholders' meeting shall be convened when necessary in accordance with the relevant laws and decrees.

Article 10-1

When the company's shareholders' meeting is held, it may be held by video conference or other methods announced by the central competent authority.

The company holds a video conference of the shareholders' meeting, which shall be handled in accordance with the relevant laws and regulations and the company's rules of procedure for the shareholders' meeting.

Article 11

Unless otherwise provided by the Company Act, a resolution of a shareholders' meeting shall be adopted by majority vote of the shareholders present at a meeting, representing a majority of the total number of voting shares.

Article 12

A shareholder of the Company shall be entitled to one share one vote, unless otherwise restricted by laws.

Article 13

If a shareholder is unable to attend a shareholders' meeting for causes, he shall appoint a proxy to attend a shareholders' meeting on his behalf by executing a power of attorney printed by the Company specifying therein the scope of the power authorized to a proxy.

Other than a trust enterprise or a stock agency approved by the competent authority, the voting right represented by a proxy appointed concurrently by two or more shareholders shall not exceed three percent (3%) of the total number of voting shares of all outstanding shares; any voting right in excess thereof shall not be counted.

Unless otherwise provided by the Company Act, the rules for appointing proxies to attend a shareholders' meeting shall be prescribed in accordance with the "Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 14

Where a shareholders' meeting is convened by the Board of Directors, the meeting shall be presided by the Chairman of the Board of Directors. When the Chairman is on leave or absent, or is unable to exercise his power and authority for causes, he shall designate a director to represent him; where he has not designated a representative, directors shall elect a representative from among themselves to act as the chairman of the meeting. Where a shareholders' meeting is convened by any person with convening power other than the Board of Directors, such person shall be the chairman of the meeting. Where there are two or more persons having convening powers, one shall be elected from among themselves to act as the chairman of the meeting.

Article 15

Resolutions adopted at a shareholders' meeting shall be recorded in meeting minutes signed by or affixed with the seal of the chairman of the meeting, and the meeting minutes shall be kept perpetually throughout the existence of the Company.

The attendance register of shareholders attending the meeting and the proxies shall be safe kept for at least one year. However, in the event a shareholder has initiated litigation in accordance with Article 189 of the Company Act, they shall be safe kept until the conclusion of the litigation.

Chapter IV Directors and Managers

Article 16

The Company shall have 11 to 15 Directors, with at least one Director of a different gender, all of whom shall be elected by the Shareholders' Meeting from among persons with legal capacity.

The transportation allowances and remunerations for Directors shall be determined by the Board of Directors in reference to the standards of related industries and public companies.

Article 16-1

Within the number of director seats mentioned in the preceding article, no less than 3 independent directors shall be appointed, which shall not be less than one-third of the total number of directors, and one of whom shall be a public interest independent director.

The election of the directors of the Company shall be held in accordance with the candidate nomination system. The election of directors shall be held in accordance with the Company Act and other applicable laws and regulations; the independent directors, independent directors undertaking public welfare, and non-independent directors shall be elected at the same time but in separately calculated numbers elect, and candidates to whom the ballots cast represent a prevailing number of votes shall be elected as independent directors, independent directors undertaking public welfare, and non-independent directors.

The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, exercise of power, and other matters for compliance with respect to independent directors shall be governed by and construed in accordance with the Securities and Exchange Act and the provisions of the relevant laws and decrees; those of independent directors undertaking public welfare shall be governed by the Regulations Governing Compliance Matters for Civil Air Transport Enterprise to Appoint Independent Directors Undertaking Public Welfare.

Article 16-2

The audit committee of the Company is organized by all independent directors in accordance with the Article 14-4 of the Securities and Exchange Act. Governing powers exercised by the audit committee and its members, and related businesses thereof, shall be governed by and construed in accordance with the Securities and Exchange Act and the provisions of the relevant laws and decrees.

Article 17

The term of office for directors is 3 years, and they may be re-elected for consecutive terms; independent directors and independent directors of public interest may not serve more than 3 consecutive terms. The total shareholding of all directors shall be handled in accordance with the "Regulations Governing the Share Ownership Ratios and Audits of Public Companies for Directors and Supervisors".

Article 18

The directors shall organize a Board of Directors to exercise the power and authority of the directors, and the Chairman of the Board of Directors shall be elected from among the directors by a majority vote at a meeting attended by at least two-thirds of

the directors, and the Chairman shall represent the Company externally.

The Board of Directors shall be authorized to prescribe the remuneration for the Chairman according to the extent of the Chairman's participation in the operation of the Company, in reference to the regulations relating to remuneration for managers of the Company.

Article 19

A board meeting shall be convened by the Chairman; provided, however, that the first board meeting for each term shall be convened by the director who obtains and represents the most votes.

A board meeting shall be presided over by the Chairman of the Board of Directors. When the Chairman is on leave or absent, or is unable to exercise his power and authority for causes, he shall designate a director to represent him; where he has not designated a representative, the directors shall elect a representative from among themselves to represent him.

Article 19-1

If a board meeting is held in the form of a video conference, the directors who participate in the video conference shall be deemed to have attended the meeting in person.

If a director is unable to attend a board meeting for causes, he may issue a proxy specifying therein the purpose for convening the meeting and the scope of authorization to appoint another director to represent him at the meeting; provided, however, that a representative shall accept only one person's appointment.

Article 20

Unless otherwise provided by the Company Act, a resolution of the Board of Directors shall be adopted by a majority vote of the directors present at a board meeting attended by a majority of the directors.

Article 21

(Deleted)

Article 22

The Company shall have one president and several senior vice presidents whose appointment, dismissal and remuneration shall be governed according to Article 29 of the Company Act.

Article 23

The Company may, in accordance with its business requirements, invite several consultants, senior consultants and special consultants, who shall be appointed by the Chairman.

Chapter V Accounting

Article 24

After the close of each fiscal year, the Board of Directors shall prepare the following statements and reports, and submit them to the regular shareholders' meeting for recognition:

1. Operation/Business report.
2. Financial statements.
3. Proposal for distribution of profit or appropriation to cover loss.

Article 25

When the Company is profitable for the year, it shall appropriate no less than 3% as employee compensation. However, if the Company still has accumulated losses, an amount shall be reserved in advance for making up the losses.

The employee compensation mentioned in the preceding paragraph shall be distributed in the form of shares or cash and shall be approved by a resolution passed by a majority vote at a meeting of the Board of Directors attended by two-thirds or more of the total number of Directors, and reported to the shareholders' meeting.

If there is a surplus after the annual final accounts, the company shall pay taxes in accordance with the law, make up for accumulated losses, set aside a legal reserve and provide or reverse a special reserve in accordance with legal regulations. If there is still a surplus, the Board of Directors shall propose a distribution plan for the surplus, together with the accumulated undistributed earnings. The distribution of surplus may be made in cash or shares, but cash dividends shall not be less than 30% of the total dividends.

The allocation of surplus earnings referred to in the preceding paragraph, if made in the form of issuing new shares, shall be distributed upon the resolution of the shareholders' meeting; if made in the form of cash distribution, it may be carried out by a resolution of more than two-thirds of the directors present at a meeting attended by a majority of the directors, and reported to the shareholders' meeting

When the company has no losses, it may, based on financial, business and operational considerations, distribute all or part of the surplus in the form of new shares or cash in accordance with laws and regulations or the rules of the competent authorities. If new shares are issued, the distribution must be approved by the shareholders' meeting; if cash is distributed, it may be resolved by a board of directors with the attendance of more than two-thirds of the directors and approval of more than half of the attending directors, and reported to the shareholders' meeting.

Chapter VI Supplemental Provisions

Article 26

This article was established on August 15, 1959, and was last revised for the 75th time on May 30, 2024. Any matters not covered herein shall be handled in accordance with relevant laws and regulations.