

CHINA SOUTHERN AIRLINES CO LTD  
Form 20-F  
April 28, 2016

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION,  
WASHINGTON, D.C. 20549**

**FORM 20-F**

**..REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**OR**

**..ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
p 1934**

**For the fiscal year ended December 31, 2015**

**OR**

**..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**For the transition period from \_\_\_\_\_ to**

**OR**

**..SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Date of event requiring this shell company report \_\_\_\_\_**

**Commission file number 1-14660**

(Exact name of Registrant as specified in its charter)

**CHINA SOUTHERN AIRLINES COMPANY LIMITED**

(Translation of Registrant's name into English)

**THE PEOPLE'S REPUBLIC OF CHINA**

(Jurisdiction of incorporation or organization)

**278 JI CHANG ROAD  
GUANGZHOU, 510405**

***PEOPLE'S REPUBLIC OF CHINA***

(Address of principal executive offices)

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***PEOPLE'S REPUBLIC OF CHINA***

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------|---|
|---------------------|---|

|   |                                |
|---|--------------------------------|
| <i>Ordinary H Shares of par value<br/>RMB1.00 per share<br/>represented by American<br/>Depositary Receipts</i> | <i>New York Stock Exchange</i> |
|---|--------------------------------|

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 7,022,650,000 A Shares of par value RMB1.00 per share and 2,794,917,000 H Shares of par value RMB1.00 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

International Financial Reporting Standards   
as issued by the International Accounting Standards Board  
U.S. GAAP  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement Item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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## FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements. These statements appear in a number of different places in this Annual Report. A forward-looking statement is usually identified by the use in this Annual Report of certain terminology such as "estimate", "project", "expect", "intend", "believe", "plan", "anticipate", "may", or their negatives or other comparable words. Also look for discussions of strategy that involve risks and uncertainties. Forward-looking statements include statements regarding the outlook for our future operations, forecasts of future costs and expenditures, evaluation of market conditions, the outcome of legal proceedings (if any), the adequacy of reserves, or other business plans. You are cautioned that such forward-looking statements are not guarantees and involve risks, assumptions and uncertainties. Our actual results may differ materially from those in the forward-looking statements due to risks facing the Company or due to actual facts differing from the assumptions underlying those forward-looking statements.

Some of these risks and assumptions, in addition to those identified under Item 3, "Key Information - Risk Factors," include:

- general economic and business conditions in markets where the Company operates, including changes in interest rates;
- the effects of competition on the demand for and price of our services;
- natural phenomena;
- the impact of unusual events on our business and operations;
- actions by government authorities, including changes in government regulations, and changes in the CAAC's regulatory policies;
- our relationship with China Southern Air Holding Company (the "CSAHC");
- uncertainties associated with legal proceedings;
- technological development;

- our ability to attract key personnel and attract new talent;
- future decisions by management in response to changing conditions;
- the Company's ability to execute prospective business plans;
- the availability of qualified flight personnel and airport facilities; and
- misjudgments in the course of preparing forward-looking statements.

The Company advises you that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to the Company, the Group and persons acting on their behalf.

## INTRODUCTORY NOTE

In this Annual Report, unless the context indicates otherwise, the "Company", "we", "us" and "our" means China Southern Airlines Company Limited, a joint stock company incorporated in China on March 25, 1995, the "Group" means the Company and its consolidated subsidiaries, and "CSAHC" means China Southern Air Holding Company, the Company's parent company which holds a 51.99% interest in the Company as of April 18, 2016.

References to "China" or the "PRC" are to the People's Republic of China, excluding Hong Kong, Macau and Taiwan. References to "Renminbi" or "RMB" are to the currency of China, references to "U.S. dollars", "\$" or "US\$" are to the currency of the United States of America (the "U.S." or "United States"), and reference to "HK\$" is to the currency of Hong Kong. Reference to the "Chinese government" is to the national government of China. References to "Hong Kong" or "Hong Kong SAR" are to the Hong Kong Special Administrative Region of the PRC. References to "Macau" or "Macau SAR" are to the Macau Special Administrative Region of the PRC.

The Company presents its consolidated financial statements in Renminbi. The consolidated financial statements of the Company for the year ended December 31, 2015 (the "Financial Statements") have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs"), which collective term includes all applicable individual IFRSs, International Accounting Standards ("IASs") and Interpretations issued by the International Accounting Standards Board (the "IASB").

Solely for the convenience of the readers, this Annual Report contains translations of certain Renminbi amounts into U.S. dollars at the rate of US\$1.00 = RMB6.4936, which is the average of the buying and selling rates as quoted by the People's Bank of China at the close of business on December 31, 2015. No representation is made that the Renminbi amounts or U.S. dollar amounts included in this Annual Report could have been or could be converted into U.S. dollars or Renminbi, as the case may be, at any particular rate or at all. Any discrepancies in the tables included herein between the amounts listed and the totals are due to rounding.

GLOSSARY OF AIRLINE INDUSTRY TERMS

In this Annual Report, unless the context indicates otherwise, the following terms have the respective meanings set forth below.

*Capacity*

"available seat kilometers" or "ASK" the number of seats made available for sale multiplied by the kilometers flown

"available ton kilometers" or "ATK" the tons of capacity available for the transportation of revenue load (passengers and cargo) multiplied by the kilometers flown

*Traffic*

"cargo ton kilometers" the load in tons multiplied by the kilometers flown

"revenue passenger kilometers" or "RPK" the number of passengers carried multiplied by the kilometers flown

"revenue ton kilometers" or "RTK" the load (passenger and cargo) in tons multiplied by the kilometers flown

"revenue ton kilometers-cargo" revenue freight ton kilometers (RFTK), the load (cargo) in tons multiplied by the kilometers flown

"revenue ton kilometers-passenger" the load (passenger) in tons multiplied by the kilometers flown

"ton" a metric ton, equivalent to 2,204.6 pounds

*Yield*

"yield per RPK" revenue from passenger operations divided by RPK

"yield per RFTK" revenue from cargo operations divided by RFTK

"yield per RTK" revenue from airline operations (passenger and cargo) divided by RTK

*Cost*

"operating cost per ATK" operating expenses divided by ATK

*Load Factors*

"overall load factor" RTK expressed as a percentage of ATK

"passenger load factor" RPK expressed as a percentage of ASK

*Utilization*

"utilization rates" the actual number of flight and taxi hours per aircraft per operating day

*Equipment*

"expendables" aircraft parts that are ordinarily used up and replaced with new parts

"rotables" aircraft parts that are ordinarily repaired and reused

*Others*

"ADR" American Depositary Receipt

"A Shares" Shares issued by the Company to investors in the PRC for subscription in RMB, with par value of RMB1.00 each

"CAAC" Civil Aviation Administration of China

"CAOSC" China Aviation Oil Supplies Company

"CSRC" China Securities Regulatory Commission

"H Shares" Shares issued by the Company, listed on The Stock Exchange of Hong Kong Limited and subscribed for and traded in Hong Kong dollars, with par value of RMB1.00 each

"Nan Lung" Nan Lung Holding Limited (a wholly-owned subsidiary of CSAHC)

"NDRC" National Development and Reform Commission of China

"SA Finance" Southern Airlines Group Finance Company Limited

"SAFE" State Administration of Foreign Exchange of China

"SEC" United States Securities and Exchange Commission

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS.**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.**

Not applicable.

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## ITEM 3. KEY INFORMATION.

## A. Selected Financial Data.

The following tables present selected financial data for the five-year period ended December 31, 2015. The selected consolidated income statement data for the three-year period ended December 31, 2013, 2014 and 2015 and selected consolidated statement of financial position data as of December 31, 2014 and 2015 excluding basic and diluted earnings per ADR, are derived from the audited consolidated financial statements of the Company, including the related notes, included elsewhere in this Annual Report. The selected consolidated income statement data for the years ended December 31, 2011 and 2012 and selected consolidated statement of financial position data as of December 31, 2011, 2012 and 2013 are derived from the Company's audited consolidated financial statements that are not included in this Annual Report.

Moreover, the selected financial data should be read in conjunction with our consolidated financial statements together with accompanying notes and "Item 5. Operating and Financial Review and Prospects" which are included elsewhere in this Annual Report. Our consolidated financial statements are prepared and presented in accordance with International Financial Reporting Standards, or IFRSs.

|  |  | Year ended December 31, |      |      |      |      |      |
|--|--|-------------------------|------|------|------|------|------|
|  |  | 2015                    | 2015 | 2014 | 2013 | 2012 | 2011 |
|  |  | US\$                    | RMB  | RMB  | RMB  | RMB  | RMB  |

(in million, except per share and per ADR data)

## Consolidated Income Statement Data:

|   |          |           |           |          |          |          |
|---|----------|-----------|-----------|----------|----------|----------|
| Operating revenue                                 | 17,194   | 111,652   | 108,584   | 98,547   | 99,514   | 90,395   |
| Operating expenses                                | (15,630) | (101,492) | (106,026) | (98,280) | (95,877) | (87,063) |
| Operating profit                                  | 2,069    | 13,438    | 4,748     | 1,510    | 5,099    | 4,353    |
| Profit before income tax                          | 942      | 6,118     | 3,066     | 3,484    | 4,738    | 6,930    |
| Profit for the year                               | 742      | 4,818     | 2,398     | 2,750    | 3,784    | 6,090    |
| Profit attributable to:                           |          |           |           |          |          |          |
| Equity shareholders of the Company                | 575      | 3,736     | 1,777     | 1,986    | 2,619    | 5,110    |
| Non-controlling interests                         | 167      | 1,082     | 621       | 764      | 1,165    | 980      |
| Basic and diluted earnings per share              | 0.06     | 0.38      | 0.18      | 0.20     | 0.27     | 0.52     |
| Basic and diluted earnings per ADR <sup>(1)</sup> | 2.93     | 19.03     | 9.05      | 10.11    | 13.34    | 26.02    |

(1) Basic and diluted earnings per share have been computed by dividing profit attributable to equity shareholders of the Company by the weighted average number of shares in issue. Basic and diluted earnings per ADR have been computed as if all of our issued or potential ordinary shares, including domestic shares and H shares, are represented by ADRs during each of the years presented. Each ADR represents 50 shares.



Year ended December 31,  
 2015    2015    2014    2013    2012    2011  
 US\$    RMB    RMB    RMB    RMB    RMB  
 (in million)

**Consolidated Statement of Financial Position Data:**

|  |        |         |         |         |         |         |
|--|--------|---------|---------|---------|---------|---------|
| Cash and cash equivalents  | 702    | 4,560   | 15,414  | 11,748  | 10,082  | 9,863   |
| Other current assets   | 1,471  | 9,553   | 12,127  | 8,825   | 6,705   | 9,622   |
| Property, plant and equipment, net   | 22,002 | 142,870 | 134,453 | 119,777 | 100,040 | 87,711  |
| Total assets   | 28,642 | 185,989 | 189,688 | 165,207 | 142,454 | 129,412 |
| Bank and other loans, including long-term bank and other loans due within one year | 4,620  | 30,002  | 20,979  | 20,242  | 21,899  | 18,789  |
| Obligations under capital leases due within one year                               | 988    | 6,416   | 5,992   | 3,636   | 2,494   | 1,784   |
| Bank and other loans, excluding balance due within one year                        | 2,446  | 15,884  | 42,066  | 37,246  | 30,196  | 29,037  |
| Obligations under capital leases, excluding balance due within one year            | 7,609  | 49,408  | 43,919  | 31,373  | 19,371  | 14,053  |
| Total equity   | 7,642  | 49,624  | 44,493  | 42,451  | 39,734  | 37,777  |
| Number of shares (in million)  | 9,818  | 9,818   | 9,818   | 9,818   | 9,818   | 9,818   |

**Selected Operating Data**

The operating data and the profit analysis and comparison for other years below is calculated and disclosed in accordance with the statistical standards, which have been implemented by the Group since January 1, 2001. See "Glossary of Airline Industry Terms" at the front of this Annual Report for definitions of certain terms used herein.

|                                 | Year ended December, 31 |           |           |           |           |
|---------------------------------|-------------------------|-----------|-----------|-----------|-----------|
|                                 | 2015                    | 2014      | 2013      | 2012      | 2011      |
| <b>Capacity</b>                 |                         |           |           |           |           |
| ASK (million)                   | 235,616                 | 209,807   | 186,800   | 169,569   | 151,064   |
| ATK (million)                   | 32,205                  | 28,454    | 24,952    | 23,065    | 20,795    |
| Kilometers flown (thousand)     | 1,408,500               | 1,275,570 | 1,147,070 | 1,052,495 | 939,233   |
| Hours flown (thousand)          | 2,238                   | 2,026     | 1,829     | 1,681     | 1,507     |
| Number of landing and take-offs | 936,750                 | 884,070   | 809,870   | 757,022   | 702,264   |
| <b>Traffic</b>                  |                         |           |           |           |           |
| RPK (million)                   | 189,588                 | 166,629   | 148,417   | 135,535   | 122,344   |
| RTK (million)                   | 22,388                  | 19,780    | 17,469    | 16,160    | 14,461    |
| Passengers carried (thousand)   | 109,422                 | 100,919   | 91,791    | 86,485    | 80,677    |
| Cargo and mail carried (tons)   | 1,511,550               | 1,433,250 | 1,276,350 | 1,232,000 | 1,135,000 |
| <b>Load Factors</b>             |                         |           |           |           |           |

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|  |      |      |      |      |      |
|--|------|------|------|------|------|
| Passenger load factor (RPK/ASK) (%)      | 80.5 | 79.4 | 79.4 | 79.9 | 81.0 |
| Overall load factor (RTK/ATK) (%)        | 69.5 | 69.5 | 70.0 | 70.1 | 69.5 |
| Yield                                    |      |      |      |      |      |
| Yield per RPK (RMB)                      | 0.53 | 0.58 | 0.59 | 0.66 | 0.67 |
| Yield per RFTK (RMB)                     | 1.21 | 1.42 | 1.48 | 1.59 | 1.61 |
| Yield per RTK (RMB)                      | 4.78 | 5.27 | 5.42 | 5.95 | 6.03 |
| Fleet                                    |      |      |      |      |      |
| - Boeing                                 | 351  | 311  | 282  | 243  | 223  |
| - Airbus                                 | 290  | 276  | 253  | 225  | 208  |
| - McDonnell Douglas                      | -    | -    | -    | -    | -    |
| - Others                                 | 26   | 25   | 26   | 23   | 13   |
| Total aircraft in service at period end  | 667  | 612  | 561  | 491  | 444  |
| Overall utilization rate (hours per day) | 9.6  | 9.6  | 9.6  | 9.8  | 9.8  |

**Exchange Rate Information**

The following table sets forth certain information concerning exchange rates, based on the noon buying rates in New York City for cable transfers in foreign currencies, as certified for customs purposes by the Federal Reserve Bank of New York (the "Noon Buying Rate"), between Renminbi and U.S. dollars for the five most recent financial years.

| Period               | Period<br>End | Average <sup>(1)</sup><br>(RMB<br>per US\$) | High   | Low    |
|----------------------|---------------|---|--------|--------|
| Annual Exchange Rate |               |   |        |        |
| 2011                 | 6.2939        | 6.4630                                      | 6.6364 | 6.2939 |
| 2012                 | 6.2301        | 6.3088                                      | 6.3879 | 6.2221 |
| 2013                 | 6.0537        | 6.1412                                      | 6.2213 | 6.0537 |
| 2014                 | 6.2046        | 6.1704                                      | 6.2591 | 6.0402 |
| 2015                 | 6.4778        | 6.2869                                      | 6.4896 | 6.1870 |

(1) Determined by averaging the rates on the last business day of each month during the relevant period.

The following table sets out the range of high and low exchange rates, based on the Noon Buying Rate, between Renminbi and U.S. dollars, for the following periods.

| Period                            | High   | Low    |
|-----------------------------------|--------|--------|
| Monthly Exchange Rate             |        |        |
| October 2015                      | 6.3591 | 6.3180 |
| November 2015                     | 6.3945 | 6.3180 |
| December 2015                     | 6.4896 | 6.3883 |
| January 2016                      | 6.5932 | 6.5219 |
| February 2016                     | 6.5795 | 6.5154 |
| March 2016                        | 6.5500 | 6.4480 |
| April 2016 (up to April 18, 2016) | 6.4810 | 6.4580 |

B. Capitalization and Indebtedness.

Not applicable.

C.Reasons for the Offer and Use of Proceeds.

Not applicable.

D.Risk Factors.

### **Risks Relating to our Business**

*We are indirectly majority owned by the Chinese government, which may exert influence in a manner that may conflict with the interests of holders of ADRs, H Shares and A Shares.*

Major Chinese airlines are wholly- or majority-owned either by the Chinese government or by provincial or municipal governments in China. CSAHC, an entity wholly-owned by the Chinese government, holds and exercises the rights of ownership of 51.99% of the equity of the Company. The interests of the Chinese government in the Company and in other Chinese airlines may conflict with the interests of the holders of the ADRs, H Shares and A Shares. The public policy considerations of the Chinese government in regulating the Chinese commercial aviation industry may also conflict with its indirect ownership interest in the Company. In addition, the Company may accept further capital injection from CSAHC through non-public subscriptions, which may have dilutive impact for other holders of ADRs, H Shares and A Shares.

***Due to high degree of operating leverage and high fixed costs, a decrease in revenues of the Group could result in a disproportionately higher decrease in its profit for the year. The results of the Group's operations are also significantly exposed to fluctuations in foreign exchange rates.***

The airline industry is generally characterized by a high degree of operating leverage. In addition, due to high fixed costs, the expenses relating to the operation of any flight do not vary proportionately with the number of passengers carried, while revenues generated from a flight are directly related to the number of passengers carried and the fare structure of such flight. Accordingly, a decrease in revenues could result in a disproportionately higher decrease in its profit for the year. Moreover, as the Group has substantial obligations denominated in foreign currencies, its results of operations are significantly affected by fluctuations in foreign exchange rates, particularly by fluctuations in the Renminbi-U.S. dollar exchange rate. Net exchange losses of RMB292 million was recorded in 2014 mainly due to Renminbi depreciated slightly against U.S. dollar in 2014. Our net exchange losses of RMB5,953 million was recorded in 2015 as Renminbi depreciated significantly against U.S. dollar in 2015.

***The Group has significant committed capital expenditures in the next three years, but may face challenges and difficulties as it seeks to maintain liquidity.***

We have a substantial amount of debt, lease and other obligations, and will continue to have a substantial amount of debt, lease and other obligations in the future. As of December 31, 2015, the Group's current liabilities exceeded its current assets by RMB51,422 million. The Group generally maintains sound operating cash flow. However, our substantial indebtedness and other obligations may in the future negatively impact our liquidity. In addition, the Group has significant committed capital expenditures in the next three years, due to aircraft acquisitions. In 2015 and thereafter, the liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflow from operations to meet its debt obligations as they fall due, and its ability to obtain adequate external financing to meet its committed future capital expenditures. If our operating cash flow is materially and adversely affected by factors such as increased competition, a significant decrease in demand for our services, or a significant increase in jet fuel prices, our liquidity would be materially and adversely affected. Moreover, the Group may not be able to meet its debt obligations as they fall due and commit future capital expenditures if certain assumptions about the availability of external financing on acceptable terms are inaccurate. If we are unable to obtain adequate financing for our capital requirements, our liquidity and operations would be materially and adversely affected.

As of December 31, 2015, the Group had banking facilities with several PRC commercial banks for providing loan finance up to approximately RMB173,739 million, of which approximately RMB131,021 million was unutilized. Our directors believe that sufficient financing will be available to the Group in 2016. However there can be no assurance that such loan financing will be available on terms acceptable to the Group or at all.

***CSAHC will continue to be our controlling shareholder, and its interests may conflict with those of the Group. CSAHC and certain of its affiliates will continue to provide certain important services to the Group. Any disruption of the provision of services by CSAHC or its affiliates could affect the Group's operations and financial conditions.***

CSAHC will continue to be the controlling shareholder of the Company. CSAHC and certain of its affiliates will continue to provide certain important services to the Group, including the import and export of aircraft spare parts and other flight equipment, advertising services, provision of air ticket selling services, property management services, leasing of properties and financial services, and repair, overhaul and maintenance services on jet engines. The interests of CSAHC may conflict with those of the Group. In addition, any disruption of the provision of services by CSAHC's affiliates or a default by CSAHC of its obligations owed to the Group could affect the Group's operations and financial conditions. In particular, as part of its cash management system, the Group periodically places certain amount of demand deposits after independent shareholders' approval with SA Finance, a PRC authorized financial institution controlled by CSAHC and an associate of the Company. The Group has taken certain measures to monitor the fund flows between itself and SA Finance and the placement of funds by SA Finance. Such monitoring measures may help to enhance the safety of the Group's deposits with SA Finance. In addition, we have received a letter of undertakings from CSAHC dated March 31, 2009, in which, among other things, CSAHC warranted that the Group's deposits and loans with SA Finance were definitely secure and that SA Finance would continue to operate in strict compliance with the relevant rules and regulations. However, the deposits may be exposed to risks associated with the business of SA Finance over which the Group does not have control. As of December 31, 2014 and 2015, the Group had deposits of RMB4,264 million and RMB2,934, respectively, with SA Finance.



***We have experienced incidents of employee misconduct in the past, and may be unable to prevent similar incidents in the future, which could adversely impact our reputation, our business and the trading price of our securities.***

On January 5, 2015, we were informed that Mr. Xu Jie Bo, then Executive Director, Executive Vice President, Chief Financial Officer and Chief Accountant of the Company and Mr. Zhou Yue Hai, then Executive Vice President of the Company were under investigation for suspicion of job-related crimes. On October 17, 2015, we were informed by PRC authorities that Mr. Liu Qian, then Executive Vice President of the Company was under investigation due to the suspicion of bribery crime. We responded immediately to this information in accordance with our internal policies, and removed each of the affected employees from office. We were informed by PRC authorities on November 5, 2015 that Mr. Si Xian Min, Chairman of the Board was under investigation for suspected severe disciplinary violations. We had no prior knowledge of the incidents that led to the investigation by the PRC authorities. On November 5, 2015, the Board passed resolutions to authorize Mr. Tan Wan Geng, Vice Chairman of the Board to assume the role and duties of the Chairman of the Board. On 15 January 2016, the Board received resignation from Mr. Si Xian Min as the Chairman of the Board. As of the date of this Annual Report, the investigation of Mr. Si Xian Min by the government authorities is on-going. Legal proceedings are subject to many uncertainties and we cannot predict the outcome of individual matters with absolute assurance. However, after due inquiry and to the best of our knowledge, neither we nor any of our current senior management or controlling shareholders is subject to any investigation by PRC authorities involved in these incidents or otherwise, and based on current information, we do not, believe there will be any material impact on our financial condition or results of operations or impact on the internal control over financial reporting caused by the incident.

We may not be able to detect or prevent employee misconduct, including misconduct by senior management, and such misconduct may damage our reputation and could adversely affect the financial condition of the Company and results of our operations. We have limited knowledge of the status or scope of the on-going investigation against our former executives by PRC authorities and currently are unaware of what determinations and conclusions may be reached by the authorities against these former executives. Based on current information, we do not, however, believe there will be any material impact on the Company's financial condition or results of operations or internal control over our financial reporting. We will further enhance our training and corporate governance policies and procedures in order to strengthen our ability to detect and prevent similar and other misconduct. Despite our proactive actions, however, we cannot assure you that we will be able to detect or prevent such alleged personal misconduct in a timely fashion, or at all. If we fail to prevent employee personal misconduct, our reputation may be harmed, and financial condition and results of operations could be adversely affected.

***Both international and domestic economic fluctuations and Chinese government's macroeconomic controls affect the demand for air travel, which will in turn cause volatility to the Group's business and results of our operations.***

Both international and domestic economic fluctuations and Chinese macroeconomic controls affect the demand for air travel. For example, the demand for air travel significantly decreased during the few years after the U.S. subprime crisis and European debt crisis. In addition, the continuing global economic slowdown may have a negative effect on

the growth rate of the Chinese economy. Chinese macroeconomic controls, taken to counteract such slowdown, such as financing adjustments, credit adjustments, price controls and exchange rate policies, would present unexpected changes to the aviation industry. As a result, the changing economic situation and Chinese macroeconomic controls may cause volatility to the Group's business and results of our operations.

The financial crisis and other global events may reduce consumer spending or cause shifts in spending. A general reduction or shift in discretionary spending can result in decreased demand for leisure and business travel and can also impact the Group's ability to raise fares to counteract increased fuel and labor costs. No assurance can be given that capacity reductions or other steps we may take will be adequate to offset the effects of reduced demand.

***The Group could be adversely affected by an outbreak of a disease or large scale natural disasters that affect travel behavior.***

The outbreak of the H1N1 swine flu in March 2009 has had an adverse impact on the aviation industry globally (including the Group). The spread of the swine flu adversely affected the Group's international routes operations in 2009. Recently, there have been a number of outbreaks of H7N9 bird flu in several provinces in the PRC. A further spread of H7N9 bird flu may have a negative impact on the economic and business activities in China and thereby adversely affect our results of operation. A future outbreak of an infectious disease or any other serious public health concerns in Asia and elsewhere could have a material adverse effect on our business, financial condition and results of operations.

In 2011, a number of large-scale natural disasters occurred globally, such as the nuclear meltdown in Japan caused by earthquakes and subsequent tsunami, the hurricane on the East Coast of the United States, the flooding in Thailand and the typhoon in the Philippines. Disasters such as these can affect the aviation industry and the Group by reducing revenues and impacting travel behavior.

***Lack of adequate documentation for land use rights and ownership of buildings subjects us to challenges and claims by third parties with respect to the Company's use of such land and buildings.***

Although systems for registration and transfer of land use rights and related real property interests in China have been implemented, such systems do not yet comprehensively account for all land and related property interests. The Group leased certain properties and buildings from CSAHC which are located in Guangzhou, Wuhan, Haikou and other PRC cities. However, CSAHC lacks adequate documentation evidencing CSAHC's rights to such land and buildings, and, as a result, the lease agreements between CSAHC and the Company for such land has not been registered with the relevant authorities. As a result, such lease agreements may not be enforceable. Lack of adequate documentation for land use rights and ownership of buildings subjects the Company to challenges and claims by third parties with respect to the Company's use of such land and buildings.

As of the date of this Annual Report, we had been occupying all of the land and buildings described above without challenge or claim by third parties. However, if any challenges to the property ownership or other claims are

successful, our operation and business may be materially adversely affected. CSAHC has agreed to indemnify us against any loss or damage caused by or arising from any challenge of, or interference with, the Company's right to use certain land and buildings.

***Any discontinuity or disruption in the direct flight arrangement between Taiwan and Mainland China may negatively affect the Group's results.***

The policy restraint on direct flights between Taiwan and Mainland China has been further loosened in the past few years. As of April 18, 2016, there were 698 cross-Strait direct passenger flights per week. The Company was the first Chinese carrier to operate non-stop flights from Mainland China to Taiwan and as a result has benefited from the operation of such flights. However, given the cross-Strait flight arrangement is subject to the political relationship between Taiwan and Mainland China, any deterioration in such political relationship may cause the discontinuity or disruption in the flight arrangement, and therefore may have a material adverse impact on the Group's results.

***Terrorist attacks or the fear of such attacks, even if not made directly on the airline industry, could adversely affect the Company and the airline industry as a whole. The travel industry continues to face on-going security concerns and cost burdens.***

The aviation industry as a whole has been beset with high-profile terrorist attacks, most notably the attack on September 11, 2001 in the United States. Terrorist attacks could also affect the aviation industry in China. Airlines in China have experienced several incidents of terrorist attacks or threats recently. For example, on March 7, 2008, on a China Southern Airlines flight boarding in Urumqi, crew members discovered a terrorist suspect. On July 14, 2010, a passenger jet en route from Urumqi to Guangzhou was forced to make an emergency landing after receiving an anonymous call claiming there was a bomb on the aircraft. On June 29, 2012, there was an attempted hijacking on a passenger flight operated by Tianjin Airlines between Hotan and Urumqi in China's Xinjiang region. CAAC has enhanced security measures, but the effectiveness of such measures cannot be ascertained. Additional terrorist attacks, even if not made directly on the airline industry, or the fear of or the precautions taken in anticipation of such attacks (including elevated threat warnings or selective cancellation or redirection of flights) could materially and adversely affect the Company and the aviation industry. Potential impacts that terrorist attacks could have on the Company include substantial flight disruption costs caused by grounding of fleet, significant increase in security costs and associated passenger inconvenience, increased insurance costs, substantially higher ticket refunds and significant decrease in traffic measured in revenue passenger kilometers. Additionally, increasingly strict security measures make air travel a hassle in the eyes of some consumers. These factors can have an uncertain impact on the development of the aviation industry.

***We may suffer losses in the event of an accident involving our aircraft or the aircraft of any other airline.***

An accident involving one of our aircraft could require repair or replacement of a damaged aircraft, and result in its consequential temporary or permanent loss from service and/or significant liability to injured passengers and others. Although we believe that we currently maintain liability insurance in amounts and of the types generally consistent with industry practice, the amounts of such coverage may not be adequate to fully cover the costs related to the accident or incident, which could result in harm to our results of operations and financial condition. In addition, any aircraft accident, even if fully insured, could cause a public perception that we are not as safe or reliable as other airlines, which would harm our competitive position and result in a decrease in our operating revenues. Moreover, a major accident involving the aircraft of any of our competitors may cause demand for air travel to decrease in general, which would adversely affect our results of operations and financial condition.

***The Group could be adversely affected by a failure or disruption of our computer, communications or other technology systems.***

The Group is increasingly dependent on technology to operate its business. In particular, to enhance its management of flight operations, the Group launched the computerized flight operations control system in May 1999. The system utilizes advanced computer and telecommunications technology to manage the Group's flights on a centralized, real-time basis. The Group believes that the system will enhance the efficiency of flight schedule, increase the utilization of aircraft and improve the coordination of the Group's aircraft maintenance and ground servicing functions. However, the computer and communications systems on which we rely could be disrupted due to various factors, some of which are beyond our control, including natural disasters, power failures, terrorist attacks, equipment failures, software failures and computer viruses and hackers. The Group has taken certain steps to reduce the risk of some of these potential disruptions. There can be no assurance, however, that the measures we have taken are adequate to prevent or remedy disruptions or failures of those systems. Any substantial or repeated failure of those systems could adversely affect our operations and customer services, result in the loss of important data, loss of revenues, and increased costs, and generally harm our business. Moreover, a failure of certain of our vital systems could limit our ability to operate our flights for an extended period of time, which would have a material adverse effect on our operations and our business.

***We may lose investor confidence in the reliability of our financial statements if we fail to achieve and maintain effective internal control over financial reporting, which in turn could harm our business and negatively impact the trading prices of our ADRs, H Shares or A Shares.***

The United States Securities and Exchange Commission, or the SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring every public company in the United States to include a management report on such company's internal control over financial reporting in its annual report, which contains management's assessment of the effectiveness of the company's internal control over financial reporting. In addition, the Company's independent registered public accounting firm is required to report on the effectiveness of the Company's internal control over financial reporting.

Since 2011, pursuant to the Basic Standard for Enterprise Internal Control jointly issued by the Ministry of Finance, China Securities Regulatory Commission ("CSRC") and other three PRC authorities on May 22, 2008, and its application guidelines and other relevant regulations issued subsequently (collectively, "PRC internal control requirements"), the Company has carried out a self-assessment of the effectiveness of its internal control and issue a self-assessment report annually in accordance with the PRC internal control requirements, and the Company's auditor for its PRC GAAP financial statements (the "PRC Auditor") is required to report on the effectiveness of the Company's internal control over financial reporting.

However, our independent registered public accounting firm or PRC Auditor may not be satisfied with our internal controls, the level at which our controls are documented, designed, operated and reviewed. Our independent registered public accounting firm or PRC Auditor may also interpret the requirements, rules and regulations differently, and reach a different conclusion regarding the effectiveness of our internal control over financial reporting. Although our management have concluded that our internal control over financial reporting as of December 31, 2015 was effective, we may discover deficiencies in the course of our future evaluation of our internal control over financial reporting and may be unable to remediate such deficiencies in a timely manner. If we fail to maintain the adequacy of our internal control over financial reporting, we may not be able to conclude that we have effective internal control over financial reporting on an ongoing basis, as required under the above mentioned rules and regulations. Moreover, effective internal control is necessary for us to produce reliable financial reports and is important to prevent fraud. As a result, our failure to achieve and maintain effective internal control over financial reporting could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading prices of our ADRs, H Shares or A Shares.

***The Company could be classified as a passive foreign investment company by the United States Internal Revenue Service and may therefore be subject to adverse tax impact.***

Depending upon the relative values of our passive assets and income as compared to our total assets and income each taxable year, we could be classified as a passive foreign investment company, or PFIC, by the United States Internal Revenue Service, or IRS, for U.S. federal income tax purposes. The Company believes that it was not a PFIC for the taxable year 2015. However, there can be no assurance that we will not be a PFIC for the taxable year 2016 and/or later taxable years, as PFIC status is re-tested each year and depends on the facts in such year.

The Company will be classified as a PFIC in any taxable year if either: (1) the average value during the taxable year of its assets that produce passive income, or are held for the production of passive income, is at least 50% of the average value of its total assets for such taxable year (the "Asset Test") or (2) 75% or more of its gross income for the taxable year is passive income (such as certain dividends, interest or royalties) (the "Income Test"). For purposes of the Asset Test: (1) any cash, cash equivalents, and cash invested in short-term, interest bearing, debt instruments, or bank deposits that is readily convertible into cash, will generally count as producing passive income or as being held for the production of passive income and (2) the average values of the Company's passive and total assets is calculated based on its market capitalization.



If we were a PFIC, you would generally be subject to additional taxes and interest charges on certain "excess distributions" the Company makes regardless of whether we continue to be a PFIC in the year in which you receive an "excess distribution". An "excess distribution" would be either (1) the excess amount of a distribution with respect to ADRs during a taxable year in which distributions to you exceed 125% of the average annual distributions to you over the preceding three taxable years or, if shorter, your holding period for the ADRs, or (2) 100% of the gain from the disposition of ADRs. For more information on the United States federal income tax consequences to you that would result from our classification as a PFIC, please see Item 10, "Taxation - United States Federal Income Taxation - U.S. Holders - Passive Foreign Investment Company".

*We may be unable to retain key management personnel.*

We are dependent on the experience and industry knowledge of our key management employees, and there can be no assurance that we will be able to retain them. Any inability to retain our key management employees, or attract and retain additional qualified management employees, could have a negative impact on us.

### **Risks Relating to the Chinese Commercial Aviation Industry**

*The Group's business is subject to extensive government regulations, and there can be no assurance as to the equal treatment of all airlines under those regulations.*

The Group's ability to implement its business strategy will continue to be affected by regulations and policies issued or implemented by relevant government agencies, particularly CAAC, which encompasses substantially all aspects of the Chinese commercial aviation industry, such as the approval of route allocation, the administration of certain airport operations and air traffic control. Such regulations and policies limit the flexibility of the Group to respond to market conditions, competition or changes in the Group's cost structure. The implementation of specific government policies could from time to time adversely affect the Group's operations.

*The Group's results may be negatively impacted by the fluctuation in domestic prices for jet fuel, and we would be adversely affected by disruptions in the supply of fuel.*

The availability and cost of jet fuel have a significant impact on the Group's results of operations. The Group's jet fuel cost for 2015 accounted for 52.12% of its flight operations expenses. All of the domestic jet fuel requirements of Chinese airlines (other than at the Shenzhen, Zhuhai, Sanya, Haikou, Shanghai Pudong and other small airports) must

be purchased from the exclusive providers, CAOSC and Bluesky Oil Supplies Company, which are supervised by the CAAC. Chinese airlines may also purchase jet fuel at the Shenzhen, Zhuhai, Sanya, Haikou, Shanghai Pudong and other small airports from joint ventures in which the CAOSC is a partner. Jet fuel obtained from the CAOSC's regional branches is purchased at uniform prices throughout China that are determined and adjusted by the CAOSC from time to time with the approval of the CAAC and the pricing department of the NDRC based on market conditions and other factors. As a result, the costs of transportation and storage of jet fuel in all regions of China are spread among all domestic airlines.

Domestic price for jet fuel has experienced fluctuations in the past few years. The Group's profit for the year may suffer from an unexpected change in the fuel surcharge collection policies and other factors beyond our control. For more information on the jet fuel prices, please see "Item 4, Information on the Company - Business Overview - Jet Fuel" section below for further discussion.

In summary, given the constant fluctuation of volatile fuel price, no assurance can be given that the Group's operation and financial results will not be negatively impacted by the fluctuation in domestic prices for jet fuel.

In addition, China has experienced jet fuel shortages. On some rare occasions prior to 1993, the Group had to delay or even cancel flights. Although such shortages have not materially affected the Group's operations since 1993, there can be no assurance that such a shortage will not occur in the future. If such a shortage occurs in the future to the extent that the Group has to delay or cancel flights due to fuel shortage, its operational reputation among passengers as well as its operations may suffer.

In 2015, a reasonable possible increase or decrease of 10% in average jet fuel price (VAT inclusive) with volume of fuel consumed and all other variables held constant, would have increased or decreased the Group's annual fuel costs by approximately RMB2,627 million. Accordingly, even if the jet fuel supply remains stable, increases in jet fuel prices will nevertheless adversely impact our financial results.

***The Group's profit for the year may suffer from an unexpected volatility caused by any fluctuation in the level of fuel surcharges.***

The level of fuel surcharges, which is regulated by Chinese government, affects domestic customers' air travel demand as well as the Group's ability to generate profits. On January 14, 2009, the NDRC and the CAAC jointly announced the collection of passenger fuel surcharge for domestic routes should be suspended from January 15, 2009 onwards. Subsequently, in response to the increase in international fuel prices, the NDRC and CAAC issued a notice on November 11, 2009 to introduce a new pricing mechanism of fuel surcharge that links it with airlines' jet fuel costs, which was further adjusted subsequently. We cannot guarantee that fuel surcharges would not be adjusted further in the future or adjusted in our favor. If fuel surcharges are not adjusted in correspondence to the increase in jet fuel, our profit for the year may be materially adversely affected.

***The Group's results of operations are subject to seasonality.***

The Group's operating revenue is substantially dependent on the passenger and cargo traffic volume carried, which is subject to seasonal and other changes in traffic patterns, the availability of appropriate time slots for the Group's flights and alternative routes, the degree of competition from other airlines and alternate means of transportation, as well as other factors that may influence passenger travel demand and cargo and mail volume. In particular, the Group's airline revenue is generally higher in the second and third quarters than in the first and fourth quarters. As a result, the Group's results may fluctuate from season to season.

***The Group's operations may be adversely affected by insufficient aviation infrastructure in Chinese commercial aviation industry.***

The rapid increase in air traffic volume in China in recent years has put pressure on many components of the Chinese commercial aviation industry, including China's air traffic control system, the availability of qualified flight personnel and airport facilities. Airlines, such as the Group, which have route networks that emphasize short- to medium-haul routes, are generally more affected by insufficient aviation infrastructure in terms of on-time performance and high operating costs due to fuel inefficiencies resulting from the relatively short segments flown, as well as the relatively high proportion of time on the ground during turnaround. All of these factors may adversely affect the perception of

the service provided by an airline and, consequently, the airline's operating results. In recent years, the CAAC has placed increasing emphasis on the safety of Chinese airline operations and has implemented measures aimed at improving the safety record of the industry. The ability of the Group to increase utilization rates and to provide safe and efficient air transportation in the future will depend in part on factors such as the improvement of national air traffic control and navigation systems and ground control operations at Chinese airports, factors which are beyond the control of the Group.

***The Group faces increasingly intense competition both in domestic aviation industry and in the international market, as well as from alternative means of transportation.***

The CAAC's extensive regulation of the Chinese commercial aviation industry has had the effect of managing competition among Chinese airlines. Nevertheless, competition has become increasingly intense in recent years due to a number of factors, including relaxation of certain regulations by the CAAC and an increase in the capacity, routes and flights of Chinese airlines. Competition in the Chinese commercial aviation industry has led to widespread price-cutting practices that do not in all respects comply with applicable regulations. Until the interpretation of CAAC regulations limiting such price-cutting has been finalized and strictly enforced, discounted tickets from competitors will continue to have an adverse effect on the Group's sales.

The Group faces varying degrees of competition on its regional routes from certain Chinese airlines and Cathay Pacific Airways, Dragonair and Air Macau, and on its international routes, primarily from non-Chinese airlines, most of which have significantly longer operating histories, substantially greater financial and technological resources and greater name recognition than the Group. In addition, the public's perception of the safety and service records of Chinese airlines could adversely affect the Group's ability to compete against its regional and international competitors. Many of the Group's international competitors have larger sales networks and participate in reservation systems that are more comprehensive and convenient than those of the Group, or engage in promotional activities, which may enhance their ability to attract international passengers.

Furthermore, for short-distance transportation, airplanes, trains and buses are alternatives to each other. Given the recent development of high-speed trains (as discussed below), the construction of nationwide high-speed railway network and the improvement of inter-city expressway network, the commercial aviation sector as a whole faces increasing competition from the alternative means of transportation such as railways and highways.

***We expect to face substantial competition from the rapid development of the Chinese rail network.***

The PRC government is aggressively implementing the expansion of its high-speed rail network, which provides train services at a speed of up to 300 kilometers per hour connecting major cities such as Beijing, Shanghai, Wuhan, Zhengzhou, Xi'an, Qingdao, Guangzhou, Harbin and Dalian. In December 2012, the Beijing-Guangzhou and Harbin-Dalian High-Speed Railways commenced operation, the expansion of the coverage of this network and improvements in railway service quality, increased passenger capacity and stations located closer to urban centers than competing airports could enhance the relative competitiveness of the railway service and affect our market share on some of our key routes, in particular routes below 800 kilometers. The aggregate high-speed railway mileage in China reached over 19,000 kilometers as of December 31, 2015. The construction of all railways in China's "Four Longitudinal and Four Horizontal" high-speed railway network is expected to complete by the end of 2020. We expect it will bring further negative impact on the domestic aviation industry. Increased competition and pricing pressures from railway service may have a material adverse effect on our financial condition and results of operations.

***Due to limitation on foreign ownership imposed by Chinese government policies, the Company may have limited access to the international equity capital markets.***

Chinese government policies limit foreign ownership in Chinese airlines. Under these policies, the percentage ownership of our total outstanding ordinary shares held by investors in Hong Kong and any country outside China ("Foreign Investors") may not in the aggregate exceed 49%. Currently, we estimate that 28.47% of the total outstanding ordinary shares of the Company are held by Foreign Investors. For so long as the limitation on foreign ownership is in force, we will have limited access to the international equity capital markets.

***The European Emissions Trading Scheme may increase operational cost of the Group.***

Starting on January 1, 2012, aviation sector will be included in the European Emissions Trading Scheme (ETS), EU's mandatory cap-and-trade system for reduction of greenhouse gas emissions. Airline operators in the EU will receive tradable emission permits (aviation allowances) covering a certain level of their CO<sub>2</sub> emissions per year for their flights operating to and from EU airports. If an airline fails to obtain free-of-charge emission permits from the EU, it will have to buy around EUR10 million (RMB100 million) worth of CO<sub>2</sub> emissions allowances from other greener industries. Pursuant to this policy, the domestic airlines having flight points in Europe undertake the same carbon emission reductions obligation as the European local airlines, which will result in a significant increase in the operating cost of domestic airlines in Europe, including our Company, and further have an adverse impact on the results of operations and financial condition. In March 2011, a group representing China's largest airlines sent a formal notice to the EU expressing strong opposition to non-member-state airlines' inclusion in the EU's Emissions Trading Scheme. Also, in early February 2012, CAAC issued instructions to various airlines announcing that without approval from the relevant government authorities, the major airlines are prohibited from joining the ETS and the transport airlines are also prohibited from raising the freight price or increasing fee items by adducing this reason. On November 12, 2012, EU announced to temporarily suspend the implementation of the ETS in the aviation sector in 2013 in order to forge a positive negotiation environment for all parties. In November 2014, CAAC issued a notification on the ETS. The notification provided that CAAC would not prohibit Chinese airlines to take part in the ETS if the relevant flights take off and land between the airports within the EU during 2012 and 2016. We operated few flights between airports within the EU since 2012. We expect we would operate few flights between airports within the EU in the future. Therefore, we will submit emissions report and pay the quota between 2012 and 2016 for our flights between airports within the EU. In April 2015, the Company had completed submission of emissions reports for the years 2012 to 2014 and fulfilled our obligations under the ETS. Going forward, the Company will be in strict compliance with the requirements of relevant PRC laws and the ETS, and continue to implement our respective obligations of EU carbon emissions trading in 2015 and 2016. There can be no assurance that the new implementation proposal will not have negative impact on our financial condition and result of operation.

*We may utilize fuel hedging arrangements which may result in losses.*

While we have not entered into any fuel hedging transactions since the fourth quarter of 2008, we may in the future consider to hedge a portion of our future fuel requirements through various financial derivative instruments linked to certain fuel commodities to lock in fuel costs within a hedged price range. However, these hedging strategies may not always be effective and high fluctuations in aviation fuel prices exceeding the locked-in price ranges may result in losses. Significant declines in fuel prices may substantially increase the costs associated with our fuel hedging arrangements. In addition, where we seek to manage the risk of fuel price increases by using derivative contracts, we cannot assure you that, at any given point in time, our fuel hedging transactions will provide any particular level of protection against increased fuel costs.

### **Risks Relating to the PRC**

*The Group has significant exposure to foreign currency risk as majority of the Group's lease obligations and bank and other loans are denominated in foreign currencies. Due to rigid foreign exchange control by Chinese government, the Group may face difficulties in obtaining sufficient foreign exchange to pay dividends or satisfy our foreign exchange liabilities.*

Under current Chinese foreign exchange regulations, the Renminbi is fully convertible for current account transactions, but is not freely convertible for capital account transactions. All foreign exchange transactions involving Renminbi must take place either through the People's Bank of China or other institutions authorized to buy and sell foreign exchange or at a swap centre.

The Group has significant exposure to foreign currency risk as substantially all of the Group's obligations under leases, bank and other loans and operating lease commitment are denominated in foreign currencies, principally U.S. dollars, Euros and Japanese Yen. Depreciation or appreciation of the Renminbi against foreign currencies affects the Group's results significantly because the Group's foreign currency liabilities generally exceed its foreign currency assets. The Group is not able to hedge its foreign currency exposure effectively other than by retaining its foreign currency denominated earnings and receipts to the extent permitted by SAFE, or subject to certain restrictive conditions, entering into foreign exchange forward option contracts with authorized banks. However, SAFE may limit or eliminate the Group's ability to purchase and retain foreign currencies in the future. In addition, foreign currency transactions under the capital account are still subject to limitations and require approvals from SAFE. This may affect our ability to obtain foreign exchange through debt or equity financing, including by means of loans or capital contributions. No assurance can be given that the Group will be able to obtain sufficient foreign exchange to pay dividends or satisfy our foreign exchange liabilities.

The Group also has exposure to foreign currency risk in respect of net cash inflow denominated in Japanese Yen from ticket sales in overseas branch office after payment of expenses. The Group entered into certain foreign exchange forward option contracts, which were fully settled in 2011, to manage this foreign currency risk. However, like other derivative products, there can be no assurance that such option contracts can provide, at any given time, particular level of protection against foreign exchange risks.

The Group's operations are subject to immature development of legal system in China. Lack of uniform interpretation and effective enforcement of laws and regulations may cause significant uncertainties to the Group's operations.



The members of the Group are organized under the laws of China. The Chinese legal system is based on written statutes and is a system, unlike common law systems, in which decided legal cases have little precedential value. Since 1979, the Chinese government has been developing a comprehensive system of commercial laws and considerable progress has been made in the promulgation of laws and regulations dealing with economic matters, such as corporate organization and governance, foreign investments, commerce, taxation and trade. These laws, regulations and legal requirements are relatively recent, and, like other laws, regulations and legal requirements applicable in China (including with respect to the commercial aviation industry), their interpretation and enforcement involve significant uncertainties.

***The PRC tax law may in the future deprive us of preferential tax treatments, which we currently enjoy.***

On March 16, 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the PRC which took effect on January 1, 2008. As a result of the tax law, the statutory income tax rate adopted by the Company and its subsidiaries has been changed to 25% with effect starting from January 1, 2008. Prior to January 1, 2008, certain branches and subsidiaries of the Company were taxed at rates ranging from 15% to 33%. Pursuant to the current tax law, the income tax rates of entities that previously enjoyed preferential tax rates of 15% and 18% have been revised to 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011 and 2012 onwards respectively. To the extent that there are any withdrawals of, or changes in, the preferential tax treatment that we currently enjoy, our tax liability may increase correspondingly and our financial condition and results of operations may be adversely affected.

On July 31, 2012, the Ministry of Finance ("MOF") and the State Administration of Taxation ("SAT") jointly issued a pilot program (the "Pilot Program"), pursuant to which, commencing on November 1, 2012, business tax is replaced by a value-added tax ("VAT"). According to the Pilot Program, all traffic revenues and the other revenues that fall within the scope of the Pilot Program, including ground service income and cargo handling income, are subjected to VAT levied at the applicable tax rates of 17%, 11% or 6%. Other revenues that are not within the scope of the Pilot Program continue to be subject to business tax at applicable tax rates. However, as the Pilot Program has only been implemented recently, there is uncertainty as to how its impact on our financial condition and results of operations is not certain, but it may affect the way we record our revenues and taxes in our financial statements. As a result, it may be difficult to compare our financial statements in future periods with these before the Pilot Program was implemented.

***The PRC tax law may have negative tax impact on holders of H Shares or ADRs of the Company, by requiring the imposition of a withholding tax on dividends paid by a Chinese company to a non-resident enterprise.***

The current tax law generally provides for a withholding tax on dividends paid by a Chinese company to a non-resident enterprise at a rate of 10%.

For individuals, the PRC tax law generally provides that an individual who receives dividends from the Company is subject to a 20% income tax. However, certain reduction of taxable income is granted by Chinese tax law for an individual receiving dividends from a listed company on Shanghai Stock Exchange or Shenzhen Stock Exchange. Under the current PRC tax law, dividends received by any foreign individual that holds overseas shares in Chinese enterprise is generally subject to individual income tax rate ranging from 5% to 20% (usually 10%), which may be entitled to tax reductions or exemptions, according to the applicable tax implementation regulations or applicable tax treaties between the home country of the individual and the PRC.

In addition, to date, relevant tax authorities have not collected capital gains tax on the gains realized upon the sale or other disposition of overseas shares in Chinese enterprise held by foreign individuals. If relevant tax authorities promulgate implementation rules on the taxation of capital gains realized by individuals upon the sale or other disposition of the shares, individual holders of the shares may be required to pay capital gains tax.

***Our investors in the U.S. who rely on our auditor's audit reports currently do not have the benefit of PCAOB oversight.***

Under the Sarbanes-Oxley Act of 2002, the Public Company Accounting Oversight Board, or PCAOB, has the authority and is required to conduct continuing inspections of registered public accounting firms that provide audit services to public companies subject to the reporting requirements of the SEC. Our external auditor is registered with the PCAOB and is subject to inspections by the PCAOB. However, the PCAOB is currently unable to inspect a registered public accounting firm's audit work relating to a company's operations in China where the documentation of such audit work is located in China, such as our registered public accounting firm's audit work relating to our operations in China. As a result, our investors may be deprived of the benefits of PCAOB's oversight of our independent registered public accounting firm through such inspections.

***If additional remedial measures are imposed against four PRC-based accounting firms, including our independent registered public accounting firm, in administrative proceedings brought by the SEC, it could result in our financial statements being determined to not be in compliance with the requirements of the Securities Exchange Act of 1934.***

In December 2012, the SEC instituted administrative proceedings against four PRC-based accounting firms, including our independent registered public accounting firm, alleging that these firms had violated U.S. securities laws and the SEC's rules and regulations thereunder by failing to provide to the SEC the firms' work papers related to their audits of certain PRC-based companies that are publicly traded in the United States. On January 22, 2014, an initial administrative law decision was issued, which determined that the four PRC-based accounting firms should be censured and barred from practicing before the SEC for a period of six months. The four PRC-based accounting firms appealed the initial administrative law decision to the SEC. The initial law decision is neither final nor legally effective unless and until it is endorsed by the full SEC. In February 2015, each of the four PRC-based accounting firms agreed to a censure and to pay a fine to the SEC to settle the dispute and avoid suspension of their ability to practice before the SEC. The settlement requires the firms to follow detailed procedures to provide the SEC with access to PRC-based firms' audit documents via the CSRC.

We were not and are not the subject of any SEC investigations nor are we involved in the proceedings brought by the SEC against the accounting firms. If the firms do not follow these procedures or if there is a failure in the process between the SEC and the CSRC, the SEC could impose penalties such as suspensions or it could restart the administrative proceedings. If the accounting firms including our independent registered public accounting firm were denied, temporarily or permanently, the ability to practice before the SEC, and we are unable to find timely another registered public accounting firm which can audit and issue a report on our financial statements, our financial statements could be determined to not be in compliance with the requirements for financial statements of public companies registered under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Such a determination could ultimately lead to the delisting of our common stock from the NYSE for CSA's case or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of our common stock in the United States.

#### ITEM 4. INFORMATION ON THE COMPANY.

##### A. History and Development of the Company

We were incorporated under PRC laws on March 25, 1995 as a joint stock company with limited liability under the name of China Southern Airlines Company Limited. The address of our principal place of business is 278 Ji Chang Road, Guangzhou, People's Republic of China 510405. Our telephone number is +86 20 8612 4462 and our website is [www.csair.com](http://www.csair.com).

In July 1997, we issued 1,174,178,000 H Shares, par value RMB1.00 per share, and completed the listing of the H Shares on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and the ADRs representing our H shares on the New York Stock Exchange.

On March 13, 2003, we obtained an approval certificate from the Ministry of Commerce to change to a permanent limited company with foreign investments and on October 17, 2003 obtained a business license for its new status, as a permanent limited company with foreign investments issued by the State Administration of Industry and Commerce of the People's Republic of China.

In July 2003, we issued 1,000,000,000 A Shares, par value RMB1.00 per share, and completed the listing of the A shares on the Shanghai Stock Exchange.

Pursuant to a sale and purchase agreement dated November 12, 2004 between the Company, CSAHC, China Northern Airlines ("CNA") and Xinjiang Airlines ("XJA"), which was approved by our shareholders in an extraordinary general meeting held on December 31, 2004, we acquired the airline operations and certain related assets of CNA and XJA with effect from December 31, 2004 at a total consideration of RMB1,959 million.

On May 30, 2007, we, together with an independent third party, established Chongqing Airlines Company Limited ("Chongqing Airlines"). As of December 31, 2012, the Company had transferred four aircraft to Chongqing Airlines as capital contribution. We own a total of 60% equity interest in Chongqing Airlines.

On August 14, 2007, we acquired a 51% equity interest in Nan Lung International Freight Limited beneficially owned by and registered in the name of Nan Lung Travel & Express (Hong Kong) Limited, and a 100% equity interest in China Southern Airlines Group Air Catering Company Limited, both a wholly owned subsidiary of CSAHC, for a total consideration of RMB112 million.

In December 2008, we acquired a 26% equity interest in China Southern West Australian Flying College Pty Ltd. ("Flying College") from CSAHC, and Flying College became a 91% owned subsidiary of the Company.

In June 2009, we acquired a 50% equity interest in Beijing Southern Airlines Ground Services Company Limited ("Beijing Ground Service") from the other shareholder, and Beijing Ground Service became a wholly-owned subsidiary of the Company.

On September 28, 2009, we entered into an agreement with CSAHC to sell our 50% equity interest in MTU Maintenance Zhuhai Co., Ltd ("Zhuhai MTU"), a jointly controlled entity of the Company, to CSAHC at a consideration of RMB 1,607,850,000. The transfer was completed in February 2010.

On June 2, 2010, a third party company injected capital to Flying College, which diluted the Company's interest in Flying College from 91% to 48.12%. Flying College became a jointly controlled entity of the Company since then. The retained non-controlling equity interest in Flying College is re-measured to its fair value at the date when control was lost and a gain on deemed disposal of a subsidiary of RMB17 million was recorded in 2010.

In December 2010, we entered into an agreement with Xiamen Jianfa Group Co., Ltd. and Hebei Aviation Investment Group Corporation Limited ("Hebei Investment"), pursuant to which Hebei Investment agreed to inject a cash capital of RMB1,460 million into Xiamen Airlines Company Limited ("Xiamen Airlines"). In March 2011, the capital injection was received in full and the Company's equity interest in Xiamen Airlines was diluted from 60% to 51%. Xiamen Airlines remains a subsidiary of the Company.

On June 29, 2012, Xiamen Airlines, a subsidiary of the Company and Southern Airlines Culture and Media Co., Ltd. ("SACM") entered into an agreement, pursuant to which Xiamen Airlines agreed to sell and SACM agreed to

purchase 51% equity interests in Xiamen Airlines Media Co., Ltd. ("XAMC"), at a consideration of approximately RMB43.12 million. Immediate prior to the transaction, XAMC was wholly owned by Xiamen Airlines and primarily engaged in providing advertising, corporate branding, publicity and exhibition services and was responsible for the overall brand building and publicity of Xiamen Airlines.

On September 24, 2012, we entered into a joint venture agreement with Henan Civil Aviation Development and Investment Co., Ltd. ("Henan Aviation Investment") for the establishment of China Southern Airlines Henan Company Limited, a joint venture company with a total registered capital of RMB6 billion, which will be owned as 60% and 40% by the Company and Henan Aviation Investment, respectively. The first installment of paid-in capital of RMB1.2 billion was received in full. On September 28, 2013, Henan Aviation Investment was established.

On October 13, 2014, Xiamen Airlines and Hebei Airlines Investment Group Company Limited (the "Hebei Airlines Investment") entered into an agreement, pursuant to which Hebei Airlines Investment agreed to sell and Xiamen Airlines agreed to purchase 95.4% equity interests in Hebei Airlines at the consideration of RMB680 million.

On July 14, 2015, we and Xiamen Jianfa entered into an agreement, pursuant to which Xiamen Jianfa agreed to sell and we agreed to purchase 4% equity interests in Xiamen Airlines at the consideration of RMB586,666,670.

### **Aircraft Acquisitions**

Pursuant to an aircraft acquisition agreement dated April 18, 2008 between Xiamen Airlines and the Boeing Company ("Boeing"), Xiamen Airlines will acquire 20 Boeing B737 series aircraft from Boeing. According to the information provided by Boeing, the aggregate catalogue price for those aircraft including the airframe and engines is around US\$1.5 billion. The aggregate consideration for the acquisition will be partly payable in cash by Xiamen Airlines, and partly through financing arrangements with banking institutions. The Boeing aircraft will be delivered in stages to Xiamen Airlines during the period commencing from April 2014 to October 2015.

Pursuant to an A320 Series Aircraft Purchase Agreement dated January 20, 2010 between the Company and Airbus SNC, we will acquire 20 Airbus 320 series aircraft from Airbus SNC. According to the information provided by Airbus SNC, the catalogue price of an Airbus 320 aircraft, including airframe and engines, is around US\$76.9 million. The aggregate consideration for the acquisition will be partly payable in cash and partly through financing arrangements with banking institutions. The Airbus aircraft have been delivered in stages to the Company.

On September 30, 2010, Xiamen Airlines entered into a supplemental agreement with Boeing to purchase additional 10 Boeing B737 series aircraft. The aggregate catalogue price for those aircraft, including airframe and engines, is around US\$699 million. According to the information provided by Boeing, the aggregate consideration for the acquisition will be partly payable in cash by Xiamen Airlines, and partly through financing arrangements with banking institutions. The Boeing aircraft will be delivered in stages to Xiamen Airlines during the period commencing from 2015 to October 2016.

On November 4, 2010, we entered into an A320 series aircraft purchase agreement and an A330-300 aircraft purchase agreement with Airbus S.A.S. to purchase 30 Airbus A320 series aircraft and six Airbus A330 series aircraft. According to the information provided by Airbus S.A.S., the catalogue price of six Airbus A330 series aircraft and 30 Airbus A320 series aircraft, including airframe and engines, is US\$1.205 billion and US\$2.575 billion, respectively. The aggregate consideration for the acquisition will be partly payable by cash and partly by financing arrangements with banking institutions. The six Airbus A330 aircraft will be delivered in stages to the Company during the period commencing from 2013 to 2014 and the 30 Airbus A320 series aircraft will be delivered in stages to the Company during the period commencing from 2012 to 2015.

On May 31, 2011, we entered into an aircraft acquisition agreement with Boeing to purchase six Boeing B777F freighters. According to the information provided by Boeing, the catalogue price of six Boeing B777F aircraft, including airframe and engines, is US\$1,584 million. The aggregate consideration for the Acquisition will be partly payable by cash and partly by financing arrangements with banking institutions. The six Boeing B777F freighters will be delivered in stages to us during the period commencing from 2013 to 2015.

On May 9, 2011, Xiamen Airlines entered into an aircraft acquisition agreement to purchase six Boeing B787 series aircraft. According to the information provided by Boeing, the aggregate catalogue price, including airframe and engines, for the six Boeing B787 series aircraft is US\$1,098 million. The aggregate consideration for the acquisition will be partly payable in cash and partly through financing arrangements with banking institutions. The Boeing aircraft will be delivered in stages to Xiamen Airlines during the period commencing from 2014 to 2015.

On February 28, 2012, we entered into an agreement with the Boeing Company to purchase 10 Boeing 777-300ER aircraft. According to the information provided by Boeing, the catalogue price of one Boeing B777-300ER aircraft, including airframe and engines, is around US\$298 million. The aggregate consideration for the acquisition will be

partly payable in cash and partly through financing arrangements with banking institutions. The Boeing aircraft will be delivered in stages to the Company during the period from 2014 to 2016.

On August 3, 2012, Xiamen Airlines entered into an agreement with Boeing to purchase 40 Boeing B737 series aircraft from Boeing. The aggregate catalogue price of the 40 Boeing B737 series aircraft is US\$3.36 billion. The aggregate consideration for the acquisition will be partly payable by cash and partly by financing arrangements with banking institutions. The Boeing aircraft will be delivered in stages to Xiamen Airlines during the period commencing from 2016 to 2019.

On December 5, 2012, we entered into the Airbus aircraft acquisition agreement with Airbus S.A.S. to purchase 10 Airbus A330-300 aircraft. The catalogue price of one Airbus A330-300 aircraft is US\$188 million. The aggregate consideration for the acquisition will be partly payable by cash and partly by financing arrangements with banking institutions. The Airbus aircraft will be delivered in stages to the Company during the period commencing from 2014 to 2016.



On May 16, 2014, we entered into the aircraft acquisition agreement with Airbus S.A.S to purchase 30 Airbus A320 series aircraft and 50 A320 NEO series aircraft. The catalogue price of one Airbus A320 series aircraft is priced differently in the range of US\$85.8 million and US\$110.1 million and one A320 NEO series aircraft is priced differently in the range of US\$94.4 million to US\$120.5 million. The aggregate consideration for the acquisition will be funded partly by internal resources of the Company and partly through commercial loans by commercial banks. The Airbus aircraft will be delivered in stages to the Company during the period commencing from 2016 to 2020.

On 17 December 2015, we entered into the aircraft acquisition agreement with Boeing to purchase 30 B737NG series aircraft and 50 B737 MAX series aircraft. The catalogue price of each B737NG series aircraft and B737 MAX series aircraft is priced about US\$81.2 million and US\$96.1 million, respectively. The aggregate consideration for the acquisition will be funded partly payable by cash and partly by financing arrangements with banking institutions. The Boeing aircraft will be delivered in stages to the Company during the period commencing from 2017 to 2021.

On 23 December 2015, we entered into the aircraft acquisition agreement with Airbus S.A.S to purchase 10 Airbus A330-300 series aircraft. The catalogue price of one Airbus A330-300 series aircraft is priced about US\$227.4 million. The aggregate consideration for the acquisition will be funded partly payable by cash and partly by financing arrangements with banking institutions. The Airbus aircraft will be delivered in stages to the Company during the period commencing from 2017 to 2019.

## **Capital Expenditure**

The Group had RMB23,390 million, RMB26,481 million and RMB29,576 million capital expenditures in 2015, 2014 and 2013 respectively. Of such capital expenditures in 2015, RMB11,251 million was financed by capital leases, RMB11,258 million was financed by bank borrowings while the remaining RMB881 million was financed by internal resources. The capital expenditures were primarily incurred on the additional investments in aircraft and flight equipment under the Group's fleet expansion plans and, to a small extent, additional investments in other facilities and buildings for operations. As of December 31, 2015, we had total capital commitments for aircraft, engines and related equipment of approximately RMB83,427 million.

## **B. Business Overview**

### **General**

The Group provides commercial airline services throughout Mainland China, Hong Kong, Macau and Taiwan regions, Southeast Asia and other parts of the world. Based on the statistics from the CAAC, the Group is one of the largest Chinese airlines and, as of the year end of 2015, ranked first in terms of number of passengers carried, number of scheduled flights per week, number of hours flown, number of routes and size of aircraft fleet. During the three years ended December 31, 2015, the Group's RPKs increased at a compound annual growth rate of 6.31% from 148,417 million in 2013 to 166,629 million in 2014 and 189,588 million in 2015 while its capacity, measured in terms of ASKs, increased at a compound annual growth rate of 5.97%, from 186,800 million in 2013 to 209,807 million in 2014 and 235,616 million in 2015. In 2015, the Group carried 109 million passengers and had passenger revenue of RMB100,238 million (approximately US\$15,436 million).

The Group conducts a portion of its airline operations through its airline subsidiaries namely Xiamen Airlines, Shantou Airlines Company Limited ("Shantou Airlines"), Zhuhai Airlines Company Limited ("Zhuhai Airlines"), Guizhou Airlines Company Limited ("Guizhou Airlines"), Chongqing Airlines Company Limited ("Chongqing Airlines") and Henan Airlines Company Limited ("Henan Airlines"), (collectively, the "Airline Subsidiaries"). In 2015, the Airline Subsidiaries carried 39.6 million passengers and had passenger revenue of RMB29,636 million (approximately US\$4,564 million) and accounted for 36.3% and 29.6% of the Group's passengers carried and passenger revenue, respectively.

The Group also provides air cargo and mail services. The cargo and mail revenue of the Group decreased by 4.5% to RMB6,861 million (approximately US\$1,057 million) in 2015 as compared with that of 2014. The Group's airline operations are fully integrated with its airline-related businesses, including aircraft and engine maintenance, flight simulation and air catering operations.

As of December 31, 2015, the Group operated 1,032 routes, of which 775 were domestic, 214 were international and 43 were regional. The Group operates the most extensive domestic route network among all Chinese airlines. Its route network covers commercial centers and rapidly developing economic regions in Mainland China.

The Group's corporate headquarters and principal base of operations are located in Guangzhou, the capital of Guangdong Province and the largest city in southern China. Located in the rapidly developing Pearl River Delta region, Guangzhou is also the transportation hub of southern China and one of China's major gateway cities. Guangzhou's significance has increased as the transportation infrastructure of Guangdong Province has developed through the construction and development of expressways, an extensive rail network and the port cities of Guangzhou, Shenzhen, Zhanjiang, Zhuhai and Shantou.

In December 2005, we established a branch company in Beijing and have added wide-body airplanes to our operation base in Beijing, with the view to expanding our Beijing aviation business and building another main hub there in addition to our Guangzhou base. The establishment of Guangzhou and Beijing hubs will facilitate strategic refinement and enhancement of our route network operations, putting us in a better position to explore and seize the opportunities in the aviation market.

The Group's operations primarily focus on the domestic market. In addition, the Group also operates regional routes and international flights. As of December 31, 2015, the Group had 43 regional routes and 214 international routes. The Group's regional operations include flights between destinations in Mainland China, Hong Kong, Macau and Taiwan. The Group's international operations include scheduled services to cities in Australia, Azerbaijan, Bangladesh, United Kingdom, Burma, Cambodia, Canada, Dutch, France, Georgia, German, India, Indonesia, Japan, Kenya, Kazakhstan, Kyrgyzstan, Malaysia, Maldives, Nepal, New Zealand, Pakistan, Philippines, Russia, Singapore, South Korea, Tajikistan, Thailand, Turkey, Turkmenistan, United Arab Emirates (UAE), United States of American (USA), Vietnam, Mauritius, Uzbekistan, Iran, Italy .

After joining Skyteam Alliance, the Group has established a network reaching over 73 destinations globally, connecting 41 countries and regions and covering major cities around the world.

As of December 31, 2015, the Group had a fleet of 667 aircraft, consisting primarily of Boeing 737 series, 747, 757, 777, 787, Airbus 320 series, 330, 380 etc. The average age of the Group's registered aircraft was 6.3 years as of December 31, 2015.

### **Restructuring and Initial Public Offering**

As part of China's economic reforms in the 1980's, the PRC State Council directed the CAAC to separate its governmental, administrative and regulatory role from the commercial airline operations that were being conducted by the CAAC and its regional administrators. As a result, CSAHC was established on January 26, 1991 for the purpose of assuming the airline and airline-related commercial operations of the Guangzhou Civil Aviation Administration, one

of the then six regional bureaus of the CAAC. CSAHC was one of the 55 large-scale enterprises designated by the Chinese government to play a leading role in their respective industries.

CSAHC was restructured in 1994 and 1995 in anticipation of our initial public offering. The restructuring was effective through the establishment of the Company and the execution of the De-merger Agreement on March 25, 1995 by and between CSAHC and the Company. Upon the restructuring, the Company assumed substantially the entire airline and airline-related businesses, assets and liabilities of CSAHC, and CSAHC retained its non-airline-related businesses, assets and liabilities. All interests, rights, duties and obligations of CSAHC, whenever created or accrued, were divided between the Company and CSAHC based on the businesses, assets and liabilities assumed by each of them under the De-merger Agreement. Under the De-merger Agreement, CSAHC agreed not to conduct or participate or hold any interest in, either directly or indirectly, any business, activity or entity in or outside China that competes or is likely to compete with the commercial interests of the Group, although CSAHC may continue to hold and control its affiliates existing on the date of the De-merger Agreement and may continue to operate the businesses of such associates. Under the De-merger Agreement, CSAHC and the Company also agreed to indemnify each other against any losses, claims, damage, debts or expenses arising out of or in connection with the restructuring. As of the date of this Annual Report, no indemnity has been provided by either CSAHC or us.

In July 1997, we completed a private placement of 32,200,000 H Shares to certain limited partnership investment funds affiliated with Goldman Sachs & Co. and an initial public offering of 1,141,978,000 H Shares, par value RMB1.00 per share, and the listing of the H Shares on the Hong Kong Stock Exchange and ADRs on the New York Stock Exchange. Prior to the private placement and the initial public offering, all of our issued and outstanding shares of capital stock, consisting of 2,200,000,000 non-tradable domestic shares ("Domestic Shares"), par value RMB1.00 per share, were owned by CSAHC, which owned and exercised, on behalf of the Chinese government and under the supervision of the CAAC, the rights of ownership of such Domestic Shares. After giving effect to the private placement and the initial public offering, CSAHC maintained its ownership of the 2,200,000,000 Domestic Shares (representing approximately 65.2% of the total share capital of the Company), and became entitled to elect all the directors of the Company and to control the management and policies of the Group. The Domestic Shares and H Shares are both ordinary shares of the Company.

In July 2003, we issued 1,000,000,000 A Shares, par value of RMB1.00 per share, and listed these shares on the Shanghai Stock Exchange. Subsequent to the issuance of the A Shares, the shareholding of CSAHC in the Company was reduced from 65.2% to 50.30%.

### **Share Reform Scheme**

Pursuant to relevant PRC laws, we launched the share reform scheme in May 2007, whereby all the 2,200,000,000 non-tradable Domestic Shares held by CSAHC would be converted into tradable A Shares. Upon the completion of such scheme on June 20, 2008, all the non-tradable Domestic Shares have been successfully converted into tradable A Shares, subject to the restriction that CSAHC shall not transfer or trade these shares within 36 months after the commencement date of the share reform scheme (which is June 18, 2007).

### **Bonus Shares Issue by Conversion of Share Premium**

On June 25, 2008, our shareholders approved issuance of bonus shares by way of conversion of share premium, and on August 14, 2008, the Ministry of Commerce approved the bonus share issue. The issue has been effected by conversion of share premium on the basis of 5 new shares, credited as fully paid, for every 10 existing shares. Upon the completion of the bonus share issue, which is based on 4,374,178,000 shares in issue as of December 31, 2007, the number of paid up shares has increased by 2,187,089,000 shares to 6,561,267,000 shares.

### **Non-Public Subscriptions**

On December 10, 2008, we entered into an A Shares subscription agreement with CSAHC, pursuant to which CSAHC conditionally agreed to subscribe and the Company conditionally agreed to allot and issue 721,150,000 new A Shares for a consideration of RMB2,278,834,000, equivalent to the subscription price of RMB3.16 per new A Share. Separately and on the same date, the Company and Nan Lung (a wholly-owned subsidiary of CSAHC) entered into an H Shares subscription agreement, pursuant to which Nan Lung conditionally agreed to subscribe and the Company conditionally agreed to allot and issue 721,150,000 new H Shares for a consideration of RMB721,150,000, equivalent to the subscription price of RMB1.00 (equivalent to approximately HK\$1.13) per new H Share. The subscription agreements were approved in the Extraordinary General Meeting and the respective Class Meetings of shareholders of A and H Shares on February 26, 2009. On June 3, 2009, we received the formal approval from CSRC for the proposed non-public issue of H Shares. On August 14, 2009, we received the formal approval from CSRC for the proposed non-public issue of A Shares. The issuance of 721,150,000 new A Shares to CSAHC and 721,150,000 new H Shares to Nan Lung were completed on August 20, 2009 and August 21, 2009, respectively.

On March 8, 2010, our board approved the placement of up to 1,766,780,000 new A shares to not more than 10 specific investors including CSAHC and the placement of not more than 312,500,000 new H shares to Nan Lung, a wholly-owned subsidiary of CSAHC. On the same date, the Company entered into the A shares subscription agreement with CSAHC, pursuant to which CSAHC conditionally agreed to subscribe and the Company conditionally agreed to allot and issue new A shares of not more than 132,510,000 at the subscription price of not less than RMB5.66 per A share. In addition, the Company and Nan Lung entered into the H shares subscription agreement, pursuant to which Nan Lung conditionally agreed to subscribe and the Company conditionally agreed to allot and issue new H shares of not more than 312,500,000 at the subscription price of not less than HK\$2.73 per H share. The above placement and subscription agreements were approved in the Extraordinary General Meeting and the respective Class Meetings of shareholders of A and H shares on April 30, 2010. On September 8, 2010, we received the formal approval from CSRC for the proposed non-public issuance of H Shares. On September 15, 2010, we received the formal approval from CSRC for the proposed non-public issue of A Shares. In November 2010, we completed the placements of 1,501,500,000 new A shares and 312,500,000 H shares, among which 123,900,000 new A shares were issued to CSAHC at the subscription price of RMB6.66 per share, and 312,500,000 H shares were issued to Nan Lung at the subscription price of HK\$2.73 per share.

On June 11, 2012, we entered into an A Shares subscription agreement with CSAHC, pursuant to which CSAHC conditionally agreed to subscribe and we conditionally agreed to allot and issue up to 487,804,878 A Shares for a consideration of not more than RMB2 billion, equivalent to the subscription price of approximately RMB4.1 per new A Share. The subscription agreement was approved in the Extraordinary General Meeting on August 10, 2012, which remained effective for a period of twelve months from the date of approval of the resolution at the general meeting. As of August 9, 2013, the relevant work regarding the 2012 Non-public A Share Issue of the Company had not been completed. The proposal for the 2012 Non-public A Share Issue of the Company and A Shares subscription agreement therefore were lapsed automatically due to the expiration of the resolution passed at the general meeting.

### **Issuance of Short-term Financing Bills and Medium Term Notes**

On April 18, 2008, our Board approved the proposed issuance of short-term financing bills in the principal amount of up to RMB4 billion in the PRC, and the submission of this proposal to the annual general meeting for the shareholders' approval. On June 25, 2008, our shareholders approved such proposed bill issuance at the annual general meeting for the year 2007. We believed that the bill issuance would provide a further source of funding at an interest rate which was expected to be lower than that for loans from commercial banks, lower the financing cost of borrowings for us, and was in the interests of us and our shareholders as a whole. The Company received the acceptance from National Association of Financial Market Institutional Investors to register the Company's short-term financing bills in the amount of RMB3.5 billion for a period up to September 10, 2010. The bills were jointly underwritten by China CITIC Bank Cooperation Limited and Bank of China Limited. In October 2008, we issued short-term financing bills with total face value of RMB2 billion with a bearing coupon interest rate at 4.7% and a maturity period of one year for funding of the business activities of the Company.

On May 28, 2008, the Board approved the proposed issuance of medium term notes by the Company in the principal amount of up to RMB1.5 billion and the submission of such proposal to the shareholders for their consideration and approval. On June 25, 2008, shareholders of the Company approved such notes issuance at the annual general meeting for the year 2007. The Company believed that the notes issue would provide a further source of medium to long term funding at an interest rate lower than the best lending rate for loans from commercial banks, lower the finance costs of borrowings for us and improve our debt structure. As of the date of this Annual Report, we have not issued any medium term notes, even though it has been approved by the Board and shareholders.

In order to capitalize on opportunities in the market and improve the flexibility and efficiency of financing, on June 25, 2012, the Board resolved to obtain a general and unconditional mandate from shareholders to issue potential debt financing instruments, in one or multiple tranches, within the permissible size for debt issuance in accordance with the provisions of the applicable laws and regulations. On the extraordinary general meeting held on August 10, 2012, shareholders approved the authorization given to the Board, generally and unconditionally, to determine the specific debt financing instruments and issuance plan, and to issue, in one or multiple tranches, debt financing instruments within the permissible size for debt issuance in accordance with the provisions of the applicable laws and regulations. According to the resolution, on October 31, 2012, the Board approved to apply to National Association of Financial

Market Institutional Investors for registration to issue, in one or multiple tranches, ultra-short-term financing bills with an aggregate principal amount of to RMB10 billion, according to its capital needs and the market conditions. The Company has completed the issuance of the first tranche of ultra-short-term financing bills on February 8, 2013. The total issuance amount of the first tranche financing bills was RMB0.5 billion, with a maturity period of 180 days, a par value per unit of RMB100 and a nominal interest rate of 3.9%.



On March 21, 2014, the Company completed the issuance of the first tranche of ultra-short-term financing bills for the year 2014 of China Southern Airlines Company Limited (the "2014 First Tranche Financing Bills"). The total issuance amount of the 2014 First Tranche Financing Bills was RMB3 billion, with a maturity period of 180 days, a par value per unit of RMB100 and a nominal interest rate of 5.1%.

On April 17, 2014, the Company completed the issuance of the second tranche of ultra-short-term financing bills for the year 2014 of China Southern Airlines Company Limited (the "2014 Second Tranche Financing Bills"). The total issuance amount of the 2014 Second Tranche Financing Bills was RMB3 billion, with a maturity period of 270 days, a par value per unit of RMB100 and a nominal interest rate of 5.1%.

On August 14, 2014, the Board approved to make an application to National Association of Financial Market Institutional Investors for the registration and issuance of medium-term notes with an aggregate maximum principal amount of RMB10 billion for the purpose of replenishing the working capital and optimizing the debt structure of the Company. The annual general meeting for the year 2014 of the Company held on June 30, 2015 approved to make an application to the National Association of Financial Market Institutional Investors for the registration of ultra-short-term financing bills with the aggregate maximum principal amount of RMB14 billion (the "Ultra-short-term Financing Bills"), and the Ultra-short-term Financing Bills within the mentioned issuance size will be issued in one tranche or multiple tranches according to the funding needs and the market conditions. As of the date of this Annual Report, we have not issued any medium term notes.

On November 19, 2015, the Company completed the issuance of the first tranche of ultra-short-term financing bills for the year 2015 (the "2015 First Tranche Financing Bills"). The total issuance amount of the 2015 First Tranche Financing Bills was RMB3 billion, with a maturity period of 270 days, a par value per unit of RMB 100 and a nominal interest rate of 3.20%.

On November 24, 2015, the Company completed the issuance of the second tranche of ultra-short-term financing bills for the year 2015 (the "2015 Second Tranche Financing Bills"). The total issuance amount of the 2015 Second Tranche Financing Bills was RMB2 billion, with a maturity period of 180 days, a par value per unit of RMB 100 and a nominal interest rate of 3.04%.

On November 30, 2015, the Company completed the issuance of the third tranche of ultra-short-term financing bills for the year 2015 (the "2015 Third Tranche Financing Bills"). The total issuance amount of the 2015 Third Tranche Financing Bills was RMB3 billion, with a maturity period of 268 days, a par value per unit of RMB 100 and a nominal interest rate of 3.16%.

## Issuance of Corporate Bonds

On November 13, 2015, the Company was approved by the CSRC to publicly issue corporate bonds (the "Corporate Bonds") in the amount of not more than RMB19 billion to qualified investors. The issuance of the Corporate Bonds shall be conducted in multiple tranches. The issuance of the first tranche must be completed within 12 months from the date of the approval and the issuance of the remaining tranches must be completed within 24 months from the date of the approval. On November 20, 2015, the Company issued the first tranche of 2015 corporate bonds of RMB3,000 million with an interest rate of 3.63% per annum due 2020. On March 3, 2016, the Company issued the first tranche of 2016 corporate bonds of RMB5,000 million with an interest rate of 2.97% per annum due 2019.

The following table sets forth certain statistical information with respect to the Group's passenger, cargo and mail traffic for the years indicated.

| Year | Passenger carried   |  | Cargo and Mail arrived (tons) |  | Total traffic (tons kilometers) |  |
|------|---------------------|--|-------------------------------|--|---------------------------------|--|
|      | Total (in millions) | Increase (decrease) over previous year (%) | Total (in thousands)          | Increase (decrease) over previous year (%) | Total (in millions)             | Increase (decrease) over previous year (%) |
| 2013 | 91.79               | 6.1  | 1,276                         | 3.6  | 17,469                          | 8.1  |
| 2014 | 100.91              | 9.9  | 1,433                         | 12.3                                       | 19,780                          | 13.2                                       |
| 2015 | 109.42              | 8.4  | 1,511                         | 5.4  | 22,388                          | 13.2                                       |

## Route Network

### Overview

The Group operates the most extensive route network among all Chinese airlines. As of December 31, 2015, the Group operated 1,032 routes consisting of 775 domestic routes, 43 regional routes and 214 international routes.

The Group continually evaluates its network of domestic, regional and international routes in light of its operating profitability and efficiency. The Group seeks to coordinate flight schedules with the Airline Subsidiaries on shared routes to maximize load factors and utilization rates. The acquisition of domestic, regional and international routes is subject to approval of the CAAC, and the acquisition of regional and international routes is also subject to the existence and the terms of agreements between the Chinese government and the government of the Hong Kong SAR, the government of the Macau SAR, the government of Taiwan province and the government of the proposed foreign destination.



In order to expand the Group's international route network, the Group has entered into code-sharing agreements with several international airlines, including Aeroflot-Russian Airlines, Air France, Asiana Airlines, China Airlines, China Eastern Airlines, CSA Czech Airlines, Delta Air Lines, Japan Airlines International, Kenya Airways, KLM Royal Dutch Airline, Korean Air, Mandarin Airlines, Pakistan International Airlines, PT Garuda Indonesia (Persero) Tbk., Qantas Airways Limited, Vietnam Airlines, Virgin America, WestJet and Xiamen Airlines. Under the code-sharing agreements, the participating airlines are permitted to sell tickets on certain international routes operated by the Group to passengers using the Group's codes. Similarly, the Group is permitted to sell tickets for the other participating airlines using its "CZ" code. The code-sharing agreements help increase the number of the Group's international sales outlets. After joining Skyteam Alliance, the Group has further established a network reaching over 1057 destinations globally, connecting 179 countries and regions and covering major cities around the world.

### ***Route Bases***

In addition to its main route bases including Guangzhou as core hub, Beijing as major hub, Urumqi as regional hub and Chongqing as seasonal hub, the Group maintains regional route bases in Zhengzhou, Wuhan, Changsha, Shenzhen, Shenyang, Changchun, Dalian, Harbin, Haikou, Zhuhai, Xiamen, Shanghai, Xi'an, Fuzhou, Nanning, Guilin, Shantou, Guiyang and Sanya. Most of its regional route bases are located in provincial capitals or major commercial centers in the PRC.

The Group believes that its extensive network of route bases enable it to coordinate flights and deploy its aircraft more effectively and to provide more convenient connecting flight schedules and access service and maintenance facilities for its aircraft. The Group believes that the number and location of these route bases may enhance the Group's ability to obtain the CAAC's approval of requests by the Group to open new routes and provide additional flights between these bases and other destinations in China. Current regulations of the CAAC generally limit airlines to operations principally conducted from their respective route bases.

### ***Domestic Routes***

The Group's domestic routes network serves substantially all provinces and autonomous regions in China, including Guangdong, Fujian, Hubei, Hunan, Hainan, Guangxi, Guizhou, Henan, Heilongjiang, Jilin, Liaoning and Xinjiang, and serves all four centrally-administered municipalities in China, namely, Beijing, Shanghai, Tianjin, and Chongqing. In 2015, the Group's most profitable domestic routes were between: Shenzhen-Beijing, Beijing-Shenzhen, Guangzhou-Beijing, Beijing-Guangzhou, Beijing-Shenyang, Shenyang-Beijing, Shanghai-Guangzhou, Guangzhou-Shanghai.

***Regional Routes***

The Group offers scheduled service between Hong Kong and Shenyang, Wuyishan, Zhangjiajie, Changchun, Yinchuan, Xiamen, Shantou, Beijing, Guilin, Meixian, Haikou, Wuhan, Zhengzhou, Nanning, Changsha, Sanya and Hohhot; between Macau and Hangzhou, Xiamen and Tianjin; and between Taipei and Guangzhou, Shanghai, Fuzhou, Hangzhou, Xiamen, Shenyang, Changsha, Wuhan, Dalian, Guilin, Harbin, Guiyang, Zhengzhou and Shenzhen. In 2015, the most profitable scheduled regional routes were between: Taipei-Guangzhou, Guangzhou-Taipei, Shenzhen-Taipei, Taipei-Shenzhen, Taipei-Harbin, Harbin-Taipei, Shanghai-Taipei, Taipei-Shanghai, Taipei-C

In 2015, the Group conducted a total of 20,662 flights on its regional routes, accounting for approximately 25.2% of all passengers carried by Chinese airlines on routes between Hong Kong, Macau or Taiwan and destinations in Mainland China according to CAAC statistics briefing.

Previously, direct flights between Taiwan and Mainland China were only available during certain festivals. Other than that, travelers between Taiwan and Mainland China had to make use of intermediate stops in Hong Kong or elsewhere. Since July, 2008, however, the ban on direct flights was further liberalized to allow direct charter flights on weekends. We were the first Chinese carrier to fly nonstop to Taiwan. On November 4, 2008, the Mainland China and Taiwan agreed to have regular direct passenger charter flights across the Taiwan Strait. On August 31, 2009, the Mainland China and Taiwan increased the number of regular cross-Strait direct passenger flights from 108 to 270 a week. Cross-Strait direct passenger flights were further increased in the following years. As of April 18, 2016, there were 698 cross-Strait direct passenger flights a week.

In order to further strengthen its presence in Taiwan, the Company entered into a memorandum of cooperation with China Airlines on June 23, 2008, which is the largest carrier in Taiwan in terms of route network. Based on the memorandum, the scope of cooperation between the parties will cover passenger and cargo carrying, maintenance, and ground handling services.

### ***International Routes***

The Group is the principal Chinese airline serving southeast Asian destinations and Australasia, including Singapore and major cities in Australia, New Zealand, Bangladesh, Indonesia, Thailand, Malaysia, Philippines, Vietnam, Myanmar and Cambodia.

In addition, the Group also provides scheduled services to cities in Australia, Azerbaijan, Bangladesh, United Kingdom, Burma, Cambodia, Canada, Dutch, France, Georgia, German, Italy, India, Indonesia, Japan, Kazakhstan, Kenya, Kyrgyzstan, Malaysia, Maldives, Nepal, New Zealand, Pakistan, Philippines, Russia, Singapore, South Korea, Tajikistan, Thailand, Turkey, Turkmenistan, United Arab Emirates (UAE), United States of American (USA), Vietnam, Mauritius, Uzbekistan, Iran. Since joining Skyteam Alliance, the Group has established a network reaching over 1057 destinations globally, connecting 179 countries and regions and covering major cities around the world.

In 2015, the Group's most profitable international routes were: Guangzhou–Sydney, Guangzhou-Los Angeles, Guangzhou–Melbourne, Guangzhou–Auckland, Dalian–Seoul, Seoul–Shenyang, Seoul–Dalian, and Shenyang-Seoul.

### ***Aircraft Fleet***

The Group's fleet plan in recent years has emphasized expansion and modernization through the acquisition of new aircraft and the retirement of less efficient and old aircraft. As of December 31, 2015, the Group operated a fleet of 667 aircraft with an average age of 6.3 years. Most aircraft of the Group are Boeing and Airbus aircraft. The Group has the largest fleet among Chinese airline companies. Among all the aircraft, 424 aircraft operated by the Group are leased pursuant to various types of leasing arrangements. Please see the table below for an analysis of our aircraft in terms of average age and respective passenger capacity.

| <b>Model</b> | <b>Number of Aircraft</b> | <b>Passenger Capacity</b> |
|--------------|---------------------------|---------------------------|
| Boeing 787   | 16                        | 228/237                   |

|                  |     |                         |
|------------------|-----|-------------------------|
| Boeing 777-300ER | 7   | 309                     |
| Boeing 777-200   | 4   | 360                     |
| Boeing 757-200   | 17  | 174/180/192/196/197/204 |
| Boeing 737-800   | 240 | 159/160/161/164/170     |
| Boeing 737-700   | 50  | 120/128                 |
| Boeing 737-300   | 3   | 126                     |
| Boeing 747-400F  | 2   | N/A                     |
| Boeing 777-200F  | 12  | N/A                     |
| Airbus 380-800   | 5   | 506                     |
| Airbus 330-300   | 19  | 275/284                 |
| Airbus 330-200   | 16  | 218/258                 |
| Airbus 321       | 79  | 179                     |
| Airbus 320       | 128 | 152                     |
| Airbus 319       | 43  | 122/138                 |
| EMB190           | 26  | 98                      |
| Total            | 667 | N/A                     |

In 2015, the Group continued to expand and modernize its aircraft fleet. During 2015, the Group (i) took scheduled delivery of twenty aircraft under purchase agreements, including six A320s, four A321s, four B777Fs, two B777-300ERs, and four A330-300s; (ii) took scheduled delivery of fourteen B737-800s under operating leases; and (iii) returned one B737-800 under operating leases upon expiry.

During 2015, Xiamen Airlines (i) took scheduled delivery of 16 aircraft under operating leases, including two B787-8 and fourteen B737-800 aircraft; (ii) took scheduled delivery of five B737-800s two B787-8 under financing leases.

In December 2015, we entered into the aircraft acquisition agreement with Boeing for the acquisition of 30 B737NG series aircraft and 50 B737 MAX series aircraft to be delivered from 2017 to 2021. In December 2015, we entered into the aircraft acquisition agreement with Airbus S.A.S for the acquisition of 10 Airbus A330-300 series aircraft to be delivered from 2017 to 2019.

## Aircraft Financing Arrangements

### *Overview*

A significant portion of the Group's aircraft is acquired under long-term capital or operating leases or long-term mortgage loans with remaining terms to maturity ranging from one to eleven years. As of December 31, 2015, 198 of the Group's 667 aircraft were operated under capital leases, 226 were operated under operating leases, 243 were either owned aircraft financed by long-term mortgage loans, or acquired either with cash proceeds or acquired by exercising the purchase options upon expiry of the respective capital leases. The Group's planned acquisition of aircraft in the foreseeable future will generally be made through acquisition by bank loans and the Group's own funds, and pursuant to operating leases or capital leases. The Group's determination as to its acquisition strategy depends on the Group's evaluation at the time of its capacity requirements, anticipated deliveries of aircraft, the Group's capital structure and cash flow, prevailing interest rates and other general market conditions.

The following table sets forth, as of December 31, 2015, the number of aircraft operated by the Group pursuant to capital and operating leases and the average remaining terms, of such leases.

|                  | Capital Lease      | Operating Lease    | Average<br>Remaining<br>Lease Term |
|------------------|--------------------|--------------------|------------------------------------|
| Model            | Number of Aircraft | Number of Aircraft | Year                               |
| Boeing 787       | 14                 | 2                  | 9                                  |
| Boeing 737-800   | 63                 | 94                 | 6.48                               |
| Boeing 737-700   | 11                 | 9                  | 1.23                               |
| Boeing 777-200F  | 7                  | 0                  | 8.82                               |
| Boeing 777-300ER | 7                  | 0                  | 10.37                              |
| Airbus 380-800   | 2                  | 0                  | 7.67                               |



|                |     |     |      |
|----------------|-----|-----|------|
| Airbus 330-300 | 10  | 8   | 7.39 |
| Airbus 330-200 | 11  | 2   | 4.92 |
| Airbus 321-200 | 25  | 22  | 6.29 |
| Airbus 320-200 | 43  | 40  | 6.7  |
| Airbus 319-100 | 1   | 29  | 3.13 |
| EMB190         | 4   | 20  | 4.3  |
| Total          | 198 | 226 | 6.09 |

### *Capital leases*

The majority of the capital leases in respect to aircraft and related equipment have terms of ten to fifteen years expiring during the years 2016 to 2030. As of December 31, 2015, the Group's aggregate future minimum lease payments (including future finance charges) required under its capital leases were RMB62,723 million. The Group's capital leases typically cover a significant portion of the relevant aircraft's useful life and transfer the benefits and risks of ownership to the Group. Under its capital leases, the Group generally has an option to purchase the aircraft at or near the end of the lease term. As is customary in the case of capital leases, the Group's obligations are secured by the related aircraft, as well as other collateral.

### ***Operating Leases***

As of December 31, 2015, the Group's aggregate future minimum lease payments required under its operating leases were RMB36,109 million. As of the year end of 2015, the Group's operating leases had original terms generally ranging from five to fifteen years from the date of delivery of the relevant aircraft, and the remaining terms of these leases ranged from one to eleven years. Pursuant to the terms of the operating leases, the Group is obligated to make rental payments based on the lease term, with no termination payment obligations or purchase option, and the lessor bears the economic benefits and risks of ownership. Under its operating leases, the Group has no option to purchase the aircraft and is required to return the aircraft in the agreed condition at the end of the lease term. Although title to the aircraft remains with the lessor, the Group is responsible during the lease term for the maintenance, servicing, insurance, repair and overhaul of the aircraft.

For capital leases or operating leases, the Group is obligated to indemnify the lessors against any withholding or similar taxes that may be imposed on the lessors by taxing authorities in China with regard to payments made pursuant to such leases. In accordance with relevant PRC tax regulations, a PRC lessee is liable to withhold PRC withholding tax in respect of any lease payments regularly made to an overseas lessor. Depending on the circumstances, this tax is generally imposed at a fixed rate ranging from nil to 10.0% of the lease payments, or in certain cases, the interest components of such payments for capital lease. The PRC withholding tax payable in respect of the lease arrangements amounting RMB291 million, RMB257 million and RMB198 million during 2015, 2014 and 2013 respectively, has been included as part of the lease charges.

### **Aircraft Flight Equipment**

The jet engines used in the Group's aircraft fleet are manufactured by General Electric Corporation, Rolls-Royce plc, United Technologies International, Inc., CFM International, Inc. and International Aviation Engines Corporation. The Group had 59 and 60 spare jet engines for its fleet as of the year end of 2015 and 2014, respectively. The Group determines its requirements for jet engines based on all relevant considerations, including manufacturers' recommendations, the performance history of the jet engines and the planned utilization of its aircraft. Acquisition of rotables and certain of the expendables for the Group's aircraft are generally handled by Southern Airlines (Group) Import and Export Trading Company Limited ("SAIETC"), a subsidiary of CSAHC acting as agent for the Group, in consideration of an agency fee. The Group arranges the ordering of aircraft, jet engines and other flight equipment for the Airline Subsidiaries and keeps an inventory of rotables and expendables for the Airline Subsidiaries.

### **Aircraft Maintenance**

A major part of the maintenance for the Group's fleet other than overhauls of jet engines is performed by Guangzhou Aircraft Maintenance Engineering Company Limited ("GAMECO"), an entity jointly controlled by the Company, Hutchison Whampoa ("Hutchison") and South China International Aircraft Engineering Company Limited, consistent with the Group's strategy to achieve fully integrated airline operations and to assure continued access to a stable source of high quality maintenance services. The remaining part of the maintenance for the Group's fleet other than overhauls of jet engines is performed by service providers in China and overseas. GAMECO performs all types of maintenance services, ranging from maintenance inspections performed on aircraft ("line maintenance services") to major overhaul performed at specified intervals. GAMECO was the first of three aircraft maintenance facilities in China having been certified as a repair station by both the CAAC and the Federal Aviation Administration. In March 1998, GAMECO received the Joint Civil Aviation Authorities certificate, which was transferred to European Aviation Safety Agency certification in November 2004, for the repair and maintenance of aircraft and aircraft engines.

The Group believes that GAMECO performs major maintenance checks on the Group's aircraft within time periods generally consistent with those of large international airline maintenance centers. GAMECO's repair and maintenance capacity include overhaul of more than 47.4% of the Group's aircraft. Although rotables for the Group's aircraft are generally imported through SAIETC, a portion of expendables and other maintenance materials are directly imported by GAMECO. Our agreement with GAMECO usually has a term of one year.

Overhauls of jet engines are performed by Zhuhai MTU, a former jointly controlled entity of the Company and MTU Aero Engines GmbH, and also by domestic qualified service providers in Beijing (AMECO), Xiamen (TEXL) and Hong Kong (HAESL), and by overseas qualified service providers in USA, Scotland, Malaysia, Korea, Singapore, France. On September 28, 2009, the Company entered into an agreement with CSAHC to sell its 50% equity interest in Zhuhai MTU to CSAHC at a consideration of RMB1,607,850,000. The transfer was completed in February 2010.

The amounts incurred by the Group for comprehensive maintenance services provided by GAMECO and Zhuhai MTU were RMB3,028 million, RMB2,095 million and RMB2,579 million for the years ended December 31, 2015, 2014 and 2013, respectively.

## **Safety**

The Group endeavors to maintain strict compliance with all laws and regulations applicable to flight safety. In addition, the Group has adopted measures to eliminate or minimize factors that may impair flight safety, including specialized training programs and safety manuals. The Air Safety Management Department of the Company implements safety-related training programs on an ongoing basis in all of the Group's operations to raise the safety awareness of all employees. As a result, overall flight safety has gradually improved. For "incidents" which include various events and conditions prescribed by the CAAC which do not involve serious personal injury or material damage to flight equipment, the Group has kept the number consistently below what is prescribed by the CAAC. For example, the Company's "Air Transportation Incidents Per Ten Thousands Hours Ratio" was 0.034, 0.012 and 0.02 in 2015, 2014 and 2013, respectively. In comparison, CAAC's published maximum acceptable Air Transportation Incidents Per Ten Thousands Hours Ratio was 0.5, 0.5 and 0.5 in 2015, 2014 and 2013, respectively. This ratio is defined as the number of occurrences of air transportation incident for every 10,000 hours of flight time. In 2013, the Group strengthened its flight safety management on the internal and external safety requirements. In 2008, the Group received the "Five-Star Flight Safety Award" from CAAC, being the first in domestic aviation industry to receive such a great honor. Subsequently in 2012, we were awarded the "Safe Flight Diamond Award" by CAAC for our 10,000,000 safety flight hours record, also being the first in domestic aviation industry to receive such a great honor. By December 31, 2015, the Company's continuous safe flight span totaled to 15.29 million hours.

## **Jet Fuel**

Jet fuel costs typically represent a major component of an airline's operating expenses. The Group's jet fuel costs accounted for 25.9%, 35.6% and 36.2% of the Group's operating expenses for the years ended December 31, 2015, 2014 and 2013, respectively. Like all Chinese airlines, the Group is generally required by the Chinese government to purchase its jet fuel requirements from regional branches of CAOSC and Bluesky Oil Supplies Company, except at the Shenzhen, Sanya, Haikou, Shanghai Pudong where jet fuel is supplied by Sino-foreign joint venture in which CAOSC is a joint venture partner. CAOSC is a State-owned organization controlled and supervised by the CAAC that

controls the importation and distribution of jet fuel throughout China.

Jet fuel obtained from CAOSC's regional branches is purchased at uniform prices throughout China that are determined and adjusted by CAOSC from time to time with the approval of the CAAC and the pricing department of the NDRC based on market conditions and other factors. As a result, the costs of transportation and storage of jet fuel in all regions of China are spread among all domestic airlines. Jet fuel costs in China are influenced by costs at state-owned oil refineries and limitations in the transportation infrastructure, as well as by insufficient storage facilities for jet fuel in certain regions of China.

Prior to 1994, domestic jet fuel prices were generally below international jet fuel prices. The Chinese government had gradually increased domestic jet fuel prices in order to reflect more accurately the costs of supplying jet fuel in China. As a result, domestic jet fuel prices have become higher than those in the international market since the beginning of 1994. In 2007 through the first half of 2008, the crude oil prices in the international market reached historic highs. In response to the pressure imposed by such soaring prices, on November 1, 2007 and June 20, 2008, respectively, NDRC increased the domestic price for jet fuel. Thereafter, in order to reduce fuel cost pressure faced by Chinese airlines, NDRC approved reductions in domestic prices for jet fuel in 2008 and 2009. However, starting from February 2009, the crude oil price in the international market continued to increase and maintained at a high level in 2013. However, influenced by excessive oil supply, global economic weakness and the strong USD, the international oil prices have been trending downward since 2014. Our jet fuel costs decreased from RMB37,728 million in 2014 to RMB26,274 million in 2015 as a result of a decrease in average jet fuel prices from 2014 to 2015.

In addition to purchases of jet fuel from CAOSC, the Group is also permitted by the Chinese government to purchase a portion of its jet fuel requirements for its international flights from foreign fuel suppliers located outside China at prevailing international market prices. Jet fuel purchased from such sources outside China accounted for approximately 16.44% and 14.48% of the Group's total jet fuel consumption in 2015 and 2014, respectively.

### **Fuel Surcharge**

The NDRC has lowered the rate of fuel surcharge from RMB 0.00002541 per kilometer to RMB 0.00002656 per kilometer, starting from April 1, 2013 and ending on March 31, 2014. Based on that rate, for every RMB100 by which the cost of jet fuel exceeds RMB4,140 per ton, the airlines are allowed to charge RMB0.00002656 per kilometer for the flight distance. From April 1, 2015, The NDRC has adjusted the benchmark oil price to RMB5000 per ton, for every RMB100 by which the cost of jet fuel exceeds that price, the airlines are allowed to charge RMB0.00002543 per kilometer for the flight distance. The Group's profit for the year may suffer from an unexpected change in the fuel surcharge collection policies and other factors beyond our control.

### **Flight Operations**

Flight operations for the Group's flights originating in Guangzhou are managed by our flight operations and marketing divisions, which are responsible for formulating flight plans and schedules consistent with route and flight approvals received from the CAAC. The Company's flight operations center in Guangzhou is responsible for the on-site administration of flights, including the dispatch and coordination of flights, deployment of aircraft, ground services and crew staffing. In addition, each of the Airline Subsidiaries maintains flight operations centers at all servicing airports for on-site administration of their flights. Our general dispatch offices are responsible for monitoring conditions of the Group's route network, administering the Group's flight plans, collecting and monitoring navigation data and analyzing and monitoring airport conditions.

To enhance its management of flight operations, the Group's computerized flight operations control system (SOC) began operation in May 1999. The system utilizes advanced computer and telecommunications technology to manage the Group's flights on a centralized, real-time basis. The Group believes that the system will assist it to (i) compile flight schedules more efficiently; (ii) increase the utilization of aircraft; (iii) allow real-time tracking of all of the Group's flights; and (iv) improve coordination of the Group's aircraft maintenance and ground servicing functions.

### **Training of Pilots and Flight Attendants**

The Group believes that its pilot training program, which was established in cooperation with the CAAC affiliated Beijing University of Aeronautics and Astronautics (the "BUAA"), has significantly improved the quality of the training received by the Group's pilots and has helped maintain the quality of the Group's staff of pilots at a level consistent with the expansion of operations called for by the Group's business strategy.

In the Group's pilot training program, trainees have two years of theoretical training at the BUAA. After successful completion of academic and physical examinations, the trainees receive flight training for a period of approximately 20 months at the Flying College, a company that is 48.12% owned by the Company, 4.76% owned by CSAHC and 47.12% owned by a third party shareholder. Each trainee at the Flying College is required to fly at least 250 hours before being awarded a flight certificate. Graduates of the BUAA and the Flying College are hired by the Group as trainee pilots after passing a CAAC-administered examination to obtain a pilot license. The total training period for the Group's trainee pilots is approximately four years. The Group had about 2,853 trainees as of April 18, 2016. Approximately 450 trainees are expected to graduate by the end of 2016.

As part of the pilot training program, trainee pilots receive their initial training in the operation of a specific aircraft with Zhuhai Xiang Yi Aviation Technology Company Limited ("Zhuhai Xiang Yi"), a jointly controlled entity between the Company and CAE International Holdings Limited, which also provides training to pilots from other Chinese airlines. Zhuhai Xiang Yi is equipped with simulators for majority models of aircraft currently operated by the Group and provides flight simulation training services to the Group.

The Group's pilots are required to be licensed by the CAAC, which requires an annual proficiency check. The Group's pilots attend courses in simulator training twice annually and in emergency survival training once annually. The Group also conducts regular advanced training courses for captains and captain candidates. Pilots advance in rank based on number of hours flown, types of aircraft flown and their performance history.

The Group funded the training of its recruited pilots in previous years and, as a result, incurred significant costs over the years. Recently, there has been a trend in the financing of pilot training worldwide from employer-sponsored to self-sponsored scheme. Such a change will not only cut down the Group's training expenses significantly, but also ensures the long-term dedicated service of the pilots. Starting from 2007, the Group began to recruit pilots under the self-sponsored training arrangement. On December 5, 2007, August 27, 2008, August 27, 2009, August 26, 2010 and September 9, 2011, the Board approved the Company to provide a guarantee with joint liability for the loans incurred under the self-sponsored pilot training program in an aggregate amount of RMB90,858,000, not more than RMB213,600,000, not more than RMB184,750,000, not more than RMB179,269,600 and not more than RMB83,850,000, respectively. On December 29, 2009, Xiamen Airlines, 51% owned subsidiary of the Company agreed to provide a guarantee with joint liability for the loans incurred under the partial self-sponsored pilot training program in an aggregate amount of not more than RMB100 million up to December 31, 2013. As of December 31, 2015, the Group has provided guarantees with joint liability for the loans of such self-sponsored pilots in an aggregate amount of RMB627 million under which an aggregate of personal bank loans of RMB454 million were drawn down from the banks. For the year ended December 31, 2015, the Group made repayments of RMB4 million due to the default of payments of certain pilot trainees.

Under the program, the self-sponsored pilots are bound to enter into service contracts with the Group when they finish their training courses. They have the choice to repay their loans in advance or in installments.



The Group conducts theoretical and practical training programs for its flight attendants at its Flight Attendants Training Center in Guangzhou (the "Guangzhou Training Center"). The Guangzhou Training Center is equipped with computerized training equipment, as well as simulator cabins for all models of aircraft currently operated by the Group. At the Guangzhou Training Center, flight attendants of the Group receive comprehensive training in areas such as in-flight service, emergency evacuation and water rescue.

### **Ground Services**

The Group makes arrangements with airport authorities, other airlines or ground services companies for substantially all ground facilities, including runway, ramp, terminal and support services buildings, at each airport that it serves. The Group pays landing, parking and other fees to such airports, including Guangzhou Baiyun International Airport (the "Guangzhou Baiyun Airport"). At domestic airports, such fees are generally determined by the CAAC.

At Guangzhou Baiyun Airport, the Group operates its own passenger check-in, cargo, mail and baggage handling, aircraft maintenance and cleaning services. The Group also provides such services to its customer airlines that operate in Guangzhou Baiyun Airport.

Ground services at the airports, such as those in Shenzhen, Changsha, Wuhan, Zhengzhou, Haikou, Zhuhai, Xiamen, Guilin, Jieyang, Guiyang, Shenyang, Harbin, Dalian, Changchun, Sanya, Nanning, Chongqing, Shanghai Hongqiao, Shanghai Pudong and Urumqi, are operated directly by the Group. Ground services at the airport in Beijing have been primarily provided by Beijing China Southern Airlines Ground Services Co., Ltd, which became a wholly-owned subsidiary of the Company in June 2009. Ground services at other airports in China are provided to the Group by local airport authorities or local airlines pursuant to various service agreements. Ground services and other services at airports outside China are provided to the Group by foreign services providers pursuant to various service agreements with such parties. All such agreements of the Group are short-term and otherwise on terms that are customary in the industry.

### **Air Catering**

We own a 55% equity interest in Guangzhou Nanland Air Catering Company Limited ("Nanland"). Nanland provides in-flight meals, snacks, drinks and related services for all of the Group's flights originating in Guangzhou and substantially all other flights departing from Guangzhou Baiyun Airport. The Group contracts with various air catering suppliers with respect to in-flight catering services for flights originating from other airports, generally on an annual basis and otherwise on terms that are customary in the industry.

In order to optimize assets structure, tighten cost control, reduce the number of connected transactions and enhance the independence of operations in the long-run, the Company acquired a 100% equity interest in China Southern Airlines Group Air Catering Company Limited ("SAG Air Catering") on August 31, 2007 from CSAHC. SAG Air Catering provides in-flight meals for flights of the Group originating or stopping at domestic airports, mainly in northern China and Xinjiang regions.

### **Cargo and Mail**

The Group also provides air cargo and mail services. A significant portion of these services are combined with passenger flights services. In 2015, the Group had two Boeing 747 freighters and twelve Boeing 777 freighters, mainly servicing 16 international cargo routes, including Guangzhou–Chongqing–Amsterdam–Guangzhou, Guangzhou–Amsterdam–Guangzhou, Guangzhou–London–Frankfurt–Guangzhou, Guangzhou–Frankfurt–Guangzhou, Guangzhou–Paris–Vienna–Guangzhou, Guangzhou–Anchorage–LosAngeles–Guangzhou, Guangzhou–Anchorage–Chicago–Tianjin–Guangzhou, Guangzhou–HoChiMinh–Hanoi–Guangzhou, ShanghaiPudong–Amsterdam–Vienna–ShanghaiPudong, ShanghaiPudong–Amsterdam–Chongqing–ShanghaiPudong, ShanghaiPudong–Amsterdam–ShanghaiPudong, ShanghaiPudong–Frankfurt–ShanghaiPudong, ShanghaiPudong–Anchorage–Chicago–ShanghaiPudong, ShanghaiPudong–LosAngeles–Vancouver–ShanghaiPudong, ShanghaiPudong–LosAngeles–Tianjin–ShanghaiPudong and ShanghaiPudong–LosAngeles–ShanghaiPudong. The Group conducts its cargo business primarily through its cargo hubs in Guangzhou and Shanghai.

## **Sales, Reservations and Marketing**

### ***Passenger Ticket Sales and Reservations***

The Group's ticket sales and reservations are conducted by or through independent sales agents and the Group's own network of exclusive sales offices as well as the CAAC's sales offices and CSAHC's affiliates. The Group has sales offices in Guangzhou and its other route bases. In addition, the Group maintains regional sales offices in other cities in China, including Beijing and Shanghai. The Group maintains international sales offices in Almaty, Amsterdam, Ashkhabad, Auckland, Baku, Bangkok, Bishkek, Brisbane, Busan, Chicago, Christchurch, Daegu, Daejeon, Delhi, Dhaka, Dubai (Sharjah), Dushanbe, Frankfurt, Fukuoka, Hanoi, Hiroshima, Ho Chi Minh City, Irkutsk, Islamabad, Istanbul, Jakarta, Jeddah, Kathmandu, Khabarovsk, Khudzhand, Kitakyushu, Kuala Lumpur, London, Los Angeles, Manila, Melbourne, Moscow, Nagoga, New York, Niigata, Novosibirsk, Nairobi, Oakland, Osaka, Osh, Paris, Penang, Perth, Phnom Penh, Phuket, San Francisco, Sapporo, Sendai, Seoul, Siem Reap, Singapore, Sydney, Tashkent, Tehran, Tokyo, Toyama, Tbilisi, Vancouver, Vladivostok, Vienna and Yangon.

The Group has agency agreements with airlines in the Asia-Pacific region, Europe, the United States and Africa for the processing of ticket sales and reservations on a reciprocal basis. In 2015, approximately 32.3% of all ticket sales for the Group's scheduled flights were made by the Group's network of sales offices and CSAHC's affiliates. The Group also sells tickets and accepts reservations through an extensive network of non-exclusive independent sales agents. Under the agency agreements with these sales agents, the Group pays commissions based on the value of tickets sold. The Group pays independent sales agents a commission of 3.32% of the ticket price. Sales agents are typically permitted to withhold their commission from the proceeds of ticket sales that are remitted to the Group. In 2015, sales by independent sales agents accounted for approximately 67.7% of the Group's ticket sales of its scheduled flights.

Substantially all of the Group's sales offices and agents in China are linked electronically to the TravelSky Technology Limited's computerized ticketing and reservations system, which is in turn linked to all domestic airlines for flights throughout China. The Group has also entered into membership agreements with several international reservation systems, including ABACUS in Southeast Asia, SABRE and GALILEO in the United States, AMADEUS in Europe and INFINI in Japan. These systems facilitate reservations and sales of tickets for the Group's international flights. In 2008, the Group further improved and optimized its online sales network, and launched Tencent sales counters in cooperation with Tencent Technology Limited, thus expanded the consumer sales network of the Group. Meanwhile, the Group upgraded and reconstructed the SMS platform, which provided SMS information services on mileage, flight schedule, flight status and air ticket price, and launched the "95539" services hotlines.

### ***Cargo***

The Group's cargo and mail services are promoted through its own cargo divisions and independent cargo agents both within and outside China that track available space among all airlines. In particular, the Group employs a number of cargo agents in the Pearl River Delta region. In 2015, the Group generally pays the cargo agents an average commission of 0.75% of the relevant cargo freight rate for domestic and international services, of which the commission of cargo agents in the Pearl River Delta region is 0.69%.

### ***Promotional and Marketing Activities***

The Group engages in regular promotional and marketing activities in an effort to increase its market share. The Group's promotional and marketing activities for domestic routes emphasize safety, passenger comfort and the frequency of the Group's flights. The Group's promotional and marketing activities for international and regional passengers emphasize the Group's quality of service, extensive route network in China and greater frequency of flights relative to other Chinese airlines. The Group was among the first to launch premium economy class of seating. In addition, the Group also promotes and markets its regional and international routes on the basis of price competitiveness.

The Group seeks to increase its name recognition by offering new services to passengers. For example, the Group was the first Chinese airline to provide off-airport check-in services. The Group also offered transfer and baggage "through-handling" services to passengers connecting to other airlines, including passengers connecting in Hong Kong for flights to Taiwan. The Group widened its use of information technology and introduced new services such as cell phone check-in, SMS platforms and online meal booking. In 2015, the Group strengthened the cooperation with Air France-KLM by co-promotion, agent and corporate joint visits and workshops, further integrating resources to benefit to both parties. Along with new route launches of Guangzhou - Nairobi, Guangzhou - Christchurch and Guangzhou - San Francisco, the Group held workshops in the origin and destination cities, announcing our new flights to local agents and clients. Besides, the Group cooperated with government agencies, Tourism Australasia and Tourism New Zealand, to promote and attract people to Australia and New Zealand. In addition, the Group broadcast the first micro film "Dream from the Heart", successfully expressed its brand, social responsibility and customer-oriented services.

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On the wake of permitted direct flights on weekends between Taiwan and Mainland China starting from July 4, 2008, the Company became the first Chinese carrier to fly nonstop to Taiwan. By taking advantage of such further liberalized air travel policy between Taiwan and Mainland China, the Company has taken measures to explore opportunities presented by and increase its name recognition in Taiwan market. On June 23, 2008, the Company entered into a memorandum of cooperation with China Airlines, which is the largest carrier in Taiwan by route network. Based on the memorandum, the scope of cooperation between the parties will cover passenger, cargo, maintenance and ground handling services. The Company believes that its strategic collaboration with China Airlines will be beneficial to both parties, expand their route network worldwide, increase their freight load factors, reduce labor and operating costs, and enhance the competitiveness of both airlines in the global air travel market.

To enhance relationships with its passengers, the Group has launched two frequent flyer programs, namely the "China Southern Airlines Sky Pearl Club" and the "Xiamen Airlines' Egret Card Frequent Flyer Program". By the end of 2015, the Group had approximately 31 million members (including those of Xiamen Airlines) under these programs.

## **Regulation**

The Chinese commercial aviation industry is subject to a high degree of regulation and oversight by the CAAC. Regulations and policies issued or implemented by the CAAC encompass substantially all aspects of airline operations, including route allocation, pricing of domestic airfare, the administration of air traffic control systems and certain airports, air carrier certifications and air operator certification and aircraft, registration and aircraft airworthiness certification. The Civil Aviation Law, which became effective in March 1996, provides a framework for regulation of many of these aspects of commercial aviation activities. Although China's airlines operate under the supervision and regulation of the CAAC, they are accorded an increasingly significant degree of operational autonomy, including with respect to the application for domestic, regional and international routes, the allocation of aircraft among routes, the purchase of flight equipment, the pricing of air fares within a certain range, the training and supervision of personnel and their day-to-day operations.

As an airline providing services on international routes, the Group is also subject to a variety of bilateral civil air transport agreements that provide for the exchange of air traffic rights between China and various other countries. In addition, China is a contracting state, as well as a permanent member, of the International Civil Aviation Organization (the "ICAO"), an agency of the United Nations established in 1947 to assist in the planning and development of international air transport, and is a party to many other international aviation conventions. The ICAO establishes technical standards for the international aviation industry. The Group believes that it, in all material respects, complies with all such technical standards.

### ***Route Rights***

*Domestic Routes.* The right of any Chinese airline to carry passengers or cargo on any domestic route must be obtained from the CAAC. Non-Chinese airlines are not permitted to provide domestic air service between destinations in China. The CAAC's policy is to assign a domestic route to the Chinese airline that is best suited to serve the route based, in part, on the location of the airline's main or regional base at the point of origin. Under current regulations, airlines are generally expected to operate mainly from their route bases, and flights within a particular region are expected to be served by airlines based in that region. The Group believes that these regulatory parameters benefit airlines, such as the Group, that have a large number of regional route bases. The CAAC also considers other factors that may make a particular airline suitable to operate a domestic route, including the applicant's general operating authority, compliance with pricing regulations and regulations applicable to safety and service quality, market demand, the ability of the applicant in terms of its existing routes, airport facilities and related support services.

The CAAC considers market conditions for a domestic route in determining whether the route should be allocated to one or more airlines. Generally, the CAAC requires the passenger load factor on certain route should be above the average rate of the whole market in the last flight season before additional flights and participants may be put on that route.

*Regional Routes.* Hong Kong and Macau routes and landing rights are derived from agreements between the Chinese government and the government of the Hong Kong SAR, and between the Chinese government and the government of Macau SAR. The rights to fly between Beijing and Hong Kong, Beijing and Macau, Shanghai and Hong Kong and Shanghai and Macau are allocated by the CAAC among the four Chinese airlines. The Group understands that the criteria for determining whether a Hong Kong and Macau route will be allocated to a particular airline include market demand, the ability of the airline to service the route and the appropriateness of the airline's aircraft for such route.

A number of Hong Kong routes are operated by Chinese airlines on a "charter" flight basis. Permission to operate these flights is in theory subject to monthly review by the CAAC and the Hong Kong Civil Aviation Department. The CAAC has informally indicated that it primarily considers market demand and airline capability in granting permission for such flights.

Previously, direct flights between Taiwan and Mainland China were only available during certain festivals. Since July 4, 2008, however, the ban on direct flights has been further liberalized to allow direct charter flights on weekends. On November 4, 2008, the Mainland China and Taiwan agreed to regular direct passenger charter flights across the Taiwan Strait. On August 31, 2009, the Mainland China and Taiwan extended the number of regular cross-Strait direct passenger flights from 108 to 270 a week. Cross-Strait direct passenger flights were further increased in the following years. As of April 18, 2016, there were 698 cross-Strait direct passenger flights a week.

*International Routes.* International route rights, as well as the corresponding landing rights, are derived from air services agreements negotiated between the Chinese government, through the CAAC, and the government of the relevant foreign country. Each government grants to the other the right to designate one or more domestic airlines to operate scheduled service between certain destinations within each of such countries. Upon entering into an air services agreement, the CAAC determines the airline to be awarded such routes based on various criteria, including the availability of appropriate aircraft, flight and management personnel, safety record, the overall size of the airline, financial condition and sufficiency of assets to bear civil liabilities in international air services. These route rights may be terminated by the CAAC under special circumstances.

The criteria for determining whether an international route will be allocated to a second airline generally include (i) the terms of the relevant bilateral civil aviation agreement; (ii) consistency with overall national plans and the national interest and the enhancement of reasonable competition; and (iii) whether the international airports to be used are sufficient for the aircraft flown and employ security measures consistent with international standards.



In addition, if the relevant bilateral civil aviation agreement permits more than one Chinese airline to operate a particular international route, the CAAC will only permit a second airline to operate on such route if during a specific season, the average load factor is more than 75%, or for a particular international route, if the flight capacity provided by Chinese airlines is 50% less than that provided by foreign airlines.

### ***Air Fare Pricing Policy***

Pursuant to "Pricing Reform of Domestic Civil Aviation" as approved by the State Council of the PRC effective on April 20, 2004, prices on domestic routes now fluctuate freely within a predetermined range. Instead of direct supervision by setting prices of air tickets through a local price bureau, the government now provides guidance on domestic flights and domestic civil aviation is controlled by the government indirectly. Market-oriented pricing policy was introduced and pricing system has been adjusted as a result of the above pricing reform. The CAAC and NDRC issued a notice on April 13, 2010, pursuant to which, effective on June 1, 2010, airlines may set first-class and business-class airfares freely in accordance with market prices, subject to relevant PRC laws. The economy-class airfares remain to be subject to the predetermined range. The CAAC and NDRC further issued a notice, pursuant to which, effective on October 20, 2013, airlines are free to set domestic flights airfares not exceeding up to 25% above the bench mark prices where governmental pricing guidance is applicable. In recent years, there were a series of air fare reform to deregulate the control on the air fare pricing policy step by step.

Published air fares of Chinese airlines for the Hong Kong and Taiwan routes are determined by the CAAC and the relevant civil aviation authorities in Hong Kong or Taiwan. Airlines may offer discounts on flights on their Hong Kong and Taiwan regional routes.

Published air fares of Chinese airlines for international routes (except for Japan) are determined by Chinese airlines at their own discretion, taking into account the international air fare standards established through the International Air Transport Association. For Japan routes, air fares must be approved by the relevant civil aviation authorities in Japan, and discounting of published international air fares is permitted.

### ***Acquisition of Aircraft and Flight Equipment***

If a Chinese airline plans to acquire an aircraft, the airline must first seek approval from the CAAC and NDRC. The airline must, as a condition of approval, provide specific acquisition plans, which are subject to modification by the CAAC and NDRC. If the CAAC and NDRC approve an aircraft acquisition, the airline negotiates the terms of the acquisition with the manufacturer together with China Aviation Suppliers Import and Export Corporation ("CASC"), an entity controlled by CAAC, because CASC possesses the license required to import or export aircraft, and CASC

receives a commission in respect thereof. Most Chinese airlines are also required to acquire their aircraft engines, spare parts and other flight equipment through CASC. The Company and a few other Chinese airlines are permitted to import jet engines and other flight equipment for their own use without the participation of CASC. In the case of the Company, SAIETC acts as its import agent and receives an agency fee for its services.

### ***Jet Fuel Supply and Pricing***

CAOSC and Bluesky Oil Supplies Company, companies supervised by the CAAC, are the only jet fuel supply companies in China, with the exception of the joint venture jet fuel supply companies that supply Shenzhen, Zhuhai, Sanya, Haikou, Shanghai Pudong and other small airports. Airlines are generally not permitted to buy jet fuel from other suppliers in their domestic operations, since the direct import of jet fuel for domestic purposes is prohibited. As a result, all Chinese airlines purchase their domestic jet fuel supply requirements (other than the above mentioned exceptions) from the seven regional branches of CAOSC. Jet fuel obtained from such regional branches is purchased at uniform prices throughout China that are determined and adjusted by CAOSC from time to time with the approval of the CAAC and the pricing department of the NDRC based on market conditions and other factors.

### *Safety*

The CAAC has made the improvement of air traffic safety in China a high priority and is responsible for the establishment of operational safety, maintenance and training standards for all Chinese airlines. The Chinese airlines are required to provide monthly flight safety reports to the CAAC, including reports of flight or other incidents or accidents and other safety related problems involving such airline's aircraft occurring during the relevant reporting period. The CAAC periodically conducts safety inspections on individual airlines.

Every pilot is required to pass CAAC-administered examinations before obtaining a pilot license and is subject to an annual recertification examination.

All aircraft operated by Chinese airlines, other than a limited number of leased aircraft registered in foreign countries, are required to be registered with the CAAC. All aircraft operated by Chinese airlines must have a valid certificate of airworthiness, which is issued annually by the CAAC. In addition, maintenance permits are issued to a Chinese airline only after its maintenance capabilities have been examined and assessed by the CAAC. Such maintenance permits are renewed annually. All aircraft operated by Chinese airlines may be maintained and repaired only by CAAC-certified maintenance facilities, whether located within or outside China. Aircraft maintenance personnel must be certified by the CAAC before assuming aircraft maintenance posts.

### *Security*

The CAAC establishes and supervises the implementation of security standards and regulations for the Chinese commercial aviation industry. Such standards and regulations are based on Chinese laws, as well as standards developed by international commercial aviation organizations. Each airline and airport in China is required to submit to the CAAC an aviation security handbook describing specific security procedures established by such airline or airport for the day-to-day operations of commercial aviation and procedures for staff training on security. Such security procedures must be based on relevant CAAC regulations and international commercial aviation treaties. Chinese airports and airlines that operate international routes must also adopt security measures in accordance with the requirements of the relevant international agreements.

### *Noise and Environmental Regulation*

All airlines in China must comply with the noise and environmental regulations of the PRC State Environmental Protection Agency. Applicable regulations of the CAAC permit Chinese airports to refuse to grant take-off and landing rights to any aircraft that does not comply with noise regulations.

### *Chinese Airport Policy*

The CAAC supervises and regulates all civilian airports in China. The local government of the PRC manages the administration of most civilian airports in China. Airports in China are also subject to regulation and ongoing review by the CAAC, which determines take-off and landing charges, as well as charges for the use of airports and airport services.

### *Competition*

The CAAC's extensive regulation of the Chinese commercial aviation industry has had the effect of managing competition among Chinese airlines. Nevertheless, competition has become increasingly intense in recent years due to a number of factors, including relaxation of certain regulations by the CAAC, an increase in the number of Chinese airlines and an increase in the capacity, routes and flights of Chinese airlines.

In the Chinese aviation industry, the three dominant airlines are the Group, Air China Limited (the "Air China") and China Eastern Airlines Corporation Limited (the "China Eastern Airlines"). In 2015, these three airlines together controlled approximately 66% of the commercial aviation market in China as measured by passengers carried.

Most major Chinese airlines have in recent years significantly expanded their fleets, while at the same time passenger traffic may not increase proportionately. In some years, this has resulted in a reduction in our passenger load factors. As a result, we are required to be more competitive with respect to, for example, quality of service, including ticketing and reservations, in-flight services, flight scheduling and timeliness.

The Group expects that competition in China's commercial aviation industry will continue to be intense. The Group will also face increasing competition from alternative means of transport, such as highway and rail, as China's transportation infrastructure improves. In particular, the so-called "Four Longitudinal and One Horizontal" high-speed railways have brought negative impact to the domestic commercial aviation sector.

In June 2011, the Beijing-Shanghai High-Speed Railway commenced operation. We currently have only one daily flight on the Beijing-Shanghai aviation route. The opening of the Beijing-Shanghai High-Speed Railway has had a little direct impact on us. The aviation routes along the way, in particular, short-haul routes have experienced a greater loss of customers, but such losses are within our expectations and have had minimal impact on the entire industry. In December 2012, the Beijing-Guangzhou and Harbin-Dalian High-Speed Railways commenced operation. Currently, the Four Longitudinal High-Speed Railways, including Beijing-Shanghai, Beijing-Guangzhou-Shenzhen, Harbin-Dalian, Shanghai-Hangzhou-Shenzhen High-Speed Railways, have commenced operation. The Four Horizontal High-Speed Railways, including Shijiazhuang-Taiyuan, Jinan-Qingdao, Zhengzhou-Xi'an-Baoji, Nanjing-Wuhan-Chongqing, Hangzhou-Nanchang-Changsha High-Speed Railways, have partly commenced operation, and the rest will be finished at the end of 2015. The expansion of the coverage of this network, improvements in the railway service quality, increased passenger capacity and stations located closer to urban centers than competing airports could enhance the relative competitiveness of the railway service and affect our market share on some of our key routes, in particular routes below 800 kilometers. The aggregate high-speed railway mileage in China reached over 19,000 kilometers as of December 31, 2015. The construction of all railways in China's "Four Longitudinal and Four Horizontal" high-speed railway network is expected to complete by the end of 2020. We expect it will bring further negative impact on the domestic aviation industry.

From the perspective of long term development, with the continuous improvement in the high-speed railway lines and services, the domestic flights of the airlines will face competition from all sides, which spurs the airlines to constantly improve its network of aviation routes while stepping up efforts to upgrade service quality and brand influence for the enhancement of its competitiveness as a whole.

The Group believes that it possesses certain competitive advantages as compared to other Chinese airlines. The Group has the most extensive route network and the largest number of regional route bases among Chinese airlines, which the Group believes places it in a favorable position in the route allocation process. The Group also has the largest aircraft fleet among all Chinese airlines, which, together with the Group's planned aircraft acquisitions, will permit the Group to expand its operations and to improve the deployment of the aircraft in its fleet. The Group also believes that its dominant presence in the populous and economically developed southern and central regions of China provides it with a competitive advantage in attracting new customers and that its fully integrated flight training, aircraft and engine maintenance and air catering operations enable it to achieve and maintain high quality service to its customers. In light of increasing competition from high speed trains, the Group intends to place more flight fleet to the international routes, where the Group will make an effort for a stronger market position. The Group also believes that its optimized route network, increased operational efficiency and improved service quality will attract more customers. The proposed cooperation between the Company and the high speed trains operators will also enable the Group to render a seamless air-ground service to customers which will bring a win-win situation for both the Group and the high speed trains operators.

According to CAAC statistics briefing, the following table sets forth the Group's market share of passengers carried, cargo and mail carried and total traffic of Chinese airlines for the years indicated.

| Year | Passenger Carried                  |                                  | Cargo and Mail Carried<br>(tons)    |                                  | Total Traffic<br>(tons kilometers)    |                                  |
|------|------------------------------------|----------------------------------|-------------------------------------|----------------------------------|---------------------------------------|----------------------------------|
|      | Industry<br>Total (in<br>millions) | Group's<br>Share (%<br>of total) | Industry<br>Total (in<br>thousands) | Group's<br>Share (%<br>of total) | Industry<br>Total<br>(in<br>billions) | Group's<br>Share (%<br>of total) |
| 2011 | 292.2                              | 27.6                             | 5,528                               | 20.5                             | 57.3                                  | 25.2                             |
| 2012 | 319.4                              | 27.1                             | 5,450                               | 22.6                             | 61.0                                  | 26.6                             |
| 2013 | 354.0                              | 25.9                             | 5,613                               | 22.7                             | 67.2                                  | 26.0                             |
| 2014 | 391.7                              | 25.8                             | 5,933                               | 24.2                             | 74.9                                  | 26.4                             |
| 2015 | 435.6                              | 25.1                             | 6,253                               | 24.2                             | 85.0                                  | 26.3                             |

*Domestic Routes*

The Group competes against its domestic competitors primarily on the basis of flight schedule, route network, quality of service, safety, type and age of aircraft and, to a lesser extent and until recently, price. The Group competes against other major Chinese airlines in its various domestic route markets. Of these competitors, the largest are two airlines owned or controlled by the Chinese government, and the remaining airlines are operated by or under the control of various Chinese provincial or municipal governments.

The following table sets forth the Group's market share in terms of passengers carried, cargo and mail carried on departing flights and total departing flights at the ten busiest airports in China in 2015 according to passenger volume data from CAAC statistics briefing.

| Airport           | Passenger Carried<br>(% of total) | Cargo and Mail<br>Carried<br>(% of total) | Departing Flight<br>(% of total) |
|-------------------|-----------------------------------|---|----------------------------------|
| Beijing           | 17.18                             | 10.88                                     | 17.5                             |
| Shanghai Pudong   | 8.77                              | 6.62                                      | 9.91                             |
| Guangzhou         | 48.82                             | 33.54                                     | 50.46                            |
| Chengdu           | 12.82                             | 13.55                                     | 11.8                             |
| Shenzhen          | 27.27                             | 15.51                                     | 25.83                            |
| Shanghai Hongqiao | 13.45                             | 21.91                                     | 13.66                            |
| Kunming           | 12.7                              | 19.86                                     | 11.92                            |
| Xi'an             | 15.24                             | 14.42                                     | 16.07                            |
| Chongqing         | 23.1                              | 20.54                                     | 24.81                            |
| Hangzhou          | 26.88                             | 17.96                                     | 27.9                             |

The following table sets forth the Group's market share in terms of passengers carried, cargo and mail carried on departing flights and total departing flights at eight busiest airports in southern and central China (excluding Guangzhou and Shenzhen, which are included in the table above) in 2015 according to passenger volume data from CAAC statistics briefing.





| Airport   | Passenger Carried<br>(% of total) |   | Cargo and Mail<br>Carried<br>(% of total) |   | Departing Flight<br>(% of total) |   |
|-----------|-----------------------------------|---|---|---|----------------------------------|---|
| Haikou    | 25.1                              | % | 32.8                                      | % | 24.1                             | % |
| Sanya     | 25.4                              | % | 31.7                                      | % | 26.8                             | % |
| Wuhan     | 38.5                              | % | 36.6                                      | % | 39.3                             | % |
| Changsha  | 34.7                              | % | 39.5                                      | % | 36.1                             | % |
| Zhengzhou | 37.0                              | % | 15.0                                      | % | 37.3                             | % |
| Nanning   | 28.6                              | % | 33.9                                      | % | 28.6                             | % |
| Zhuhai    | 42.3                              | % | 48.0                                      | % | 33.6                             | % |
| Guilin    | 25.5                              | % | 28.4                                      | % | 27.4                             | % |

### ***Regional Routes***

In 2015, the Group conducted a total of 20.66 thousands flights on its regional routes, accounting for approximately 25.2% of all passengers carried by Chinese airlines on routes between Hong Kong, Macau or Taiwan and destinations in China. The Group faces less competition on regional routes than that on domestic and international, and earns higher operating margin. Air China, China Eastern Airlines, Air Macau, Dragon Air and Cathay Pacific Airways compete with the Group in the regional traffic markets.

### ***International Routes***

The Group competes with Air China, China Eastern Airlines and many well-established foreign airlines on its international routes. Most of these international competitors have significantly longer operating histories, substantially greater financial and technological resources and greater name recognition than the Group. In addition, the public's perception of the safety and service records of Chinese airlines may adversely affect the Group's ability to compete against its regional and international competitors. Many of the Group's international competitors have larger sales networks and participate in reservation systems that are more comprehensive and convenient than those of the Group, or engage in promotional activities that may enhance their ability to attract international passengers.

In Southeast Asian routes, our competitors mainly include Thai Airways International, Singapore Airlines, Malaysian Airlines System, Air China and China Eastern Airlines. In European routes, our competitors mainly include Air China, China Eastern Airlines, Cathay Pacific Airways and Lufthansa German Airlines. In the United States routes, our competitors mainly include Air China, China Eastern Airlines, Cathay Pacific Airways and United Airlines. In Australian routes, our competitors include Air China, China Eastern Airlines, Cathay Pacific Airways and Qantas Airways. The Group competes in the international market primarily on the basis of safety, price, timeliness and convenience of scheduling.

### *Airline Subsidiaries*

The Airline Subsidiaries are joint ventures established by the Company and local companies in the provinces or special economic zones where the Airline Subsidiaries are based and are engaged in providing airline and related services. As of December 31, 2015, the Company owns a 51%, 55% or 60% equity interest in each of the Airline Subsidiaries.

As of December 31, 2015, Xiamen Airlines operated under its own "MF" code with a fleet of 146 aircraft. In 2015, Xiamen Airlines carried a total of about 24.87 million passengers, or approximately 22.7% of the passengers carried by the Group in that year, and had RMB18,931 million in traffic revenue.

As of December 31, 2015, Shantou Airlines operated under the Group's "CZ" code with a fleet of 14 aircraft. In 2015, under the centralized allocation of flight routes of the Group, Shantou Airlines carried a total of about 2.92 million passengers, or 2.7% of the passengers carried by the Group in that year. Total traffic revenue of Shantou Airlines for the year ended December 31, 2015 was RMB2,193 million.

As of December 31, 2015, Chongqing Airlines operated under the "OQ" code with a fleet of 13 aircraft. In 2015, under the centralized allocation of flight routes of the Group, Chongqing Airlines carried a total of about 2.64 million passengers, or 4.9% of the total number of passengers carried by the Group in that year. Total traffic revenue of Chongqing Airlines for the year ended December 31, 2015 was RMB1,756 million.

As of December 31, 2015, Zhuhai Airlines operated under the "CZ" code with a fleet of 10 aircraft. In 2015, under the centralized allocation of flight routes of the Group, Zhuhai Airlines carried a total of about 1.67 million passengers, or approximately 1.5% of the total number of passengers carried by the Group in that year. Total traffic revenue of Zhuhai Airlines for the year ended December 31, 2015 was RMB1,428 million.

As of December 31, 2015, Guizhou Airlines operated under the "CZ" code with a fleet of 18 aircraft. In 2015, under the centralized allocation of flight routes of the Group, Guizhou Airlines carried a total of about 2.87 million passengers, or approximately 2.6% of the total number of passengers carried by the Group in that year. Total traffic revenue of Guizhou Airlines was approximately RMB2,340 million for the year ended December 31, 2015.

As of December 31, 2015, Henan Airlines operated under the "CZ" code with a fleet of 26 aircraft. In 2015, under the centralized allocation of flight routes of the Group, Henan Airlines carried a total of about 4.62 million passengers, or approximately 4.2% of the total number of passengers carried by the Group in that year. Total traffic revenue of Henan Airlines was approximately RMB3,722 million for the year ended December 31, 2015.

## **Insurance**

The CAAC maintains fleet and legal liability insurance on behalf of the Group and all other Chinese airlines with PICC Property and Casualty Company Limited, or PICCP&C, and China Pacific Property Insurance Company Ltd., under the PICCP&C master policy. The Group maintains aviation hull all risks, spares and airline liability insurance, aircraft hull all risks and spare engines deductible insurance, aviation hull war and allied perils policy of the type and in the amount customary in the Chinese aviation industry.

Under the relevant PRC laws, civil liability of Chinese airlines for death or injuries suffered by passengers on domestic flights is limited to RMB400,000 (approximately US\$61,599) per passenger. As of July 31, 2006, the Convention for the Unification of Certain Rules for International Carriage by Air of 1999, or Montreal Convention, became effective in China. Under the Montreal Convention, carriers of international flights are strictly liable for proven damages up to 100,000 Special Drawing Rights and beyond that, carriers are only able to exclude liability if they can prove that the damage was not due to negligence or other wrongful act of the carrier (and its agents), or the damage arose solely from the negligence or other wrongful act of a third party. The Group believes that it maintains

adequate insurance coverage for the civil liability that can be imposed in respect of death or injuries to passengers under Chinese law, the Montreal Convention and any agreement which the Group is subject to.

The CAAC allocates insurance premiums payable in respect of the PICCP&C master policy to each participating airline based on the value of the airline's insured aircraft or, in the case of leased aircraft, based on the amount required by the terms of the lease. Insurance claims made by any participating airline may cause the premiums paid by the Group under the PICCP&C master policy to increase. PICCP&C's practice has been to reinsure a substantial portion of its aircraft insurance business through reinsurance brokers on the London reinsurance market.

## **Intellectual Property**

The Group's businesses and operations, other than the businesses and operations of Xiamen Airlines and Chongqing Airlines, are conducted under the names "China Southern" and "China Southern Airlines" in both English and Chinese. The Group uses as its logo a stylized rendition of a kapok plant. Xiamen Airlines conducts its businesses and operations under the name of "Xiamen Airlines" in English and Chinese and uses its own logo depicting a stylized rendition of an egret. Chongqing Airlines conducts its business and operations under the name of "Chongqing Airlines" in English and Chinese and uses its own logo depicting a cross of two rivers.

We own various trademarks and trade names related to our business. The names "China Southern" and "China Southern Airlines" contain Chinese words of common usage and are therefore not eligible for registration as trade names under current Chinese law. The kapok logo is a trademark registered in China and recorded with the International Air Transport Association ("IATA"), the rights to which are owned by CSAHC. The Company and CSAHC have entered into a trademark license agreement (the "Trademark License Agreement"), pursuant to which CSAHC has licensed to the Group the right to use the names "China Southern" and "China Southern Airlines" in both English and Chinese and granted the Company a ten-year renewable license from 1997 to use the kapok logo on a world-wide basis. CSAHC has retained the right to use the kapok logo in connection with its non-airline related businesses conducted as of the date of the Trademark License Agreement and to permit its affiliates that do not compete, directly or indirectly, with the Group to use the kapok logo. Unless CSAHC gives a written notice of termination three months before the expiration of the agreement, the agreement will be automatically renewed for another ten-year term. In May of 2007, the Trademark License Agreement has been automatically renewed by the two parties for another ten-year term ending 2017. Xiamen Airlines owns all rights to its egret logo, which is a trademark registered in China, and recorded with the IATA. Chongqing Airlines also owns all rights to its logo, which is a trademark registered in China, and recorded with the IATA.

## Iran Sanctions Disclosure

Pursuant to Section 13(r) of the Securities Exchange Act of 1934, or the Exchange Act, if during 2015, the Company or any of its affiliates have engaged in certain transactions with Iran or with persons or entities designated under certain executive orders, the Company would be required to disclose information regarding such transactions in our Annual Report as required under Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, or ITRA. During 2015, the Company operated air services to and from Iran through the specifically designated route of "Beijing - Urumqi - Tehran - Urumqi - Beijing" (the "Iran Route") and engages in international traffic in passengers, cargo and mail.

In order to provide its aviation service in Iran, the Company has entered into certain grounding service agreement with Iran Air whereby Iran Air provides the Company with grounding service, maintenance and other support services in return for certain service fees to be paid by the Company in accordance with the agreement. The Company does not provide, nor has it ever provided any equipment, component, or technology to Iran. The service rendered by the Company to Iran is limited to the provision of international traffic in passengers, cargo and mail and those services provided by its local offices and agents to customers. The Company does not operate flights within Iran.

The Company's international route rights, as well as the corresponding landing rights, are derived from air services agreements negotiated between the Chinese government, through the Civil Aviation Administration of China, and the governments of the relevant foreign countries. With respect to the Iran Route, the Company's international route rights associated thereto are derived from and based on the bilateral air transport agreement (the "Bilateral Agreement") entered into by and between the Chinese government and the Iranian government. Both parties are contracting parties to the Convention on International Civil Aviation, opened for signature at Chicago on December 7, 1944, and entered into the Bilateral Agreement with an aim to establish and operate scheduled air services between and beyond the two countries' respective territories. The Bilateral Agreement, which has been registered with the International Civil Aviation Organization, sets forth general principles and specific rules governing the Company's aviation services in Iran.

The Company understands that Iran Air is Iran's national airline carrier and is designated by the U.S. Department of the Treasury pursuant to Executive Order No. 13382. However, Executive Order No. 13382 only "prohibits all transactions between the designees and any U.S. person." The Company is incorporated in the People's Republic of China and is a foreign issuer in the United States. As the Company is not a U.S. person, its transactions with Iran Air are not prohibited by Executive Order No. 13382. The Company further understands that it has an obligation to disclose its transactions with Iran Air as described above under Exchange Act Section 13(r)(1)(D)(iii). Iran Air is Iran's national airline carrier and is controlled or owned by the Government of Iran. The Company believes that Iran Air can be identified as the Government of Iran under Section 560.304 of title 31, Code of Federal Registration (relating to the definition of the Government of Iran). The Company has not obtained any specific authorization of a Federal department or agency of the United States concerning its transactions with Iran Air.

The Company does not anticipate any significant change in its service to Iran, either by way of increasing significantly the size of or altering the nature of its operations in the territory. For the year ended December 31, 2015, the asset of Iran office and revenue generated from the air services to Iran amounted to USD0.74 million and USD3.68 million, representing only 0.0025% and 0.0212% of the total asset and total revenue generated by the Group for the year ended December 31, 2015, respectively. Therefore, the Company believes that its operations in Iran for the year ended December 31, 2015 are inconsequential and quantitatively immaterial to its business, financial condition and results of operations.

### C. Organizational Structure

The following chart illustrates the corporate structure of the Group as of December 31, 2015 and the aggregate effective equity interest of the Company in each of its principal subsidiaries, associates and jointly controlled entities.

Note a: Including 12.89% ownership interest held by CSA's subsidiaries.

The particulars of the Group's principal subsidiaries as of December 31, 2015 are as follows:

| Name of Company  | Place and Date of Establishment/Operation | Proportion of Ownership Interest Held by the Company |   |
|--|---|--|---|
| Shantou Airlines Company Limited                           | PRC July 20, 1993                         | 60   | % |
| Zhuhai Airlines Company Limited                            | PRC May 8, 1995                           | 60   | % |
| Xiamen Airlines Company Limited                            | PRC August 11, 1984                       | 55   | % |
| Guizhou Airlines Company Limited                           | PRC November 12, 1991                     | 60   | % |
| Chongqing Airlines Company Limited                         | PRC May 30, 2007                          | 60   | % |
| Guangzhou Nanland Air Catering Company Limited             | PRC November 21, 1989                     | 55   | % |
| Guangzhou Baiyun International Logistic Company Limited    | PRC July 23, 2002                         | 61   | % |
| Xinjiang Civil Aviation Property Management Limited        | PRC December 12, 2002                     | 51.84  | % |
| China Southern Airlines Group Air Catering Company Limited | PRC December 25, 2003                     | 100  | % |
| Nan Lung International Freight Limited                     | Hong Kong October 1, 1996                 | 51   | % |
| Beijing Southern Airlines Ground Services Company Limited  | PRC April 1, 2004                         | 100  | % |
| China Southern Airlines Henan Airlines Company Limited     | PRC September 28, 2013                    | 60   | % |

The particulars of the Group's principal associates and jointly controlled entities as of December 31, 2015 are as follows:

| Name of Company  | Place and Date of Establishment/Operation | Proportion of Ownership Interest Held by |             |              |  |
|--|---|--|-------------|--------------|--|
|  |   | Group Effective Interest                 | The Company | Subsidiaries |  |
| Guangzhou Aircraft Maintenance Engineering Company Limited | PRC October 28, 1989                      | 50 %                                     | 50 %        | —            |  |

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|  |                           |        |       |    |       |   |
|--|---------------------------|--------|-------|----|-------|---|
| Southern Airlines Group Finance Company Limited                | PRC June 28, 1995         | 33.98% | 21.09 | %  | 12.89 | % |
| Sichuan Airlines Corporation Limited                           | PRC August 28, 2002       | 39     | %     | 39 | %     | — |
| Zhuhai Xiang Yi Aviation Technology Company Limited            | PRC July 10, 2002         | 51     | %     | 51 | %     | — |
| Southern Airlines Culture and Media Co., Ltd.                  | PRC May 13, 2004          | 40     | %     | 40 | %     | — |
| China Southern West Australian Flying College Pty Ltd.         | Australia October 1, 1993 | 48.12% | 48.12 | %  | —     |   |
| Guangzhou China Southern Zhongmian Dutyfree Store Co., Limited | PRC March 1, 2001         | 50     | %     | 50 | %     | — |



## D. Property, Plant and Equipment

For a discussion of the Group's aircraft, see Item 4 "Information on the Company — History and development of the Company — Aircraft Acquisitions."

The Company's headquarters in Guangzhou occupy an area of approximately 1,172,531 square meters of land and a total gross floor area of approximately 761,409 square meters. The Company leases from CSAHC the land in Guangzhou on which the Company's headquarters and other facilities are located. The Company also leases from CSAHC certain buildings mainly at the Haikou, Wuhan, Nanyang, Shenyang, Dalian, Jilin, Harbin, Xinjiang and other PRC cities.

The Company's principal properties are located at its headquarters site and at its route bases. The following table sets forth certain information with respect to the Company's properties at its headquarters in Guangzhou and certain route bases as of the date hereof.

|           | Land (in square meters) |         | Building (in square meters) |        |
|-----------|-------------------------|---------|-----------------------------|--------|
|           | Owned                   | Leased  | Owned                       | Leased |
| Guangzhou | 1,172,531               | 88,929  | 761,409                     | 47,540 |
| Shenzhen  | 256,280                 | —       | 101,502                     | —      |
| Zhuhai    | 179,415                 | 30,000  | 61,973                      | 3,047  |
| Changsha  | 302,794                 | 11,386  | 97,100                      | 8,860  |
| Zhengzhou | 449,290                 | —       | 73,391                      | 9,270  |
| Haikou    | 332,961                 | 12,497  | 65,231                      | 1,288  |
| Wuhan     | 16,784                  | 47,882  | 33,527                      | 37,491 |
| Nanyang   | —                       | —       | 12,156                      | 60,035 |
| Sanya     | 106,680                 | —       | 38,513                      | 5,421  |
| Shenyang  | 142,199                 | 39,582  | 130,303                     | 64,804 |
| Dalian    | —                       | 158,240 | 36,188                      | 32,862 |
| Jilin     | 134,488                 | 65,076  | 78,536                      | 7,767  |
| Harbin    | 11,896                  | 278,973 | 40,599                      | 43,722 |
| Xinjiang  | 2,143                   | 631,094 | 137,932                     | 3,396  |
| Guangxi   | 108,133                 | —       | 61,093                      | 2,892  |
| Beijing   | 85,453                  | —       | 49,314                      | 19,790 |
| Shanghai  | 42,292                  | —       | 35,512                      | 7,253  |
| Xi an     | —                       | —       | 4,276                       | —      |
| Chengdu   | —                       | —       | 1,964                       | 209    |
| Sydney    | —                       | —       | 1,151                       | 2,449  |

The following table sets forth certain information with respect to the properties of the Airline Subsidiaries as of the date hereof.

|                    | Land (in square meters) |        | Building (in square meters) |        |
|--------------------|-------------------------|--------|-----------------------------|--------|
|                    | Owned                   | Leased | Owned                       | Leased |
| Xiamen Airlines    | 1,534,087               | —      | 723,851                     | 51,290 |
| Shantou Airlines   | 260,639                 | 53,000 | 73,499                      | 2,407  |
| Zhuhai Airlines    | 99,306                  | —      | 52,793                      | 2,954  |
| Guizhou Airlines   | 259,879                 | —      | 20,783                      | 4,884  |
| Chongqing Airlines | 82,449                  | —      | 8,943                       | 3,660  |

As systems for registration and transfer of land use rights and related real property interests in China have been implemented relatively recently, such systems do not yet comprehensively account for all land and related property interests. The land in Guangzhou on which the Company's headquarters and other facilities are located and the buildings that the Company uses at its route bases in Wuhan and Haikou are leased by the Company from CSAHC. However, CSAHC lacks adequate documentation evidencing CSAHC's rights to such land and buildings, and, as a consequence, the lease agreements between CSAHC and the Company for such land may not be registered with the relevant authorities. Lack of registration may affect the validity of such lease agreements. There are certain other parcels of land and buildings owned or used by the Group that lack adequate documentation. Lack of adequate documentation for land use rights and ownership of buildings may impair the ability of the Group to dispose of or mortgage such land use rights and buildings. As of April 18, 2016, the Group was in the process of applying for the land use right certificates and property title certificates in respect of the properties located in Guangzhou (including Guangzhou Baiyun International Airport), Xiamen, Heilongjiang, Jilin, Dalian, Nanning, Hunan, Beijing, Shanghai, Sanya, Zhuhai, Shenzhen, Shenyang, Xinjiang, Henan, Chengdu and Shantou in which the Group has interests and for which such certificates have not been granted. The directors of the Company are of the opinion that the use of and the conduct of operating activities at the properties referred to above are not affected by the fact that the Group has not yet obtained the relevant land use right certificates and property title certificates.

#### ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

#### ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis should be read in conjunction with the Financial Statements of the Group contained elsewhere in this Annual Report. The Group maintains its books and accounts in accordance with the Accounting Standards for Business Enterprises-Basic Standard and 38 Specific Standards, application guidance, bulletins and other relevant accounting regulations (collectively "PRC GAAP") and prepares its financial statements in accordance with both PRC GAAP and IFRSs. The Financial Statements contained elsewhere in this Annual Report have been prepared in accordance with IFRSs.

The discussion and analysis of the Group's financial position and results of operations are based on the consolidated financial statements, which have been prepared in accordance with IFRSs.

Critical Accounting Policies

The preparation of the consolidated financial statements requires the Group to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and potentially result in materially different results under different assumptions and conditions. Our principal accounting policies are set forth in Note 2 to the consolidated financial statements. The Group believes that the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

#### ***Impairment of account receivables***

Trade receivables are recognised initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognized in the income statement. When a trade receivable is uncollectible, it is written off against the provision account for trade receivables. Subsequent recoveries of amounts previously written off are credited in the income statement.

### ***Impairment for Long-lived Assets***

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognised in accordance with IAS36, Impairment of Assets. The carrying amounts of long-lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The recoverable amount is the greater of the fair value less costs to sell and value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of traffic revenue and the amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions for projections of traffic revenue and amount of operating costs.

### ***Depreciation***

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews the estimated useful lives of assets annually in order to determine the amount of depreciation expense to be recorded during any financial year. The useful lives are based on the Group’s historical experience with similar assets and take into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

### ***Provision for Major Overhauls***

Provision for the cost of major overhauls to fulfil certain return condition for airframes and engines under operating leases is accrued and charged to the income statement over the estimated overhaul period. This requires estimation of the expected overhaul cycle and overhaul cost, which are based on the historical experience of actual cost incurred for overhauls of airframes and engines of the same or similar types. Different estimates could significantly affect the estimated provision and the results of operations.

### ***Frequent Flyer Revenue***

The amount of revenue attributable to the mileages earned by the members of the Group's frequent flyer award programmes is estimated based on the fair value of the mileages awarded and the expected redemption rate. The fair value of the mileages awarded is estimated by reference to external sales. The expected redemption rate was estimated based on historical experience, anticipated redemption pattern and the frequent flyer programme design.

***Provision for consumable spare parts and maintenance materials***

Provision for consumable spare parts and maintenance materials is made based on the difference between the carrying amount and the net realisable value. The net realisable value is estimated based on current market condition, historical experience and Company's future operation plan for the consumable spare parts and maintenance materials. The net realisable value may be adjusted significantly due to the change of market condition and the future plan for the consumable spare parts and maintenance materials.

### *Income tax*

Significant judgment is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional tax will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the year in which such determination is made.

### *Retirement benefits*

According to IAS 19, an entity shall account not only for its legal obligation under the formal terms of a defined benefit plan, but also for any constructive obligation that arises from the entity's informal practices where the entity has no realistic alternative but to pay the employee benefits. The Company believes the payments to those retirees who retired before the establishment of Pension scheme (as defined in Note 49 (a)) are discretionary and have not created a legal or constructive obligation. Such payments are made according to the Group's business performance, and can be suspended at any time (Note 14).

### Recently Pronounced International Financial Reporting Standards

Information relating to the recently pronounced IFRSs is presented in Note 2 to the consolidated financial statements.

### Overview

In 2015, with slowdown in world economic growth, and the ruggedness and hardship on the road of global recovery, China faced constant downward economic pressure. Meanwhile, in addition to the grim situation of global aviation safety, domestic and international civil aviation market confronted with continuous market competition with drastic fluctuations of the RMB exchange rate and continuously decreasing aviation fuel price. Facing the intricate external environment, the Group adhered to the line of steady development. On one hand, the Group withstood the pressure and made the best efforts to ensure the aviation safety. On the other hand, the Group seized the opportunity of decreasing fuel price and increasing outbound tourism, which significantly improved the profit level. In addition, the Group actively responded to the depreciation of RMB and other challenges so as to reduce exchange loss. Under the common efforts of the management and all employees, the Group's business achievement hit new high and comprehensive competitive force was constantly improved. The following achievements were made:

## Safety and Efficiency

We continuously laid solid foundation for safety, strengthened safety trainings and further perfected the development of safety dynamic management and optimized information system, especially the capability to deal with special situations. During the reporting period, the Group realized 2,200,000 safe flight hours, accumulatively 15,720,000 safe flight hours and 10,166 hours of general aviation service, which maintained over 16 years of aviation safety and 21 years of aviation security. The Group continued to keep the best safety records among Chinese airlines. We exerted ourselves to improve operating efficiency and strengthened flights, capacity and crew resources management, by which we improved our capability to respond to complex situation. Throughout the whole year, we launched extensive delay warning for 216 times and optimized over 10,000 flights in total. We focused on improving comprehensive operating efficiency of intercontinental routes, continued shortening deviation of flight plan and saved over 5,000 hours of flying time. Taking advantage of Hub Control Center, we kept improving the transit process, by which the hub operation efficiency has been promoted effectively.

## Fleet and Network

In order to actively respond to market demands, we further enlarged the fleet size and optimized fleet structure. During the reporting period, the Group introduced 58 aircraft including B777-300ER and B787 and retired 3 aircraft including B757. We entered into an agreement with Boeing Company, by which we proposed to purchase 110 aircraft of B737NG and B737MAX series from Boeing Company and sell 13 B757 aircraft and 3 B733 aircraft to Boeing Company. We entered into an agreement with Airbus S.A.S, by which we purchased 10 aircraft of A330-300 series from Airbus Company. By the end of the reporting period, the Group owned 667 aircraft, ranking top in Asia and fifth in the world in terms of fleet size.



We constantly deepen the strategic transformation by giving full play to existing advantages and continuing developing the network layout. During the reporting period, we focused on key market competitive strengths and leading position in the domestic market. At the same time, we firmly seized the strategic opportunity of “One Belt One Road” to perfect international layout. We focused on strengthening involvement in Europe and North America and appropriately opened new flights to Australia and New Zealand. During the reporting period, we launched flights to Nairobi, Christchurch and Rome besides opening more flights from Guangzhou to Sydney, Melbourne, Perth, Los Angeles, New York, etc. In addition, we strengthened the Urumqi hub and opened flights from Urumqi to Tehran, Islamabad, etc.

### Market and Service

During the reporting period, the Group closely followed the hot spots of market and adhered to precision, internationalization and E-commercialization on passenger service marketing. Based on the market characteristics and competitive environments of different times and regions, we optimized the transport capacity input and price strategy in an efficient and precision way. We leveraged the outbound tourism boom and strengthened international marketing. Throughout the year, the passenger load factor of international flights exceeded 80%, and the revenue from the first class and business class of international flights increased by nearly 20% compared with the same period of the previous year, and the intercontinental flights realized annual profit-making for the first time. We continued optimizing the official website and mobile application of the Company and attached high importance to flow acquisition, which constantly improved conversion rate of electronic marketing. In the whole year, our official website had 90,930,000 views, the total number of social media followers reached as much as 8,050,000, and the APP had 2,170,000 new downloads, which was leading among domestic airlines. During the reporting period, the sales volume of mobile application and WeChat nearly doubled, and the ability of applying “Internet +” was improved efficiently.

During the reporting period, we constantly improved the operation level of freighter, optimized the capacity input and network layout of Shanghai and Guangzhou hubs. We explored the market potential of bellyhold, and the international transit cargo volume of Guangzhou increased by 11% compared with the same period of the previous year; the transport volume of “China Southern Airlines Express” increased by 27% compared with the same period of the previous year. We seized the opportunity of cross-border online retailers which developed rapidly with a sound trend. During the reporting period, based on consolidating the marine oil business of the Company, we actively developed onshore business, and the general aviation business was diversified gradually, realizing profit-making for 11 consecutive years.

During the reporting period, the Group improved services with full series of service products and whole-process service care and tried to bring passengers a relaxed and pleasant experience. We spared no effort to push service electronization, becoming the number one Chinese airlines in the number of electronic check-ins. We launched Nan Hang Xing and Guan Ai Qing series products and provided special passengers with warm services. We launched kid’s gift packs, kid’s meal and in-flight kid’s exclusive channel, creating surprises for child passengers. We pushed “Fast Pass” service, transit hotel booking on our official website and a through bill of international transit flight, and perfected

onlineordering products. We also realized quarterly Premiree mechanism of blockbuster on board to make passengers more relaxed. We specially set up the customer care center, preliminarily realized wholeprocess customer care and the complaint ratio of passengers was substantially lower than the industry average.

#### Alliance and Cooperation

During the reporting period, we continued deepening the cooperation relationship with SKYTEAM partners, which enlarged the market coverage and overseas recognition of the Company in Europe and other regions. We established interaction mechanism with alliance partners in the pilot cities in China and Europe, the sales revenue of relevant flights increased remarkably. During the reporting period, we entered into a strategic cooperation framework agreement with Capital Airports Holding Company – an indication of the Group’s status as the leading operation airline of Beijing new airport. We continued acting as the leading partner and exclusive official airline sponsor of Sydney Festival and Melbourne Festival and the major partner of Melbourne Football Club which was the most time-honored sport club in Australia, so as to deepen into the mainstream market of Australia through sports and culture. Furthermore, we closely cooperated with key international regional tourism agencies and airports to push the all-round publicity of the international image brand of the Group.

#### Member and Employee

During the reporting period, Sky Pearl Club had another 4,200,000 new members, breaking through 25,000,000 in total number. The customer-oriented Group continued optimizing the exclusive products for members and launched high-end member exclusive interests, especially improving the experience of high value members. We actively tried the cooperation projects in the fields of automobile and real estate, so as to create more values for members. In addition, we initiated the member’s day activity on the 28th day of every month for the first time, constantly launched more exclusive preferential products and services for members and set off the member theme marketing of domestic airline companies. During the reporting period, we focused on key issues, optimized the compensation and welfare policies and motivated the vitality of employees. We perfected post development channel and realized longterm employee incentive; we officially launched the “Young Employee Cultivation Program” which comprehensively promoted the growth of young employees. We innovated the services for employees, and enhanced employees’ sense of belonging by providing value-added and creative services. During the reporting period, the Group was named “National Top 30 Employers of China” and “the Employer with the Most Woman Concerns of China” of the year.

## Environment and Society

As a responsible corporate citizen, we have been adhering to the ideas of “Green Flight, Green Consumption and Green Innovation”, actively responding to and practising the national policies. The Company’s environmental protection policies cover various areas, including energy conservation and emission reduction, improvement of energy efficiency, optimization of waste disposal, transformation of the airframe for energy conservation, optimization of flight route, and paperless office. In addition, we have been sharing the idea of environmental protection with our clients to make them enjoy our quality services, and at the same time understand our efforts in environmental protection and become a part of it.

We highly value the opinions and suggestions from all stakeholders such as investors, governments, clients, employees, industrial associations, partners, communities, experts, media and peers. We hold the firm belief that only by establishing a stable, open and transparent mechanism for communication among the stakeholders can we achieve a win-win situation by promoting sustainable development of the Company and the construction of a harmonious society. During the reporting period, we have communicated with approximately 8,000 stakeholders on matters in relation to our social responsibilities by ways of questionnaires, group discussions and interviews, the the results of such communication will be used as important references to the review and promotion of our plans for sustainable development.

Because the Group finances its aircraft acquisitions mainly through capital leases or bank loans in U.S. dollars, and there are a substantial amount of transactions and obligations denominated in U.S. dollars in relation to its global purchases of jet fuel, lease and purchase of aviation equipment as well as major repairs, in addition to the landing fees of its international flights in the airports of other countries, the Group benefited from the Renminbi appreciation. Renminbi appreciation has brought exchange gain to the Group and reduced its operating costs which are denominated in foreign currencies. However, Renminbi appreciation also presents the Group with a challenge in price competition in international route operations.

The Group’s operating revenue is substantially dependent on the passenger and cargo traffic volume carried, which is subject to seasonal and other changes in traffic patterns, the availability of appropriate time slots for the Group’s flights and alternative routes, the degree of competition from other airlines and alternate means of transportation, as well as other factors that may influence passenger travel demand and cargo and mail volume. In particular, the Group’s airline revenue is generally higher in the second and third quarters than in the first and fourth quarters.

Like most airlines, the Group is subject to a high degree of financial and operating leverage. A significant percentage of the Group’s operating expenses are fixed costs that do not vary proportionally based on the Group’s yields or the load factors. These fixed costs include depreciation expense, jet fuel costs, landing and navigation fees, financing costs, operating lease payments, aircraft maintenance costs and labor for flight crew, cabin crew and ground

personnel. Thus, a minor change in the Group's yields or load factors would have a material effect on the Group's results of operations. In addition, certain of these expenses, primarily financing costs and operating lease payments, labor costs and depreciation do not vary based on the number of flights flown. Thus, the Group's operating results can also be substantially affected by minor changes in aircraft utilization rates. The Group is and will continue to be highly leveraged with substantial obligations denominated in foreign currencies and, accordingly, the results of its operations are significantly affected by fluctuations in foreign exchange rates, particularly for the U.S. dollar. Net exchange losses of RMB292 million was recorded in 2014 as Reminbi depreciated slightly against U.S. dollar in 2014. Our net exchange losses of RMB5,953 million was recorded in 2015 mainly due to Renminbi depreciated significantly against U.S. dollar in 2015.

A number of other external variables, including political and economic conditions in China, tend to have a major impact on the Group's performance. The Group's financial performance is also significantly affected by factors arising from operating in a regulated industry. As substantially all aspects of the Group's airline operations are regulated by the PRC government, the Group's operating revenues and expenses are directly affected by the PRC government's policies with respect to domestic air fares, jet fuel prices and landing and navigation fees, among others. The nature and extent of airline competition and the ability of Chinese airlines to expand are also affected by CAAC's control over route allocations. Any changes in the PRC government's regulatory policies or any implementation of such policies could have a significant impact on the Group's future operations and its ability to implement its operating strategy.

In 2015, we learned that certain former executives were and remain the subject of investigation by PRC authorities. See "Risk Factors - We have experienced incidents of employee personal misconduct in the past, and may be unable to prevent similar incidents in the future, which could adversely impact our reputation and our business". Upon learning of this information, we took a number of steps to determine the appropriate response, and learn whether the alleged personal misconduct of these former executives had impacted the Company's financial condition or results of operations or internal control over financial reporting. These steps included efforts to seek clarification from the investigating authorities regarding the alleged personal misconduct of the former executives and performance of a detailed review of those areas which may be impacted. Additionally, our Audit Committee retained outside counsel, a major international law firm, and independent forensic accountants from an accounting firm unrelated to our external auditors, to gain an understanding of whether the alleged personal misconduct of the former executives had any impact on the Company's financial condition, results of operations or internal control over financial reporting.

As of the date of this Annual Report, our management has completed its review and the Audit Committee has completed its investigation and analysis of the information provided by the external experts it retained and has reported to the Board of Directors regarding its findings. Based on our careful evaluation of the results of such work performed and the investigative findings, we do not believe that the alleged personal misconduct of the former executives had a material impact on our financial condition, results of operations or our internal control over financial reporting.

In response to learning of the alleged personal misconduct of the former executives, the Group has decided to enhance further its corporate governance and processes control environment in an effort to reduce, to the maximum extent possible, the chance that personal misconduct of this type of event might recur in future periods with other of our employees or management. We are currently working to determine the procedures and policies that we will implement to accomplish this goal. We expect that our enhanced measures to include additional training programs tailored to our employees' area of responsibilities. While we know that we can never completely eliminate the possibility that an employee or manager will engage in inappropriate or illegal personal misconduct, we believe our policies and procedures will minimize the chance of that happening.

#### Certain Financial Information and Operating Data by Geographic Region

The following table sets forth certain financial information and operating data by geographic region for the years ended December 31, 2015, 2014 and 2013:

|                               | Year ended December 31, |            |            | 2015 vs. 2014            | 2014 vs. 2013            |
|-------------------------------|-------------------------|------------|------------|--------------------------|--------------------------|
|                               | 2015                    | 2014       | 2013       | % increase<br>(decrease) | % increase<br>(decrease) |
| Traffic                       |                         |            |            |                          |                          |
| RPK (million)                 |                         |            |            |                          |                          |
| Domestic                      | 138,769.05              | 127,681.88 | 116,105.71 | 8.68                     | 9.97                     |
| Regional                      | 3,526.99                | 3,214.52   | 2,574.27   | 9.72                     | 24.87                    |
| International                 | 47,291.67               | 35,732.78  | 29,736.57  | 32.35                    | 20.16                    |
| Total                         | 189,587.71              | 166,629.18 | 148,416.55 | 13.78                    | 12.27                    |
| RTK (million)                 |                         |            |            |                          |                          |
| Domestic                      | 13,916.26               | 12,916.60  | 11,765.27  | 7.74                     | 9.79                     |
| Regional                      | 331.50                  | 300.65     | 241.05     | 10.26                    | 24.73                    |
| International                 | 8,140.24                | 6,562.71   | 5,462.27   | 24.04                    | 20.15                    |
| Total                         | 22,388.00               | 19,779.96  | 17,468.59  | 13.19                    | 13.23                    |
| Passengers carried (thousand) |                         |            |            |                          |                          |
| Domestic                      | 95,121.91               | 89,363.18  | 82,172.28  | 6.44                     | 8.75                     |
| Regional                      | 2,571.15                | 2,385.37   | 2,019.28   | 7.79                     | 18.13                    |
| International                 | 11,728.96               | 9,170.47   | 7,599.41   | 27.90                    | 20.67                    |
| Total                         | 109,422.02              | 100,919.02 | 91,790.97  | 8.43                     | 9.94                     |

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Cargo and mail carried (thousand tons)

|               |          |          |          |       |       |
|---------------|----------|----------|----------|-------|-------|
| Domestic      | 1,030.10 | 1,014.90 | 923.73   | 1.50  | 9.87  |
| Regional      | 19.18    | 16.40    | 13.70    | 16.95 | 19.71 |
| International | 462.27   | 401.95   | 338.92   | 15.01 | 18.60 |
| Total         | 1,511.55 | 1,433.25 | 1,276.35 | 5.46  | 12.29 |

|                                      | Year ended December 31, |            |            | 2015 vs. 2014           | 2014 vs. 2013           |
|--------------------------------------|-------------------------|------------|------------|-------------------------|-------------------------|
|                                      | 2015                    | 2014       | 2013       | %increase<br>(decrease) | %increase<br>(decrease) |
| Capacity                             |                         |            |            |                         |                         |
| ASK (million)                        |                         |            |            |                         |                         |
| Domestic                             | 172,104.99              | 160,482.40 | 144,732.62 | 7.24                    | 10.88                   |
| Regional                             | 4,762.25                | 4,379.07   | 3,594.29   | 8.75                    | 21.83                   |
| International                        | 58,749.02               | 44,945.99  | 38,472.93  | 30.71                   | 16.82                   |
| Total                                | 235,616.26              | 209,807.46 | 186,799.84 | 12.30                   | 12.32                   |
| ATK (million)                        |                         |            |            |                         |                         |
| Domestic                             | 20,055.09               | 18,640.00  | 16,486.17  | 7.59                    | 13.06                   |
| Regional                             | 562.65                  | 497.79     | 407.59     | 13.03                   | 22.13                   |
| International                        | 11,586.92               | 9,315.94   | 8,058.23   | 24.38                   | 15.61                   |
| Total                                | 32,204.66               | 28,453.73  | 24,951.99  | 13.18                   | 14.03                   |
| Load Factors                         |                         |            |            |                         |                         |
| Passenger load factor (RPK/ASK) (%)  |                         |            |            |                         |                         |
| Domestic                             | 80.6                    | 79.6       | 80.2       | 1.26                    | (0.8 )                  |
| Regional                             | 74.1                    | 73.4       | 71.6       | 0.95                    | 2.5                     |
| International                        | 80.5                    | 79.5       | 77.3       | 1.26                    | 2.9                     |
| Overall                              | 80.5                    | 79.4       | 79.4       | 1.39                    | (0.1 )                  |
| Overall load factor (RTK/ATK) (%)    |                         |            |            |                         |                         |
| Domestic                             | 69.4                    | 69.3       | 71.4       | 0.14                    | (2.9 )                  |
| Regional                             | 58.9                    | 60.4       | 59.1       | (2.48 )                 | 2.1                     |
| International                        | 70.3                    | 70.4       | 67.8       | (0.14 )                 | 3.9                     |
| Overall                              | 69.5                    | 69.5       | 70.0       | -                       | (0.7 )                  |
| Yield                                |                         |            |            |                         |                         |
| Yield per RPK (RMB)                  |                         |            |            |                         |                         |
| Domestic                             | 0.55                    | 0.60       | 0.61       | (8.33 )                 | (1.6 )                  |
| Regional                             | 0.71                    | 0.78       | 0.84       | (8.97 )                 | (7.1 )                  |
| International                        | 0.45                    | 0.50       | 0.50       | (10.00 )                | -                       |
| Overall                              | 0.53                    | 0.58       | 0.59       | (8.62 )                 | (1.7 )                  |
| Yield per RTK (RMB)                  |                         |            |            |                         |                         |
| Domestic                             | 5.65                    | 6.10       | 6.24       | (7.38 )                 | (2.2 )                  |
| Regional                             | 7.89                    | 8.64       | 9.33       | (8.68 )                 | (7.4 )                  |
| International                        | 3.18                    | 3.50       | 3.49       | (9.14 )                 | 0.3                     |
| Overall                              | 4.78                    | 5.27       | 5.42       | (9.30 )                 | (2.8 )                  |
| Financial                            |                         |            |            |                         |                         |
| Passenger revenue (RMB million)      |                         |            |            |                         |                         |
| Domestic                             | 76,570                  | 76,647     | 71,277     | (0.10 )                 | 7.5                     |
| Regional                             | 2,517                   | 2,497      | 2,162      | 0.80                    | 15.5                    |
| International                        | 21,151                  | 18,001     | 14,832     | 17.50                   | 21.4                    |
| Total                                | 100,238                 | 97,145     | 88,271     | 3.18                    | 10.1                    |
| Cargo and mail revenue (RMB million) | 6,861                   | 7,183      | 6,413      | (4.48 )                 | 12.0                    |

## A. Operating Results

The historical results of operations discussed below may not be indicative of the Group's future operating performance. In addition to the factors discussed under "Overview" above, the Group's future operations will be affected by, among other things, changes in the aviation market, the cost of jet fuel, aircraft acquisition and leasing costs, aircraft maintenance expenses, take-off and landing charges, wages, salaries and benefits and other operating expenses, foreign exchange rates and the rates of income taxes paid.

### 2015 compared with 2014

The profit attributable to equity shareholders of the Company of RMB3,736 million was recorded in 2015 as compared to the profit attributable to equity shareholders of the Company of RMB1,777 million in 2014. The Group's operating revenue increased by RMB3,068 million or 2.83% from RMB108,584 million in 2014 to RMB111,652 million in 2015. Passenger load factor was 80.5% in 2015 compared to 79.4% in 2014. Passenger yield (in passenger revenue per RPK) decreased by 8.62% from RMB0.58 in 2014 to RMB0.53 in 2015. Average yield (in traffic revenue per RTK) decreased by 9.30% from RMB5.27 in 2014 to RMB4.78 in 2015. Operating expenses decreased by RMB4,534 million or 4.28% from RMB106,026 million in 2014 to RMB101,492 million in 2015. Operating profit of RMB13,438 million was recorded in 2015 as compared to operating profit of RMB4,748 million in 2014, increased by RMB8,690 million.

### Operating Revenue

|                                      | 2015                                   |                 | 2014                                   |                 | Change in<br>revenue<br>% |
|--------------------------------------|--|-----------------|--|-----------------|---------------------------|
|                                      | Operating<br>revenue<br>RMB<br>million | Percentage<br>% | Operating<br>revenue<br>RMB<br>million | Percentage<br>% |                           |
| Traffic revenues                     | 107,099                                | 95.9            | 104,328                                | 96.1            | 2.7                       |
| Including: Passenger revenues        | 100,238                                |                 | 97,145                                 |                 | 3.2                       |
| – Domestic                           | 76,570                                 |                 | 76,647                                 |                 | (0.1 )                    |
| – Hong Kong, Macau and Taiwan        | 2,517                                  |                 | 2,497                                  |                 | 0.8                       |
| – International                      | 21,151                                 |                 | 18,001                                 |                 | 17.5                      |
| Cargo and mail revenues              | 6,861                                  |                 | 7,183                                  |                 | (4.5 )                    |
| Other operating revenues             | 4,553                                  | 4.1             | 4,256                                  | 3.9             | 7.0                       |
| Mainly including: Commission income  | 1,545                                  |                 | 1,335                                  |                 | 15.7                      |
| Ground services income               | 345                                    |                 | 293                                    |                 | 17.7                      |
| Expired sales in advance of carriage | 459                                    |                 | 459                                    |                 | -                         |
| General aviation income              | 490                                    |                 | 576                                    |                 | (14.9 )                   |
| Hotel and tour operation income      | 621                                    |                 | 508                                    |                 | 22.2                      |
| Total operating revenues             | 111,652                                | 100.0           | 108,584                                | 100.0           | 2.8                       |



|  |          |           |         |
|--|----------|-----------|---------|
| Less: fuel surcharge income                      | (6,300 ) | (13,746 ) | (54.2 ) |
| Total operating revenue excluding fuel surcharge | 105,352  | 94,838    | 11.1    |

*Traffic revenue composition*

|                         | 2015                              |                 | 2014                              |                 | Change in traffic revenue<br>% |
|-------------------------|-----------------------------------|-----------------|-----------------------------------|-----------------|--------------------------------|
|                         | Traffic revenue<br>RMB<br>million | Percentage<br>% | Traffic revenue<br>RMB<br>million | Percentage<br>% |                                |
| Passenger Revenues      | 100,238                           | 93.6            | 97,145                            | 93.1            | 3.2                            |
| Cargo and Mail Revenues | 6,861                             | 6.4             | 7,183                             | 6.9             | (4.5 )                         |
| Traffic revenues        | 107,099                           | 100.0           | 104,328                           | 100.0           | 2.7                            |

*Passenger revenue composition*

|                             | 2015                                |                 | 2014                                |                 | Change in passenger revenue<br>% |
|-----------------------------|-------------------------------------|-----------------|-------------------------------------|-----------------|----------------------------------|
|                             | Passenger revenue<br>RMB<br>million | Percentage<br>% | Passenger revenue<br>RMB<br>million | Percentage<br>% |                                  |
| Domestic                    | 76,570                              | 76.4            | 76,647                              | 78.9            | (0.1 )                           |
| Hong Kong, Macao and Taiwan | 2,517                               | 2.5             | 2,497                               | 2.6             | 0.8                              |
| International               | 21,151                              | 21.1            | 18,001                              | 18.5            | 17.5                             |
| Passenger revenue           | 100,238                             | 100.0           | 97,145                              | 100.0           | 3.2                              |

Substantially all of the Group's operating revenue is attributable to airline and airline-related operations. Traffic revenue accounted for 95.9% and 96.1% of total operating revenue in 2015 and 2014 respectively. Passenger revenue and cargo and mail revenue accounted for 93.6% and 6.4% respectively of the total traffic revenue in 2015. During the reporting period, the Group's total traffic revenues was RMB107,099 million, representing an increase of RMB2,771 million or 2.7% from prior year, mainly due to the increase of RPK by 13.78% which leads to the increase of passenger revenues. The other operating revenue is mainly derived from commission income, expired sales in advance of carriage hotel and tour operation income, general aviation income and ground services income.

The increase in operating revenue was primarily due to a 3.2% increase in passenger revenue from RMB97,145 million in 2014 to RMB100,238 million in 2015. The total number of passengers carried increased by 8.43% to 109.42 million passengers in 2015. RPKs increased by 13.78% from 166,629 million in 2014 to 189,588 million in 2015, primarily as a result of the increase in number of passengers carried. Passenger yield per RPK decreased from RMB0.58 in 2014 to RMB0.53 in 2015, which is mainly due to a slightly fell of domestic passenger ticket prices.

Domestic passenger revenue, which accounted for 76.4% of the total passenger revenue in 2015, decreased by 0.1% from RMB76,647 million in 2014 to RMB76,570 million in 2015. Domestic passenger traffic in RPKs increased by 8.68%, while passenger capacity in ASKs increased by 7.24%, resulting in a increase in passenger load factor by 1 percentage points from 79.6% in 2014 to 80.6% in 2015. Domestic passenger yield per RPK decreased from RMB0.60 in 2014 to RMB0.55 in 2015.

Hong Kong, Macau and Taiwan passenger revenue, which accounted for 2.5% of total passenger revenue, increased by 0.8% from RMB2,497 million in 2014 to RMB2,517 million in 2015. For Hong Kong, Macau and Taiwan flights, passenger traffic in RPKs increased by 9.72%, while passenger capacity in ASKs increased by 8.75%, resulting in an increase in passenger load factor by 0.7 percentage points from 73.4% in 2014 to 74.1% in 2015. Passenger yield per RPK decreased from RMB0.78 in 2014 to RMB0.71 in 2015.

International passenger revenue, which accounted for 21.1% of total passenger revenue, increased by 17.5% from RMB18,001 million in 2014 to RMB21,151 million in 2015. For international flights, passenger traffic in RPKs increased by 32.25%, while passenger capacity in ASKs increased by 30.71%, resulting in a 1 percentage points increase in passenger load factor from 79.5% in 2014 to 80.5% in 2015. Passenger yield per RPK decreased from RMB0.50 in 2014 to RMB0.45 in 2015.

Cargo and mail revenue, which accounted for 6.41% of the Group's total traffic revenue and 6.14% of total operating revenue, decreased by 4.5% from RMB7,183 million in 2014 to RMB6,861 million in 2015. The decrease was attributable to the depression of freight market and drop of freight rates.

Other operating revenue increased by 7.0% from RMB4,256 million in 2014 to RMB4,553 million in 2015. The increase was primarily due to the rise of commission income, hotel and tour operation income.

### *Operating Expenses*

Total operating expenses in 2015 amounted to RMB101,492 million, representing a decrease of RMB4,534 million or 4.28% over 2014, primarily due to the decrease of jet fuel cost. Total operating expenses as a percentage of total operating revenue was 90.9% in 2015 and 97.6% in 2014.

|                                      | 2015                                   |                 | 2014                                   |                 | Change<br>in<br>operating<br>expenses<br>% |
|--------------------------------------|--|-----------------|--|-----------------|--|
|                                      | Operating<br>expense<br>RMB<br>million | Percentage<br>% | Operating<br>expense<br>RMB<br>million | Percentage<br>% |  |
| Flight operations                    | 50,412                                 | 49.7            | 58,901                                 | 55.6            | (14.4 )                                    |
| Mainly including: Jet fuel costs     | 26,274                                 |                 | 37,728                                 |                 | (30.4 )                                    |
| Aircraft operating lease charges     | 6,153                                  |                 | 5,383                                  |                 | 14.3                                       |
| Flight personnel payroll and welfare | 8,070                                  |                 | 6,803                                  |                 | 18.6                                       |

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|  |         |       |         |       |         |
|--|---------|-------|---------|-------|---------|
| Maintenance                                  | 10,407  | 10.3  | 8,304   | 7.8   | 25.3    |
| Aircraft and transportation service expenses | 17,908  | 17.6  | 16,402  | 15.5  | 9.2     |
| Promotion and selling expenses               | 6,976   | 6.9   | 7,841   | 7.4   | (11.0 ) |
| General and administrative expenses          | 2,464   | 2.4   | 2,337   | 2.2   | 5.4     |
| Depreciation and amortization                | 11,845  | 11.7  | 10,828  | 10.2  | 9.4     |
| Impairment on property, plant and equipment  | 90      | 0.1   | 215     | 0.2   | (58.1 ) |
| Others                                       | 1,390   | 1.4   | 1,198   | 1.1   | 16.0    |
| Total operating expenses                     | 101,492 | 100.0 | 106,026 | 100.0 | 4.3     |

Flight operations expenses, which accounted for 49.7% of total operating expenses, decreased by 14.4% from RMB58,901 million in 2014 to RMB50,412 million in 2015, primarily as a result of decrease in jet fuel costs because of decrease in average fuel prices. Jet fuel costs, which accounted for 52.12% of flight operations expenses in 2015, decreased by 30.4% from to RMB37,728 million in 2014 to RMB26,274 million in 2015.

Maintenance expenses, which accounted for 10.2% of total operating expenses, increased by 25.3% from RMB8,304 million in 2014 to RMB10,407 million in 2015. The increase was mainly due to fleet expansion.

Aircraft and transportation service expenses, which accounted for 17.6% of total operating expenses, increase by 9.2% from RMB16,402 million in 2014 to RMB17,908 million in 2015. The increase was primarily due to a 9.7% rise in landing and navigation fees from RMB10,496 million in 2014 to RMB11,510 million in 2015, resulted from the increase in number of flights due to the increase of capacity.

Promotion and selling expenses, which accounted for 6.9% of total operating expenses, decreased by 11.0% from RMB7,841 million in 2014 to RMB6,976 million in 2015.

General and administrative expenses, which accounted for 2.4% of the total operating expenses, increased by 5.4% from RMB2,337 million in 2014 to RMB2,464 million in 2015.

Depreciation and amortization, which accounted for 11.7% of total operating expenses, increased by 9.4% from RMB10,828 million in 2014 to RMB11,845 million in 2015, mainly due to the increase of fixed assets.

### ***Operating Profit***

Operating profit of RMB13,438 million and RMB4,748 was recorded in 2015 and 2014 respectively. The increase in profit was mainly due to the net effect of increase in operating revenue by RMB3,068 million or 2.8% in 2015 and decrease in operating expenses by RMB4,534 million or 4.3%.

### ***Other Income or Expenses***

Other net income increased by RMB1,088 million from RMB2,190 million in 2014 to RMB3,278 million in 2015, mainly due to the increase of government grants and gain on disposal of aircrafts.

Interest expense decreased by RMB5 million from RMB2,193 million in 2014 to RMB2,188 million in 2015 was mainly due to the increase in number of aircraft held through a finance lease and the increase of interest payment of borrowings.

Net exchange losses of RMB5,953 million was recorded in 2015 as RMB depreciated against US dollar in 2015. Net exchange losses of RMB292 million was recorded in 2014 as RMB depreciated slightly against US dollar in 2014.

### *Income Tax*

Income tax expense of RMB1,300 million was recorded in 2015, increased by RMB632 million from RMB668 million in 2014, mainly due to the decrease of profit before income tax.

### **2014 Compared With 2013**

The profit attributable to equity shareholders of the Company of RMB1,777 million was recorded in 2014 as compared to the profit attributable to equity shareholders of the Company of RMB1,986 million in 2013. The Group's operating revenue increased by RMB10,037 million or 10.2% from RMB98,547 million in 2013 to RMB108,584 million in 2014. Passenger load factor was 79.4% in 2014 which was stable compared to 79.4% in 2013. Passenger yield (in passenger revenue per RPK) decreased by 1.7% from RMB0.59 in 2013 to RMB0.58 in 2014. Average yield (in traffic revenue per RTK) decreased by 2.8% from RMB5.42 in 2013 to RMB5.27 in 2014. Operating expenses increased by RMB7,746 million or 7.9% from RMB98,280 million in 2013 to RMB 106,026 million in 2014. Operating profit of RMB4,748 million was recorded in 2014 as compared to operating profit of RMB1,510 million in 2013, increased by RMB3,238 million.

### *Operating Revenue*

|                  | 2014                                   |                 | 2013                                   |                 | Change in<br>revenue<br>% |
|------------------|--|-----------------|--|-----------------|---------------------------|
|                  | Operating<br>revenue<br>RMB<br>million | Percentage<br>% | Operating<br>revenue<br>RMB<br>million | Percentage<br>% |                           |
| Traffic revenues | 104,328                                | 96.1            | 94,684                                 | 96.1            | 10.2                      |

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|  |           |       |          |       |         |
|--|-----------|-------|----------|-------|---------|
| Including: Passenger revenues                    | 97,145    |       | 88,271   |       | 10.1    |
| – Domestic                                       | 76,647    |       | 71,277   |       | 7.5     |
| – Hong Kong, Macau and Taiwan                    | 2,497     |       | 2,162    |       | 15.5    |
| – International                                  | 18,001    |       | 14,832   |       | 21.4    |
| Cargo and mail revenues                          | 7,183     |       | 6,413    |       | 12.0    |
| Other operating revenues                         | 4,256     | 3.9   | 3,863    | 3.9   | 10.2    |
| Mainly including: Commission income              | 1,335     |       | 1,040    |       | 28.4    |
| Ground services income                           | 293       |       | 349      |       | (16.1 ) |
| Expired sales in advance of carriage             | 459       |       | 684      |       | (32.9 ) |
| General aviation income                          | 576       |       | 484      |       | 19.0    |
| Hotel and tour operation income                  | 508       |       | 565      |       | (10.1 ) |
| Total operating revenues                         | 108,584   | 100.0 | 98,547   | 100.0 | 10.2    |
| Less: fuel surcharge income                      | (13,746 ) |       | (13,062) |       |         |
| Total operating revenue excluding fuel surcharge | 94,838    |       | 85,485   |       |         |

*Traffic revenue composition*

|                         | 2014            |            | 2013            |            | Change in traffic revenue |
|-------------------------|-----------------|------------|-----------------|------------|---------------------------|
|                         | Traffic revenue | Percentage | Traffic revenue | Percentage |                           |
|                         | RMB million     | %          | RMB million     | %          | %                         |
| Passenger Revenues      | 97,145          | 93.1       | 88,271          | 93.2       | 10.1                      |
| Cargo and Mail Revenues | 7,183           | 6.9        | 6,413           | 6.8        | 12.0                      |
| Traffic revenues        | 104,328         | 100.0      | 94,684          | 100.0      | 10.2                      |

*Passenger revenue composition*

|                             | 2014              |            | 2013              |            | Change in passenger revenue |
|-----------------------------|-------------------|------------|-------------------|------------|-----------------------------|
|                             | Passenger revenue | Percentage | Passenger revenue | Percentage |                             |
|                             | RMB million       | %          | RMB million       | %          | %                           |
| Domestic                    | 76,647            | 78.9       | 71,277            | 80.8       | 7.5                         |
| Hong Kong, Macao and Taiwan | 2,497             | 2.6        | 2,162             | 2.4        | 15.5                        |
| International               | 18,001            | 18.5       | 14,832            | 16.8       | 21.4                        |
| Passenger revenue           | 97,145            | 100.0      | 88,271            | 100.0      | 10.1                        |

Substantially all of the Group's operating revenue is attributable to airline and airline-related operations. Traffic revenue accounted for 96.1% and 96.1% of total operating revenue in 2014 and 2013 respectively. Passenger revenue and cargo and mail revenue accounted for 93.1% and 6.9% respectively of the total traffic revenue in 2014. During the reporting period, the Group's total traffic revenues was RMB104,328 million, representing an increase of RMB 9,644 million or 10.2% from prior year, mainly due to the increase of RPK by 12.27% which leads to the increase of passenger revenues. The other operating revenue is mainly derived from commission income, expired sales in advance of carriage hotel and tour operation income, general aviation income and ground services income.

The increase in operating revenue was primarily due to a 10.1% increase in passenger revenue from RMB88,271 million in 2013 to RMB97,145million in 2014. The total number of passengers carried increased by 9.9% to 101 million passengers in 2014. RPKs increased by 12.3% from 148,417 million in 2013 to 166,629 million in 2014, primarily as a result of the increase in number of passengers carried. Passenger yield per RPK decreased from RMB0.59 in 2013 to RMB 0.58 in 2014, which is mainly due to a slightly fell of domestic passenger ticket prices.



Domestic passenger revenue, which accounted for 78.9% of the total passenger revenue in 2014, increased by 7.5% from RMB 71,277 million in 2013 to RMB 76,647 million in 2014. Domestic passenger traffic in RPKs increased by 10.0%, while passenger capacity in ASKs increased by 10.9%, resulting in a decrease in passenger load factor by 0.6 percentage points from 80.2% in 2013 to 79.6% in 2014. Domestic passenger yield per RPK decreased from RMB0.61 in 2013 to RMB0.60 in 2014.

Hong Kong, Macau and Taiwan passenger revenue, which accounted for 2.6% of total passenger revenue, increased by 15.5% from RMB2,162 million in 2013 to RMB 2,497 million in 2014. For Hong Kong, Macau and Taiwan flights, passenger traffic in RPKs increased by 24.9%, while passenger capacity in ASKs increased by 21.8 %, resulting in an increase in passenger load factor by 1.8 percentage points from 71.6% in 2013 to 73.4% in 2014. Passenger yield per RPK decreased from RMB0.84 in 2013 to RMB0.78 in 2014.

International passenger revenue, which accounted for 18.5% of total passenger revenue, increased by 21.4% from RMB14,832 million in 2013 to RMB18,001 million in 2014. For international flights, passenger traffic in RPKs increased by 20.2 %, while passenger capacity in ASKs increased by 16.8%, resulting in a 2.2 percentage points increase in passenger load factor from 77.3% in 2013 to 79.5% in 2014. Passenger yield per RPK remained at RMB0.50 in 2013 and 2014.

Cargo and mail revenue, which accounted for 6.9% of the Group's total traffic revenue and 6.6% of total operating revenue, increased by 12.0% from RMB6,413 million in 2013 to RMB7,183 million in 2014. The increase was attributable to the increase of cargo and mail in RTKs by 16.8% as the demand in the cargo market was warming up.

Other operating revenue increased by 10.2% from RMB3,863 million in 2013 to RMB4,256 million in 2014. The increase was primarily due to the general growth in income from commission and general aviation.

### *Operating Expenses*

Total operating expenses in 2014 amounted to RMB106,026 million, representing an increase of RMB7,746 million or 7.9% over 2013, primarily due to the total effect of increases in jet fuel cost, payroll, landing and navigation fees, and depreciation and amortisation. Total operating expenses as a percentage of total operating revenue was 97.6 % in 2014 and 99.7% in 2013.

|                                  | 2014                                   |                 | 2013                                   |                 | Change<br>in<br>operating<br>expenses<br>% |
|----------------------------------|--|-----------------|--|-----------------|--|
|                                  | Operating<br>expense<br>RMB<br>million | Percentage<br>% | Operating<br>expense<br>RMB<br>million | Percentage<br>% |  |
| Flight operations                | 58,901                                 | 55.6            | 54,010                                 | 55.0            | 9.1  |
| Mainly including: Jet fuel costs | 37,728                                 |                 | 35,538                                 |                 | 6.2  |
| Aircraft operating lease charges | 5,383                                  |                 | 4,767                                  |                 | 12.9                                       |

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|  |         |       |        |       |         |
|--|---------|-------|--------|-------|---------|
| Flight personnel payroll and welfare         | 6,803   |       | 5,799  |       | 17.3    |
| Maintenance                                  | 8,304   | 7.8   | 7,805  | 7.9   | 6.4     |
| Aircraft and transportation service expenses | 16,402  | 15.5  | 15,091 | 15.4  | 8.7     |
| Promotion and selling expenses               | 7,841   | 7.4   | 7,754  | 7.9   | 1.1     |
| General and administrative expenses          | 2,337   | 2.2   | 2,470  | 2.5   | (5.4 )  |
| Depreciation and amortization                | 10,828  | 10.2  | 9,347  | 9.5   | 15.8    |
| Impairment on property, plant and equipment  | 215     | 0.2   | 536    | 0.5   | (59.9 ) |
| Others                                       | 1,198   | 1.1   | 1,267  | 1.3   | (5.4 )  |
| Total operating expenses                     | 106,026 | 100.0 | 98,280 | 100.0 | 7.9     |

Flight operations expenses, which accounted for 55.6% of total operating expenses, increased by 9.1% from RMB54,010 million in 2013 to RMB58,901 million in 2014, primarily as a result of increase in RTK due to the increase of capacity. Jet fuel costs, which accounted for 64.1% of flight operations expenses in 2014, increased by 6.2% from to RMB35,538 million in 2013 to RMB37,728 million in 2014.

Maintenance expenses, which accounted for 7.8% of total operating expenses, increased by 6.4% from RMB7,805 million in 2013 to RMB8,304 million in 2014. The increase was mainly due to the expansion of the fleet by increasing 53 aircraft.

Aircraft and transportation service expenses, which accounted for 15.5% of total operating expenses, increase by 8.7% from RMB15,091 million in 2013 to RMB16,402 million in 2014. The increase was primarily due to a 10.4% rise in landing and navigation fees from RMB9,510 million in 2013 to RMB10,496 million in 2014, resulted from the increase in number of flights due to the increase of capacity.

Promotion and selling expenses, which accounted for 7.4% of total operating expenses, increased by 1.1% from RMB7,754 million in 2013 to RMB7,841million in 2014.

General and administrative expenses, which accounted for 2.2% of the total operating expenses, decreased by 5.4% from RMB2,470 million in 2013 to RMB2,337million in 2014.

Depreciation and amortization, which accounted for 10.2% of total operating expenses, increased by 15.8% from RMB9,347 million in 2013 to RMB10,828million in 2014, mainly due to the increase of 53 aircraft and flight equipment.

### ***Operating Profit***

Operating profit of RMB4,748 million and RMB1,510 was recorded in 2014 and 2013 respectively. The increase in profit was mainly due to the net effect of increase in operating revenue by RMB10,037 million or 10.2% in 2014 and increase in operating expenses by RMB7,746 million or 7.9%.

### ***Other Income or Expenses***

Other net income increased by RMB947million from RMB1,243 million in 2013 to RMB2,190 million in 2014, mainly due to the increase of government grants and gain on disposal of aircrafts.

Interest expense increased by RMB542 million from RMB1,651 million in 2013 to RMB2,193 million in 2014 was mainly due to the increase in number of aircraft held through a finance lease and the increase of interest payment of borrowings.

Net exchange losses of RMB292 million was recorded in 2014 as RMB depreciated slightly against US dollar in 2014. Net exchange gains of RMB2,903 million was recorded in 2013 mainly due to RMB appreciated significantly against US dollar in 2013.

### *Income Tax*

Income tax expense of RMB668 million was recorded in 2014, decreased by RMB66 million from RMB734 million in 2013, mainly due to the decrease of profit before income tax.

## B. Liquidity and Capital Resources

Generally, the Group meets its working capital and capital expenditure requirements through cash from its operations, the proceeds of certain long-term and short-term bank loans, capital lease financing and rebates available under certain of the Group's aircraft leases.

As of December 31, 2015, the Group had banking facilities with several PRC commercial banks for providing loan finance up to an approximate amount of RMB173.7 billion to the Group. As of December 31, 2015, an approximate amount of RMB131.0 billion was unutilized. As of December 31, 2015 and 2014, the Group's cash and cash equivalents totaled RMB4,560 million and RMB15,414 million, respectively.

Net cash inflows from operating activities in 2015, 2014 and 2013 were RMB23,734 million, RMB13,570 million and RMB9,703 million, respectively. Operating cash inflows of the Group are primarily derived from the provision of air transportation and related service for customers. The increase of operating cash inflows of the Group was mainly due to the increase of passenger revenue. The vast majority of tickets are purchased prior to the day on which transportation is provided. Operating cash outflows primarily are related to the recurring operating expenses, including flight operation, maintenance, aircraft and transportation service, etc.

Net cash used in investing activities in 2015, 2014 and 2013 was RMB6,931 million, RMB9,760 million and RMB12,205 million, respectively. Cash capital expenditures in 2015, 2014 and 2013 were RMB12,139 million, RMB8,649 million and RMB12,308 million, respectively, reflecting predominantly additional investments in aircraft and flight equipment under the Group's fleet expansion plans and Guangzhou new airport, and, to a small extent, additional investments in other facilities and buildings used in operations.

Financing activities resulted in net cash (outflows)/inflows of RMB(27,695) million, RMB(131) million and RMB4,168 million in 2015, 2014 and 2013, respectively. Net cash (outflows)/inflow from new bank and other loans and repayments of bank and other loans amounted to RMB(28,042) million, RMB1,362 million and RMB7,081 million in 2015, 2014 and 2013, respectively. The additions of bank loan were used for capital expenditures and general working capital. Repayment of capital leases in 2015, 2014 and 2013 was RMB8,209 million, RMB4,072 million and RMB2,895 million, respectively, resulting from the increase of aircraft acquisitions under capital leases.

As of December 31, 2015, the Group's aggregate long-term bank and other loans and obligations under capital leases (including loans and capital leases obligations due within one year) totaled RMB74,227 million. In 2016, 2017, 2018, 2019 and thereafter, amounts payable under such loans and obligations will be RMB8,935 million, RMB14,143 million, RMB11,073 million, RMB7,245 million and RMB32,831 million respectively. Such borrowings were denominated in U.S. dollars, Singapore dollars and Japanese Yen with a significant portion being floating interest rate borrowings. In the normal course of business, the Group is exposed to fluctuations in foreign currencies. The Group's exposure to foreign currencies primarily results from its foreign currency liabilities. Depreciation or appreciation of the Renminbi against foreign currencies affects the Group's results significantly because the Group's foreign currency liabilities generally exceed its foreign currency assets. The Group is not able to hedge its foreign currency exposure effectively other than by retaining its foreign currency denominated earnings and receipts to the extent permitted by the SAFE, or subject to certain restrictive conditions, entering into forward foreign exchange contracts with authorized banks.

As of December 31, 2015, the Group's short-term bank loans were RMB27,483 million. The Group's weighted average interest rate on short-term bank loans was 3.66% per annum as of December 31, 2015. The primary use of the proceeds of the Group's short-term bank loans is to finance working capital and capital expenditure needs. The Group has generally been able to arrange short-term bank loans with domestic banks in China as necessary and believes it can continue to obtain them based on its well-established relationships with various lenders.

As of December 31, 2015, the Group had obligations under operating leases totaling RMB36,109 million, predominately for aircraft. Of such amount, RMB6,560 million, RMB5,654 million, RMB4,965 million, RMB4,391 million, RMB3,572 million and RMB10,967 million, respectively, is due in 2016, 2017, 2018, 2019, 2020 and thereafter.

As of December 31, 2015, the Group had a working capital deficit of RMB51,422 million, as compared to a working capital deficit of RMB26,545 million as of December 31, 2014. Historically, the Group operated in a negative working capital position, relying on cash inflow from operating activities and renewal of short-term bank loans to meet its short-term liquidity and working capital needs. In 2016 and thereafter, the liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflows from operations to meet its debt obligations as they fall due, and its ability to obtain adequate external financing to meet its committed future capital expenditure. As of December 31, 2015, the Group had banking facilities with several PRC commercial banks for providing loan finance up to approximately RMB173,739 million (2014: RMB187,133 million), of which approximately RMB131,021 million (2014: RMB126,703 million) was unutilized.

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the twelve months ending December 31, 2016. Based on such forecast, the directors have determined that adequate liquidity exists to finance the working capital, capital expenditure requirements and dividend payments of the Group during that period. In preparing the cash flow forecast, the directors have considered historical cash requirements of the Group as well as other key factors, including the availability of the above-mentioned bank financing which may

impact the operations of the Group during the next twelve-month period. The directors of the Company are of the opinion that the assumptions and sensitivities which are included in the cash flow forecast are reasonable. However, as with all assumptions in regard to future events, these are subject to inherent limitations and uncertainties and some or all of these assumptions may not be realized.

As the Group is subject to a high degree of operating leverage, a minor decrease in the Group's yield and/or load factor could result in a significant decrease in its operating revenue and hence its operating cash flows. This could arise in such circumstances as where competition between Chinese airlines increases or where PRC aviation demand decreases. Similarly, a minor increase in the jet fuel prices, particularly in the domestic market, could result in a significant increase in the Group's operating expenses and hence a significant decrease in its operating cash flows. This could be caused by fluctuations in supply and demand in international oil market. Currently, the Group's existing loans and lease facilities do not contain any financial covenants. Nevertheless, as the Group is subject to a high degree of financial leverage, an adverse change in the Group's operating cash flows could adversely affect its financial health and hence weaken its ability to obtain additional loans and lease facilities and to renew its short-term bank loans facilities as they fall due.



As of December 31, 2015, the Group had capital commitments as follows:

|   | 2016          | 2017   | 2018   | 2019   | 2020<br>and<br>afterwards | Total  |
|---|---------------|--------|--------|--------|---------------------------|--------|
|   | (RMB million) |        |        |        |                           |        |
| Acquisition of aircraft and related equipment | 19,074        | 22,359 | 18,898 | 14,309 | 8,787                     | 83,427 |
| Others  | 4,204         | 628    | 1,485  | 299    | 117                       | 6,733  |
| Total capital commitments                     | 23,278        | 22,987 | 20,383 | 14,608 | 8,904                     | 90,160 |

Others mainly represent airport and office facilities and equipment, overhaul and maintenance bases and training facilities.

As of December 31, 2015, the cash and cash equivalents of the Group totaled RMB4,560 million. Of such balance, 17.6% was denominated in U.S. Dollars, Hong Kong Dollars, Australian Dollars, Japanese Yen and other foreign currencies.

In view of the unutilized bank facilities of RMB131,021 million, the Group expects that it will have sufficient funding sources to meet its cash requirements in the foreseeable future.

C. Research and Development, Patents and Licenses, etc.

None.

D. Trend Information

Other than as disclosed in the foregoing disclosures and elsewhere in this Annual Report, we are not aware of any trends, uncertainties, demands, commitments or events for the period from January 1, 2016 to December 31, 2016 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that would cause our disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition that is material to investors. In particular, we (i) have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any unconsolidated entity; (ii) have not entered into any derivative contracts that are both indexed to our own stock and classified in stockholders' equity, or not reflected in our statement of financial position; and (iii) do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity.

F. Tabular Disclosure of Contractual Obligations

The following table sets forth the Group's obligations and commitments to make future payments under contracts and under commitments (excluding share of commitments of a joint venture) as of December 31, 2015.

|  | Total   | As of December 31, 2015<br>Payment due by period |              |              |                  | As of<br>December<br>31, 2014 |
|--|---------|--|--------------|--------------|------------------|-------------------------------|
|  |         | Less<br>than<br>1 year                           | 1-3<br>years | 3-5<br>years | After 5<br>years | Total                         |
| Short-term bank loans and ultra-short-term bills(Note 1) | 27,783  | 27,783   | -            | -            | -                | 10,343                        |
| Long-term bank and other loans (Note 1)                  | 19,560  | 3,006  | 12,642       | 3,168        | 744              | 55,846                        |
| Obligations under capital leases                         | 62,723  | 7,864  | 15,417       | 12,711       | 26,731           | 56,577                        |
| Operating lease commitments                              | 36,109  | 6,560  | 10,619       | 7,963        | 10,967           | 28,798                        |
| Aircraft purchase commitments (Note 2)                   | 83,427  | 19,074   | 41,257       | 14,309       | 8,787            | 59,467                        |
| Other capital commitments                                | 6,733   | 4,204  | 2,113        | 299          | 117              | 5,122                         |
| Investment commitments                                   | 34      | 34   | -            | -            | -                | 70                            |
| Total  | 236,369 | 68,525   | 82,048       | 38,450       | 47,346           | 216,223                       |

Note 1 Interest on variable rate loans was estimated based on the current rate in effect at December 31, 2015.

Note 2 Amounts shown are net of previously paid purchase deposits.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors, Senior Management and Employees

The following table sets forth certain information concerning directors, senior management and supervisors of the Company. There were certain changes in the Company's directors, senior management and supervisors as of April 18, 2016, details of which are set forth below.

| Name            | Position   | Gender | Age |
|-----------------|--|--------|-----|
| Tan Wan Geng    | Executive Director, Vice Chairman of the Board and President | Male   | 51  |
| Yuan Xin An     | Non-executive Director                                       | Male   | 59  |
| Yang Li Hua     | Non-executive Director                                       | Female | 60  |
| Zhang Zi Fang   | Executive Director and Executive Vice President              | Male   | 57  |
| Li Shao Bin     | Executive Director   | Male   | 51  |
| Ning Xiang Dong | Independent Non-executive Director                           | Male   | 50  |
| Liu Chang Le    | Independent Non-executive Director                           | Male   | 64  |
| Tan Jin Song    | Independent Non-executive Director                           | Male   | 51  |

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|               |  |        |    |
|---------------|--|--------|----|
| Guo Wei       | Independent Non-executive Director           | Male   | 53 |
| Jiao Shu Ge   | Independent Non-executive Director           | Male   | 50 |
| Pan Fu        | Chairman of the Supervisory Committee        | Male   | 53 |
| Li Jia Shi    | Supervisor                                   | Male   | 54 |
| Zhang Wei     | Supervisor                                   | Female | 49 |
| Yang Yi Hua   | Supervisor                                   | Female | 55 |
| Wu De Ming    | Supervisor                                   | Male   | 57 |
| Ren Ji Dong   | Executive Vice President                     | Male   | 51 |
| Wang Zhi Xue  | Executive Vice President                     | Male   | 54 |
| Li Tong Bin   | Executive Vice President and Chief Engineer  | Male   | 54 |
| Su Liang      | Chief Economist                              | Male   | 53 |
| Chen Wei Hua  | Chief Legal Adviser                          | Male   | 49 |
| Guo Zhi Qiang | COO Marketing & Sales                        | Male   | 52 |
| Xie Bing      | Company Secretary                            | Male   | 42 |
| Feng Hua Nan  | COO Flight Safety                            | Male   | 53 |
| Xiao Li Xin   | Chief Accountant and Chief Financial Officer | Male   | 49 |

Note 1. According to the information disclosed on the website of CPC Central Commission for Discipline Inspection ( ) and Ministry of Supervision of the People's Republic of China ( ), Si Xian Min, former Chairman, is currently under investigation by the relevant authorities for suspected severe disciplinary violations. Please refer to "Item 3. Key Information – D. Risk Factors – Risks Relating to our Business" for further details. On November 5, 2015, the Board passed resolutions to authorize the Vice Chairman of the Board to assume the role and duties of the Chairman, to perform his duties in accordance with the provisions of the Company Law, the Articles of Association of the Company and other relevant management rules of the Company. The Board authorized the Vice Chairman and the President of the Company to further sub-delegate his powers to perform the duties in accordance with the actual business needs of the Company.

Note 2. On October 16, 2015, the Board approved the removal of Mr. Liu Qian from his post as the Executive Vice President of the Company as he had been placed due to the suspicion of accepting bribes.

Note 3. On January 15, 2016, the Board received resignation from Mr. Si Xian Min as the Chairman of the Board.

## Board of Directors

**Mr. Tan Wan Geng**, male, born in August 1964, 51, graduated from Zhongshan University, majoring in regional geography, with qualification of Master postgraduate degree. He is an economist and a member of Communist Party of China (CPC). Mr. Tan began his career in August 1990 and served as the head of the Infrastructure Department and Director of Human Resources and Administration Department of the Beijing Aircraft Maintenance and Engineering Corporation from 1992 to 1996. He served as the Deputy Director General of Human Resources Division of the Civil Aviation Administration of China (CAAC) from May 1996 to September 1998. Subsequently, Mr. Tan served as the Deputy Director General of Personnel and Education Division of the CAAC from September 1998 to December 2000. He had been the Director General and Party Secretary of the CAAC Northeastern Region from December 2000 to January 2006, and became the Party Secretary and Executive Vice President of the Company from January 2006 to February 2007. He has been the Director of the Company since June 2006. He had been the Party Member of CSAHC and the Party Secretary and Executive Vice President and Director of the Company from February 2007 to January 2009. He had been the Party Member of CSAHC and the President, the Party Secretary and the Director of the Company from January 2009 to February 2009. He had been the Party Member of CSAHC and the President, the Deputy Party Secretary and the Director of the Company from February 2009 to May 2011. He was the Party Member of CSAHC and the President, the Deputy Party Secretary and the Director of the Company from May 2011 to January 2013. Since January 2013, Mr. Tan has been the Party Member of CSAHC and the President, the Deputy Party Secretary and the Vice Chairman of the Board of the Company. (Mr. Tan has been a member of the 11th CPC Guangdong Provincial Committee since January 2016.)

**Mr. Yuan Xin An**, male, born in February 1957, 59, received university education in Aeronautical Machinery from Air Force Engineer University in Xi'an and is a senior engineer. Mr. Yuan is a CPC member and began his career in December 1976. He served as the Chief Inspection of Quality Supervision Division of Maintenance Factory of Guangzhou Bureau of the Civil Aviation Administration, the Manager of Inspection and Vice Director of Guangzhou Aircraft Maintenance Engineering Co., Ltd. from 1987 to 1997. He was the Vice President of Engineering Department of the Company from April 1997 to October 1998. Mr. Yuan then served as the Vice President of the Guangzhou Aircraft Maintenance Engineering Co., Ltd. from October 1998 to November 2000. He became the Chief Engineer and the General Manager of Engineering Department of the Company from November 2000 to April 2002. He was then the Standing Member of Party Committee and the Executive Vice President of the Company from April 2002 to February 2007. He served as the Assistant of President of CSAHC and was also the Standing member of Party Committee and the Executive Vice President of the Company from February 2007 to December 2007. He has been the Party Member and the Executive Vice President of CSAHC since September 2007, and has held a concurrent post of Chief Legal Adviser of CSAHC since July 2008. Since November 2011, Mr. Yuan has been the Director of the Company. For now, he is also appointed as the Chairman of MTU Maintenance Zhuhai Co., Ltd., Guangzhou Southern Airlines Construction Company Limited and Shenzhen Air Catering Co., Ltd., Non-executive Director of TravelSky Technology Limited and Director of China Aircraft Services Limited.

**Ms. Yang Li Hua**, female, born in November 1955, 60, graduated with a Master degree from the Party School of the Central Committee of CPC majoring in economics. Ms. Yang is a CPC member who began her career in February 1973. She served as the Deputy Head of In-flight Service Team of the Chief Flight Corps Team of the Beijing Bureau of Civil Aviation Administration and the Head of the In-flight Service Team, Manager of In-flight Service Division of Air China International Corporation from 1984 to 1995. She served as the Deputy Head of the Chief Flight Team of Air China International Corporation from July 1995 to September 2000. Subsequently, she was appointed as the General Manager of the Passenger Cabin Service Division and Party Secretary of Air China International Corporation from September 2000 to October 2002. She was the Vice President of Air China International Corporation from October 2002 to September 2004. After that, she served as Standing Member of Party Committee and the Executive Vice President of Air China Limited from September 2004 to May 2009. Since May 2009, Ms. Yang has been the Party Member and Executive Vice President of CSAHC. From July 2010 to August 2012, Ms. Yang also acted as the Chairman of the Labour Union of CSAHC. Since January 2013, Ms. Yang has been the Director of the Company. For now, she also acts as President of China Southern Airlines Group Import and Export Trading Co., Ltd., China Southern Airlines Group Property Management Company Limited, Southern Airlines Culture and Media Co., Ltd. and China Southern Airlines Group Ground Services Co., Ltd.

**Mr. Zhang Zi Fang**, male, born in October 1958, 57, graduated with a college degree from foundation science profession for Party administrative cadres of Liaoning University. While Mr. Zhang was at work, he obtained an Executive Master of Business Administration (EMBA) degree from Tsinghua University and is a senior expert of political science. Mr. Zhang is a CPC member and began his career in February 1976. He served as the Deputy Commissar of the Office, Deputy Commissar of Shenyang Flight Team, as well as Director and Commissar of Political Department of the China Northern Airlines Company from 1993 to 2000. He served as the Party Secretary of the Jilin Branch of China Northern Airlines Company and the General Manager of Dalian Branch from 2000 to 2003. He had been the Director of Political Works Department of CSAHC from October 2003 to February 2005. Subsequently, Mr. Zhang was appointed as the Deputy Party Secretary and Secretary of the Commission for Discipline of the Company from February 2005 to December 2007. He had been the Executive Vice President and the

Deputy Party Secretary of the Company from December 2007 to February 2009. He was the Deputy Party Secretary and the Executive Vice President of the Company from February 2009 to August 2011. Mr. Zhang has been the Director of the Company since June 2009. He has been the Party member of CSAHC and the Party Secretary, the Executive Vice President and the Director of the Company since August 2011. (For now, he also serves as Vice Director General of China Air Transport Association and Guangdong Lingnan Culture Development Foundation.)

**Mr. Li Shao Bin**, male, born in April 1964, 51, graduated with a college degree from Chinese Language and Literature of Xiangtan Teachers' College. While Mr. Li was at work, he obtained a university degree from the Party School of the Central Committee of CPC majoring in economics and management and is an expert of political science. Mr. Li is a CPC member and began his career in July 1984. He served as the Deputy Director of Promotion Division of Political Department of the Guangzhou Bureau of Civil Aviation Administration, the Director of Promotion Department of the Company and the Deputy Director of Promotion Department of the China Southern Airlines (Group) Company from 1992 to 1999. He had been the Director of Political Division of Flight Department of the Company from December 1999 to May 2002. Mr. Li was the Deputy Party Secretary of Flight Department and Director of Political Division of the Company from May 2002 to May 2004. Subsequently, he was appointed as the Party Secretary of Guangzhou Flight Operations Division of the Company from May 2004 to March 2006. Mr. Li served as the Party Secretary and Deputy General Manager of Guangzhou Flight Operations Division of the Company from March 2006 to July 2012. Mr. Li has been the Chairman of the Labour Union of the Company since July 2012 and the Director of the the Company since January 2013. For now, Mr. Li also serves as the Chairman of Guangzhou Southern Airline Project Supervision Co., Ltd. and Guangdong Southern Airline Pearl Service Co., Ltd.

**Mr. Ning Xiang Dong**, male, born in May 1965, 50, graduated from the Quantitative Economics Faculty of the School of Economics and Management of Tsinghua University with a doctor degree. Mr. Ning began his career in 1990 and served as the assistant, lecturer and associate professor at Tsinghua University and the executive deputy director of the National Center for Economic Research (NCER) at Tsinghua University. He was also a visiting scholar at Harvard Business School, University of Illinois, University of New South Wales, University of Sydney and the Chinese University of Hong Kong, and the independent director of a number of listed companies including Datang Telecom Technology Co., Ltd., Shantui Construction Machine Co., Ltd., Hong Yuan Securities Co., Ltd. and Goer Tek Inc. Currently, he serves as the professor and the doctorate-tutor of the School of Economics and Management of Tsinghua University and the executive director of Centre for Corporate Governance of Tsinghua University. Mr. Ning has been the independent non-executive director of the Company since December 29, 2010. He is also the independent director of China Petroleum & Chemical Corporation and a number of listed companies including Aerospace Hi-Tech Holding Group Co., Ltd., Sichuan Changhong Electric Company Limited, Yango Group Co., Ltd. and Weichai Power Co., Ltd.

**Mr. Liu Chang Le**, male, born in November 1951, aged 64, was conferred an honorary doctoral degree in literature by the City University of Hong Kong and an honorary fellow by the United International College, and is a founder of Phoenix Satellite Television. Mr. Liu has been the Chairman and Chief Executive Officer of Phoenix Satellite Television Company Limited since 1996 and the Chairman and Chief Executive Officer of Phoenix Satellite Television Holdings Limited, a company listed on the Stock Exchange since 2000. Mr. Liu gained widespread recognition both locally and overseas for his enthusiasm for and achievements in the media industry. Mr. Liu is the recipient of numerous titles and awards, among which include “Wiseman of the Media Industry”, “the Most Innovative Chinese Business Leaders in the Asia Pacific Region”, “the Most Entrepreneurial Chinese Business Leaders”, and has been awarded the “Robert Mundell Successful World CEO Award”, the “Man of Year for Asia Brand Innovation Award”, the “Person of the Year” award of the Chinese Business Leaders Annual Meeting and the “Business Person of the Year” award of DHL/SCMP Hong Kong Business Awards 2012. Since 2005, Mr. Liu has been the Chairman of the iEMMYs Festival. In 2008, Mr. Liu received the International Emmy Directorate Award granted by International Academy of Television Arts & Sciences. Mr. Liu was appointed as honorary chairman of World Chinese-language Media Cooperation Alliance in 2009 and appointed as special consultant to the 8th Council of the Buddhist Association of China in 2010. In 2014, he was appointed as Vice President of the 6th council of The Buddha’s Light International Association, Board of Directors of Headquarters. Mr. Liu was a member of the Tenth and the Eleventh National Committee of the Chinese People’s Political Consultative Conference, served as the Vice Chairman of the sub-committee on Education, Science, Culture, Health and Sport of the Eleventh National Committee of the Chinese People’s Political Consultative Conference, and is serving as a member of standing committee of the Twelfth National Committee of the Chinese People’s Political Consultative Conference. Mr. Liu has been appointed a Justice of the Peace by the government of the Hong Kong Special Administrative Region. In 2010, Mr. Liu was awarded the Silver Bauhinia Star by the government of the Hong Kong Special Administrative Region. Mr. Liu has been the independent non-executive director of the Company since November 30, 2011.

**Mr. Tan Jin Song**, male, born in January 1965, aged 51, graduated from Renmin University of China with an on-job doctor degree in Accounting. Mr. Tan is a Chinese Certified Public Accountant. Mr. Tan began his career in 1985 and was a teacher in Shaoyang School of Finance and Accounting of Hunan Province and the Deputy Dean of the School of Management of Zhongshan University. Mr. Tan is currently a professor and a doctorate-tutor of the School of Management of Zhongshan University. He is also a member of the MPAcc Education Instruction Committee, a



member of China Institute of Internal Audit, Vice President of Guangdong Institute of Certified Public Accountants and a member of China Audit Society. Currently, Mr. Tan also serves as the independent director of Poly Real Estate Company Limited, Guangzhou Hengyun Enterprises Holdings Limited and Huafa Industrial Co., Ltd. Zhuhai. In addition, Mr. Tan also acts as the independent non-executive director of Welling Holding Limited. Mr. Tan has been the independent non-executive director of the Company since December 26, 2013.

**Mr. Guo Wei**, male, born in February 1963, aged 53, graduated from the Management Faculty of the Management Department of Graduate School of Chinese Academy of Social Sciences (formerly the Graduate School of University of Science and Technology of China) with a master degree in Engineering. Mr. Guo has extensive experience in business strategy development and business management. Mr. Guo was an executive director and Senior Vice President of Lenovo Group, Vice Chairman, President and the Chief Executive Officer of Digital China Holdings Limited (Digital China), director of Digiwin Software Co., Ltd. Currently, Mr. Guo serves as board chairman of Digital China and directors of a number of subsidiary and associated companies of Digital China. Mr. Guo also acts as the president of Digital China Information Service Company Ltd., the non-executive director of HC International Inc., the independent director of Shanghai Pudong Development Bank Co., Ltd. and the director of Kosalaki Investments Limited. In addition, Mr. Guo was also a member of the Twelfth National Committee of the Chinese People's Political Consultative Conference, a member of the Fourth Committee of the Advisory Committee for State Informatization and the president of the Sixth Council of Chinese Private Technology Entrepreneur Association. Mr. Guo was the recipient of numerous titles and important awards, among which include Top Ten Outstanding Youths in China (2002), the Future Economic Leaders in China (2003) and the First Session of China Youth Entrepreneurs Management Innovation award (2005), and was rated as one of the TOP 50 Most Influential Business Leaders in China consecutively for 2011, 2012 and 2013. Mr Guo has been the Non-executive Director of this company since June 30, 2015.

**Mr. Jiao Shu Ge**, male, born in February 1966, aged 50, with a master degree, first graduated from the Control Theory Faculty of the Department of Mathematics of Shangdong University with a bachelor degree, and then graduated from the Systems Engineering Faculty of No. 2 Research Institute of the Ministry of Aerospace Industry with a master degree in Engineering. Mr. Jiao has extensive experience in funds management and equity management. Currently, Mr. Jiao is the Director and President of CDH China Management Company Limited (CDH Investments). He was a computer researcher of 710 Research Institute of the former Ministry of Aerospace Industry of China, the Deputy General Manager of China International Capital Corporation Ltd. (CICC) and is the founder of CDH Investments. Mr. Jiao was the non-executive directors of China Yurun Food Group Limited and China Shanshui Cement Group Limited. Currently, he is also the Director of the associated companies of CDH Investments, the independent non-executive director of China Mengniu Dairy Company Limited, the independent non-executive director and Vice Chairman of WH Group Limited, the director of Joyoung Co., Ltd., the Vice President of Henan Shuanghui Investment & Development Co.,Ltd. and the directors of a number of companies including Beijing TaiYang Pharmaceutical Industry Company Limited, Chery Automobile Co., Ltd., Inner Mongolia Hetao Spirit Group Co., Ltd., Fujian Nanping Nanfu Battery Co.,Ltd. and Shanghai Qingchen Real Estate Development Co., Ltd. Mr Jiao has been the company's Independent Non-executive Director since June 30, 2015.

## Supervisory Committee

As required by the Company Law of the PRC and the Articles of Association of the Company, we have a supervisory committee (the "Supervisory Committee") which is primarily responsible for the supervision of senior management of the Company, including the Board, executive officers and other senior management personnel, to ensure that they act in the interests of the Company, its shareholders and employees, as well as in compliance with applicable law. The Supervisory Committee consists of five Supervisors. Three of the Supervisors are appointed by shareholders, and the other two Supervisors are representatives of our employees. The Supervisors serve terms of three years and may serve consecutive terms.

**Mr. Pan Fu**, male, born in February 1963, 53, graduated with a master degree from Chongqing University majoring in Power Systems and Automation, and is a senior engineer. Mr. Pan is a CPC member and began his career in July 1986, and served successively as the Deputy Head of the Planning Department of Electric Power Industry Bureau of Yunnan Province, the Deputy Director of the Planning & Development Department of Yunnan Electric Power Group Co., Ltd., the Deputy Director and director of Kunming Power Plant, the Deputy Chief Engineer and chief engineer of Yunnan Electric Power Corporation from 1994 to 2003. He served as the deputy director (work as chair) and Director of the Department of Security Supervision of China Southern Power Grid Company Ltd. from February 2003 to April 2004; served as the Director of the China Southern Power Grid Technology and Research Center from April 2004 to January 2005, and served as the General Manager (legal representative) and Deputy Party Secretary of the Guizhou Power Grid Corporation from January 2005 to November 2007. Mr. Pan served as the Director of the Planning Development Department of China Southern Power Grid Company Ltd. from November 2007 to November 2010. Mr. Pan has been the party member and team leader of the Discipline Inspection Commission of CSAHC since November 2010 and the supervisor & chairman of the Supervisory Committee of the Company since December 2010.

**Mr. Li Jia Shi**, male, born in May 1961, 54, graduated from Guangdong Polytechnic Normal University majoring in Economics and Mathematics, and obtained an Economic Administration bachelor degree from Correspondence School under the Party School of the CPC Central Committee and an Executive Master of Business Administration (EMBA) degree from Tsinghua University and is an expert of political science. Mr. Li is a CPC member and began his career in August 1976. He served as the Deputy Head (work as chair) of the Organization Division of the Party Committee of the China Southern Airlines (Group) Company, the party secretary of Guangzhou Nanland Air Catering Company Limited from 1994 to 1999. Mr. Li served as the head of the Organization Division of the Party Committee of CSAHC from December 1999 to December 2003; and served as the Deputy Secretary of the Disciplinary Committee and the Director of the Disciplinary Committee Office of the Company from December 2003 to December 2007. Mr. Li served as a member of the Standing Committee of the CPC, the Secretary of the Disciplinary Committee and the Director of the Disciplinary Committee Office of the Company from December 2007 to February 2012. Mr. Li has been the supervisor of the Company since June 2009. He has been the team deputy leader of the Discipline Inspection Commission of CSAHC, and member of the Standing Committee of the CPC, Secretary of the Disciplinary Committee and Director of the Disciplinary Committee Office, and supervisor of the Company since February 2012. He also serves as the Vice Chairman of Southern Airlines Culture and Media Co., Ltd.

**Ms. Zhang Wei**, female, born September 1966, 49, has a master degree. She graduated from Tianjin University majoring in Investment Skills and Economics and is a senior accountant. Ms. Zhang is a CPC member and began her career in September 1988. She successively served as the General Manager Assistant of China Southern Airlines (Group) Company, the Deputy General Manager of the Finance Department of the Company, and the Deputy Director of the Supervisory Bureau and the Director of the Audit Division of CSAHC from 1999 to 2006. Ms. Zhang served as the General Manager and the Secretary of CPC General Branch of Southern Airlines Group Finance Company Limited from August 2006 to October 2007; served as the Deputy Director of the Supervisory Bureau and the Director of the Audit Division of CSAHC from October 2007 to October 2008. Since October 2008, she has been the Director of the Audit Division of CSAHC and the Supervisor of the Company since June 2008. Ms. Zhang has been a part-time Supervisor of the Board of Supervisors of Stated-owned Enterprises dispatched by SASAC on behalf of the State Council to CSAHC since January 2010, and has been a member of the Discipline Inspection Commission of CSAHC since February 2012. For now, she also acts as the Chairman of the Board of Supervisors of China Southern Airlines Group Import and Export Trading Co., Ltd., Southern Airlines Group Finance Company Limited, Southern Airlines Culture and Media Co., Ltd., Supervisor of MTU Maintenance Zhuhai Co., Ltd. and the Director of Guangzhou Southern Airline Construction Co., Ltd.

**Ms. Yang Yi Hua**, female, born in August 1960, 55, has an Economic Administration bachelor degree from Correspondence School under the Party School of the CPC Central Committee. She is an accountant and also a CPC member who began her career in August 1977. From 1996 to 2002, she first acted as Financial Manager of the Company and then Deputy General Manager of CSAHC's Audit Department. Ms. Yang has been the General Manager of the Company's Audit Department from May 2002 to September 2015, and the Supervisor of the Company since June 2004. For now, she is also appointed as Chairman of the Board of Supervisors of Guizhou Airlines and Nanlong International Freight Ltd., Convener of the Board of Supervisors of Beijing Southern Airline Ground Services Co., Ltd. and Zhuhai Airlines and Supervisor of Xiamen Airlines, Guangzhou Baiyun International Logistics Co., Ltd., Southern Airlines Group Finance Company Limited, Chongqing Airlines and Guangzhou Southern Airline Project Supervision Co., Ltd.

**Mr. Wu De Ming**, male, born in April 1958, 57, obtained a university bachelor degree from South China Normal University College of Continuing Education majoring in Political Administration, and is an Administration Engineer. He is a CPC member and began his career in February 1976. From 1991 to 2001, he was first appointed as political section's deputy director of the operation department of the Company, then member of the Party Committee, Deputy Secretary of the Party Committee and secretary of Committee for Discipline Inspection of Guangzhou ticket office of the Company, then Deputy Secretary and Secretary of Party General Branch of the ticket office at the Transportation Department of the Company, and then Secretary of Party General Branch at Passenger Traffic Department of the Transportation Department of the Company. He was appointed as Director of the Disciplinary Supervision Department of CSAHC from March 2001 to December 2003, and General Director of the Supervision Bureau and Chief Officer of Disciplinary Committee Office of CSAHC from December 2003 to April 2009. He has been a member of Party Committee of the Marketing Management Committee of the Company, secretary to the Disciplinary Committee and Chairman of the Labour Union from April 2009 to November 2015, a member of Party Committee of the Marketing Management Committee of the Company, secretary to the Disciplinary Committee since November 2015 and has been the Supervisor of the Company since December 2013.

### Senior Management

**Mr. Ren Ji Dong**, male, born in January 1965, 51, graduated from Nanjing University of Aeronautics and Astronautics, majoring in Aircraft Engine Design and obtained an Executive Master of Business Administration (EMBA) degree from Tsinghua University, and he is a senior engineer. Mr. Ren is a CPC member and began his career in August 1986. Mr. Ren served as the No. 2 Workshop Manager, Deputy Plant Manager and Deputy General Manager of Engineering Department of the aircraft maintenance factory of Urumqi Civil Aviation Administration (Xinjiang Airlines) from 1995 to 2000. He served as the Deputy Director (deputy general manager) and a member of the Standing Committee of the CPC of Urumqi Civil Aviation Administration (Xinjiang Airlines) from January 2000 to December 2001, and a member of the party committee and the Deputy General Manager of Xinjiang Airlines from December 2001 to June 2004, and the Party Secretary and Deputy General Manager of CSAHC Xinjiang Company from June 2004 to December 2004, the Party Secretary and Deputy General Manager of Xinjiang Branch of the Company from January 2005 to February 2015, a member of the Standing Committee of the CPC and the Executive Vice President of the Company from March 2005 to February 2007; a member of the Standing Committee of the CPC of the Company and the General Manager and Deputy Party Secretary of Xinjiang Branch from January 2007 to April 2009. Mr. Ren has been a member of the Standing Committee of the CPC of the Company and the Executive Vice President of the Company since May 2009.

**Mr. Wang Zhi Xue**, male, born in January 1961, 55, has a college degree from Civil Aviation Flight University of China majoring in Aircraft Piloting, and obtained an on-job university degree from Civil Aviation Flight University of China majoring in Wingmanship, and is a command pilot. Mr. Wang is a CPC member, and began his career in February 1981. Mr. Wang successively served as the Deputy General Manager and Manager of the Flight Safety Technology Division of Zhuhai Airlines Company Limited, the Senior Flight Instructor of Model B737, Deputy Chief Pilot and Director of the Flight Safety Technology Division as well as the Deputy Chief Pilot and Manager of the Flight Safety Technology Management Division from 1995 to 2002 of Shantou Airlines Company Limited of CSAHC. He also acted as the Deputy General Manager of Shantou Airlines Company Limited from June 2002 to

October 2004, and the General Manager of the Flight Management Division of the Company from October 2004 to February 2009, and the General Manager and Deputy Party Secretary of Guangzhou Flight Division of the Company from February 2009 to July 2012. Mr. Wang has been a member of the Standing Committee of the CPC, Executive Vice President and chief pilot of the Company since August 2012. For now, he also serves as Chairman of Zhuhai Airlines.

**Mr. Li Tong Bin**, male, born in December 1961, 54, has college qualification and graduated from Civil Aviation Institute of China majoring in Maintenance of Aircraft Electrical Equipment. He obtained on-job Master of Business Administration (MBA) from Hainan University and Executive Master of Business Administration (EMBA) from Tsinghua University, and is a senior engineer. Mr. Li is a CPC member and began his career in August 1983, and successively served as the Deputy Head of Technical Division of Aircraft Maintenance Plant, the head of Maintenance Plant and the deputy director of Aircraft Engineering Department (aircraft maintenance base), the Director of Aircraft Engineering Department (aircraft maintenance base) of China Northern Airlines Company, the General Manager of Jilin branch of China Northern Airlines Company from 1994 to 2003. He also acted as the Deputy General Manager and Deputy Party Secretary of Zhuhai Airlines Company Limited from September 2004 to January 2005, the General Manager and Deputy Party Secretary of Zhuhai Airlines Company Limited from January 2005 to April 2012, and the party secretary and Deputy General Manager of Northern Branch of the Company from April 2012 to April 2014. Mr. Li was the Chief Engineer, General Manager and Deputy Party Secretary of Aircraft Engineering Department of the Company from April 2014 to August 2015. Mr. Li has been a member of the Standing Committee of the CPC, Executive Vice President and Chief Manager, as well as General Manager and Deputy Party Secretary of Aircraft Engineering Department of the Company since September 2015. For now, Mr Li also serves as Chairman of Guangzhou Aircraft Maintenance Engineering Co., Ltd. and Shenyang Northern Aircraft Maintenance Co., Ltd.

**Mr. Su Liang**, male, born in April 1962, 53, graduated from the University of Cranfield, United Kingdom with a master degree majoring in Air Transport Management, and is an engineer. Mr. Su is a CPC member and began his career in December 1981. From 1998 to 2000, he successively served as Deputy General Manager of the Flight Operations Division, Deputy General Manager and Manager of Planning and Management Division of CSAHC Shenzhen Company. Mr. Su was the Secretary to the Board of the Company from July 2000 to December 2003, the Secretary to the Board and Director of Board Secretariat of the Company from December 2003 to November 2005, the Secretary to the Board and Vice Director of Commercial Steering Committee of the Company from November 2005 to February 2006, the Company Secretary and director of Company Secretary Office and Vice Director of Commercial Steering Committee of the Company from February 2006 to January 2007, and the Secretary to the Board and Director of Company Secretary Office from January 2007 to December 2007. Mr. Su has been the Chief Economist of the Company since December 2007. For now, he also serves as Director of Sichuan Airlines.

**Mr. Chen Wei Hua**, male, born in October 1966, 49, graduated from the School of Law of Peking University with a bachelor degree, who is an economist, a qualified lawyer in the PRC and a qualified corporate legal counselor. Mr. Chen is a CPC member and joined the aviation industry in July 1988. He successively served as Deputy Director of CSAHC, Deputy Director of the Office (director of the Legal Department) of the Company and CSAHC from 1997 to 2004. Mr. Chen was the Chief Legal Adviser of the Company and Director of the Legal Department of the Company from June 2004 to October 2008. Mr. Chen has been the General Counsel and General Manager of the Legal Department of the Company since October 2008. For now, he also acts as Director of Xiamen Airlines.



**Mr. Guo Zhi Qiang**, male, born in July 1963, 52, is an economist who graduated with a master degree from Party School of Xinjiang Uyghur Autonomous Region majoring in Business Administration. Mr. Guo is a CPC member and began his career in January 1981. He successively served as the Xi'an Office manager, Beijing Office manager and General Manager of Transportation Department of Xinjiang Airlines Manager; the Deputy General Manager of Xinjiang Airlines; the Beijing Office Director of CSAHC, the General Manager and the Party Secretary of China Southern Airlines Beijing Office from 1995 to 2004. He served as a member of the Standing Committee of the CPC and the Deputy General Manager of CSAHC Xinjiang Branch from June 2004 to December 2004, a member of the Standing Committee of the CPC and the Deputy General Manager of China Southern Airlines Xinjiang Branch from January 2005 to December 2005. Mr. Guo served as a member of Party Committee and the Deputy General Manager of the Shenzhen Branch of the Company from December 2005 to February 2008 and the President and Chief Executive Officer as well as Deputy Party Secretary of Chongqing Airlines Company Limited from February 2008 to May 2009. He served as a member of Party Committee and the Deputy Director of the Commercial Steering Committee of the Company from May 2009 to September 2009, the Director and Deputy Party Secretary of the Commercial Steering Committee of the Company from September 2009 to September 2012. Mr. Guo acted as the COO Marketing and Sales of the Company, the Director and the Deputy Party Secretary of the Commercial Steering Committee of the Company from September 2012 to July 2014. Mr. Guo has been the COO Marketing and Sales of the Company since July 2014. For now, he also serves as President of Guangzhou Nanland Air Catering Co., Ltd. and Guangzhou Baiyun International Logistics Co., Ltd.

**Mr. Xie Bing**, male, born in September 1973, 42, with a university degree, graduated from Nanjing University of Aeronautics and Astronautics, majoring in Civil Aviation Management. He subsequently received a master degree of business administration, a master degree of business administration (international banking and finance) and an Executive Master of Business Administration (EMBA) degree from Jinan University, the University of Birmingham, Britain and Tsinghua University, respectively. Mr. Xie is a Senior Economist, has the qualification for Company Secretary of companies listed on Shanghai Stock Exchange. Mr. Xie is a CPC member and began his career in July 1995. He successively served as the Assistant of Company Secretary of the Company, and the Executive Secretary of the General Office of CSAHC from 2003 to 2007. Mr. Xie has been the Company Secretary and Deputy Director of the Company Secretary Office from November 2007 to December 2009. Mr. Xie has been the Company Secretary and Director of the Company Secretary Office since December 2009.

**Mr. Feng Hua Nan**, male, born in November 1962, 53, graduated with a college degree from China Civil Aviation Flying College, majoring in Aircraft Piloting, and obtained an on-job master degree in Aeronautical Engineering from Beijing University of Aeronautics and Astronautics and an Executive Master of Business Administration (EMBA) from the School of Economics and Management of Tsinghua University. He is a commanding pilot. Mr. Feng is a CPC member and began his career in January 1983. He successively served as the Director of Zhuhai Flight Training Centre of China Southern Airlines (Group) Company and the Deputy General Manager of Flight Operation Division of the Company from 1994 to 1999. He was the General Manager of Flight Safety Technology Department from December 1999 to October 2002, and the General Manager of Flight Technology Management Department of the Company from November 2002 to September 2004. Mr. Feng also served as the Party Secretary and Deputy General Manager of Guizhou Airlines Company Limited from September 2004 to February 2006, and then served as the General Manager and Deputy Party Secretary of Guizhou Airlines Company Limited from February 2006 to July 2014. He has been the COO Flight Safety of the Company since August 2014. For now, he also serves as President of Zhuhai Xiang Yi Aviation Technology Co., Ltd. and China Southern West Australia Flight College.

**Mr. Xiao Li Xin**, male, born in June 1966, 49, graduated from Guangdong Academy of Social Sciences with a master degree in Economics and then obtained an on-job Executive Master of Business Administration (EMBA) degree from Tsinghua University. He is a qualified senior accountant and a certified public accountant. Mr. Xiao is a CPC member and began his career in July 1991. He served as the General Manager Assistant and Deputy General Manager of the Finance Department of the Company from 1999 to 2002, and served as the General Manager and Deputy Secretary of the General Party Branch of the Finance Department of the Company from January 2002 to February 2007. Mr. Xiao served as the deputy chief accountant and general manager of the Finance Department of the Company from February 2007 to October 2007, and served as the General Manager and Secretary of the General Party Branch of Southern Airlines Group Finance Company Limited from October 2007 to February 2008. He served as the General Manager and Party Secretary of Southern Airlines Group Finance Company Limited from February 2008 to March 2015. Mr. Xiao has been the Chief Accountant and Chief Financial Officer of the Company since March 2015. For now, he also serves as Chairman of Guizhou Airlines, Director of Xiamen Airlines and China Southern Airlines Overseas (Hong Kong) Co. Ltd.



Save as disclosed above, none of the above Directors or Supervisors, senior management of the Company has any relationship with any Directors, Supervisors, senior management, substantial shareholders of the Company.

## B. Compensation

The aggregate compensation paid to all Directors, Supervisors and Senior Management for 2015 was RMB11.45 million. For the year ended December 31, 2015, the Company paid an aggregate of approximately RMB1.87 million on behalf of its executive Directors, Supervisors and Senior Management pursuant to the pension scheme and the retirement plans operated by various municipal and provincial governments in which the Company participates.

Details of the remuneration of directors' and supervisors' remuneration for the year ended December 31, 2015 are set out below:

|                                     | Directors' fees<br>RMB'000 | Salaries,<br>allowances<br>and benefits in<br>kind<br>RMB'000 | Retirement<br>scheme<br>contributions<br>RMB'000 | Total<br>RMB'000 |
|-------------------------------------|----------------------------|---|--|------------------|
| Non-executive Directors             |                            |   |  |                  |
| Wang Quan Hua                       | -                          | -   | -  | -                |
| Yuan Xin An                         | -                          | -   | -  | -                |
| Yang Li Hua                         | -                          | -   | -  | -                |
| Independent Non-executive Directors |                            |   |  |                  |
| Wei Jin Cai                         | 75                         | -   | -  | 75               |
| Ning Xiang Dong                     | 150                        | -   | -  | 150              |
| Liu Chang Le                        | 150                        | -   | -  | 150              |
| Tan Jin Song                        | 150                        | -   | -  | 150              |
| Guo Wei                             | 75                         | -   | -  | 75               |
| Jiao Shu Ge                         | 75                         | -   | -  | 75               |
| Executive Directors                 |                            |   |  |                  |
| Tan Wan Geng                        | -                          | -   | -  | -                |
| Zhang Zi Fang                       | -                          | -   | -  | -                |
| Li Shao Bin                         | -                          | 636   | 137  | 773              |
| Supervisors                         |                            |   |  |                  |
| Pan Fu                              | -                          | -   | -  | -                |
| Li Jia Shi                          | -                          | 636   | 139  | 775              |
| Zhang Wei                           | -                          | -   | -  | -                |
| Yang Yi Hua                         | -                          | 240   | 92   | 332              |
| Wu De Ming                          | -                          | 451   | 140  | 591              |

|       |     |       |     |       |
|-------|-----|-------|-----|-------|
| Total | 675 | 1,963 | 508 | 3,146 |
|-------|-----|-------|-----|-------|

Note: The Company's non-executive director and former chairman, Mr. Si Xian Min resigned on January 15, 2016. For the year ended December 31, 2015, Mr. Si Xian Min did not receive any remuneration for his service in the capacity of the non-executive director of the Company.

On November 30, 2011, the Company's General Meeting, approved the "H Share Appreciation Rights Scheme of China Southern Airlines Company Limited" and "Initial Grant under the H Share Appreciation Rights Scheme of China Southern Airlines Company Limited" ("the Scheme").

Under the Scheme, 24,660,000 units of Share Appreciation Rights were granted to 118 employees of the Group at the exercise price of HK\$3.92 per unit prior to or on at December 31, 2011. No shares will be issued under the Scheme and each of the Share Appreciation Rights is notionally linked to one existing H Share of the Company. Upon exercise of the Share Appreciation Rights, a recipient will receive an amount of cash equal to the difference between the market share price of the relevant H Share and the exercise price.

The Share Appreciation Rights will have an exercise period of six years from the date of grant. Upon the satisfaction of certain performance conditions after the second, third and fourth anniversary of the date of grant, each one third of the Share Appreciation Rights will become exercisable.

A dividend of RMB0.2 (equivalent to HKD0.25) (inclusive of applicable tax), a dividend of RMB0.05 (equivalent to HKD0.06) (inclusive of applicable tax), a dividend of RMB0.04 (equivalent to HKD0.05) (inclusive of applicable tax) and a dividend of RMB0.04 (equivalent to HKD0.05) (inclusive of applicable tax) per share was approved by the Company's General Meeting on May 31, 2012, June 18, 2013, June 26, 2014 and June 30, 2015 respectively, therefore, the exercise price for the Share Appreciation Rights was adjusted to HKD3.51 per share in accordance with the predetermined formula stipulated in the Scheme. During the year, there were no granting or exercising of Share Appreciation Rights and 7,013,333 units of Share Appreciation Rights were forfeited.

The fair value of the liability for Share Appreciation Rights is measured using the Black-Scholes option pricing model. The risk free rate, expected dividend yield and expected volatility of the share price are used as the inputs into the model. As at December 31, 2015, 24,660,000 units of Share Appreciation Rights granted by the Company have all forfeited and correspondingly, the liability for Share Appreciation Right was RMB0.

### C. Board Practices

Each Director's service contract with the Company or any of its subsidiaries provides prorated monthly salary upon termination of employment in accordance with his contract. The Director is entitled to paid leave under his contract. The term of office of a director is three years. The term of office of the current directors will end in 2016. A Director may serve consecutive terms upon re-election.

## **Audit Committee**

The Audit Committee is appointed by the Board of Directors and consists of three independent Non-executive Directors. The current members of the Audit Committee are Tan Jing Song, Ning Xiang Dong and Jiao Shu Ge. Tan Jing Song is the Chairman of the Audit Committee. The term of office of each member will end in 2016. A member may serve consecutive terms upon re-election. At least once a year, the committee is required to meet with the Company's external auditors without any executive members of the Board in attendance. The quorum necessary for the transaction of any business is two committee members. The Audit Committee held 22 meetings in 2015, which were attended by all members.

The Audit Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group's interim results and annual financial statements, to monitor compliance with statutory and listing requirements, to review the scope, if necessary, to engage independent legal or other advisers as it determines is necessary and to perform investigations. In addition, the Audit Committee also examines the effectiveness of the Company's internal controls, which involves regular reviews of the internal controls of various corporate structures and business processes on a continuous basis, and takes into account their respective potential risks and severity, in order to ensure the effectiveness of the Company's business operations and the realization of its corporate objectives and strategies. The scope of such examinations and reviews includes finance, operations, regulatory compliance and risk management. The Audit Committee also reviews the Company's internal audit plan, and submits relevant reports and concrete recommendations to the Board on a regular basis.

The Company has an internal audit department which reviews procedures in all major financial and operational activities. This department is led by the head of internal audit.

### **Remuneration and Assessment Committee**

The Remuneration and Assessment Committee is comprised of three members. Currently, the Remuneration and Assessment Committee is chaired by Independent Non-executive Director Ning Xiang Dong with Independent Non-executive Director Tan Jing Song and Non-executive Director Yuan Xin An as members. The term of office of each member is three years. Wang Quan Hua resigned from office because of retirement in March 25, 2015. The term of office of the current members will end in 2016. A member may serve consecutive terms upon re-election. The Remuneration and Assessment Committee held 1 meeting in 2015, which were attended by all members.

The responsibilities of the Remuneration and Assessment Committee are to make recommendations on the remuneration policy and structure for Directors and senior management of the Company, to establish regular and transparent procedures on remuneration policy development and improvement and submit the Company's "Administrative Measures on Remuneration of Directors" and "Administrative Measures on Remuneration of Senior Management". In particular, the Remuneration and Assessment Committee has the duty to ensure that the Directors or any of their associates shall not be involved in the determination of their own remuneration packages.

The Remuneration and Assessment Committee consulted, when appropriate, the Chairman and/or the President about its proposals relating to the remuneration of other executive Directors. The Remuneration and Assessment Committee is provided with sufficient resources to discharge its duties and professional advice is available if necessary. The Remuneration and Assessment Committee is also responsible for assessing performance of executive Directors and approving the terms of executive Directors' service contracts. The Remuneration and Assessment Committee has performed all its responsibilities under its terms of reference in 2015.

### **Nomination Committee**

The Nomination Committee was established on June 28, 2007. Before that, nomination of Directors and other senior management was mainly undertaken by the Board. According to the Articles of Association, the Board has the authority to appoint from time to time any person as Director to fill a vacancy or as additional Director. In selecting candidate Directors, the Board focuses on their qualifications, technical skills, experiences (in particular, the experience in the industry in which the Group operates in case of candidates of executive directors) and expected contributions to the Group.

As of December 31, 2015, the Nomination Committee consists of three members, including Si Xian Min as Chairman and Tan Jing Song (Independent Non-executive Director) and Jiao Shu Ge (Independent Non-executive Director) as members. The responsibilities of the Nomination Committee are to make recommendations to the Board in respect of the size and composition of the Board based on the operational activities, assets and shareholding structure of the Company; study the selection criteria and procedures of Directors and executives and give advice to the Board; identify qualified candidates for Directors and executives; investigate and propose candidates for Directors and managers and other senior management members to the Board. On January 15, 2016, the Board received resignation from Mr. Si Xian Min as the Chairman of the Board. Si Xian Min tendered his resignation from the post of the chairman of the Nomination Committee under the Board. On April 9, 2015, pursuant to relevant requirements of Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Office) in Enterprises, Wei Jin Cai tendered his resignation as an Independent Non-executive Director of the Company to the Board which took effect upon the date of June 30, 2015.

In accordance with relevant laws and regulations as well as the provisions of the Articles of Association of the Company, the Nomination Committee shall study and resolve on the selection criteria, procedures and terms of office for directors and managers with reference to the Company's actual situation. Any resolution made in this regard shall be filed and proposed to the Board for approval and shall be implemented accordingly. The Nomination Committee is provided with sufficient resources to discharge its duties and independently engages intermediate agencies to provide professional advice on its proposals if necessary.

The Nomination Committee held 3 meetings in 2015, which was attended by all members.

#### D. Employees

As of December 31, 2015, the Group had 87,202 employees, including 7,465 pilots, 16,505 flight attendants, 12,108 maintenance personnel, 7,321 passenger transportation personnel, 6,197 cargo transportation personnel, 9,146 ground service personnel, 2,343 flight operation officers, 1,065 flight security guards, 1,391 information system personnel, 2,366 financial personnel, and 21,295 other personnel. All of our pilots, flight attendants, maintenance personnel, administrative personnel and sales and marketing personnel are contract employees.

The Company's employees are members of a trade union organized under the auspices of the All-China Federation of Trade Unions, which is established in accordance with the Trade Union Law of China. Two representatives of the Company labor union currently serve on the Supervisory Committee of the Company. Each of the Company's subsidiaries has its own trade union. The Group has not experienced any strikes, slowdowns or labor disputes that have interfered with its operations, and the Group believes that its relations with its employees are good.

All employees of the Group receive cash remuneration and certain non-cash benefits. Cash remuneration consists of salaries, bonuses and cash subsidies provided by the Group. Salaries are determined in accordance with the national basic wage standards. The total amount of wages payable by the Group to its employees is subject to a maximum limit based on the profitability of the Group and other factors. Bonuses are based on the profitability of the Group. Cash subsidies are intended as a form of cost-of-living adjustment. In addition to cash compensation, the Group's contract employees receive certain non-cash benefits, including housing, education and health services, and the Group's temporary employees also receive certain health services, housing fund and education.

#### *Employee benefits*

Employee benefits are all forms of considerations given and other related expenditures incurred in exchange for services rendered by employees. Except for termination benefits, employee benefits are recognized as a liability in the period in which the associated services are rendered by employees, with a corresponding increase in cost of relevant assets or expenses in the current period.

#### *Retirement benefits*

Employees of the Group participate in several defined contribution retirement schemes organized separately by the PRC municipal and provincial governments in regions where the major operations of the Group are located. The Group is required to contribute to these schemes at rates ranging from 13% to 21% (2014: 11% to 21%) of salary costs

including certain allowances. A member of the retirement schemes is entitled to pension benefits from the Local Labour and Social Security Bureau upon his/her retirement. The retirement benefit obligations of all retired staff of the Group are assumed by these schemes. The Group, at its sole discretion, had made certain welfare subsidy payments to these retirees.

In 2014, the Company and its major subsidiaries joined a new defined contribution retirement scheme (“Pension Scheme”) that was implemented by CSAHC. The annual contribution to the Pension Scheme is based on a fixed specified percentage of prior year’s annual wage. There will be no further obligation beyond the annual contribution according to the Pension Scheme. The total contribution into the Pension Scheme in 2015 was approximately RMB438,000,000.

### *Housing fund and other social insurances*

The Group contributes on a monthly basis to housing funds organized by municipal and provincial governments based on certain percentages of the salaries of employees. The Group’s liability in respect of these funds is limited to the contributions payable in each year. In addition to the housing funds, certain employees of the Group are eligible to one of the following housing benefit schemes:



- Pursuant to a staff housing benefit scheme effective in September 2002, the Group agreed to pay lump sum housing allowances to certain employees who have not received living quarters from CSAHC or the Group according to the relevant PRC housing reform policy. An employee who leaves the Company prior to the end of
- (1) the vesting benefit period is required to pay back a portion of the lump sum housing benefits determined on a pro rata basis of the vesting benefit period. The Group has the right to affect a charge on the employee's house and to enforce repayment through the sale of the house in the event of default in repayment. Any remaining shortfall is reflected in the consolidated income statement. The amount was fully amortized in 2012.
  - (2) The Group also pays cash housing subsidies on a monthly basis to eligible employees. The monthly cash housing subsidies are reflected in the consolidated income statement.

### ***Termination benefits***

When the Group terminates the employment relationship with employees before the employment contracts expire, or provides compensation as an offer to encourage employees to accept voluntary redundancy, a provision for the termination benefits provided is recognized in the consolidated income statement when both of the following conditions are satisfied:

· The Group has a formal plan for the termination of employment or has made an offer to employees for voluntary redundancy, which will be implemented shortly; and

· The Group is not allowed to withdraw from termination plan or redundancy offer unilaterally.

### **Workers' Compensation**

There is no workers' compensation or other similar compensation scheme under the Chinese labor and employment system. As required by Chinese law, however, the Group, subject to certain conditions and limitations, pays for the medical expenses of any contract employee who suffer a work-related illness, injury or disability, and continues to pay the full salary of, and provides all standard cash subsidies to, such employee during the term of such illness, injury or disability. The Group also pays for certain medical expenses of its temporary employees.

### **E. Share Ownership**

On November 30, 2011, the Company's General Meeting approved the "H Share Appreciation Rights Scheme of China Southern Airlines Company Limited" and "Initial Grant under the H Share Appreciation Rights Scheme of China Southern Airlines Company Limited" ("the Scheme").

Under the Scheme, 24,660,000 units of Share Appreciation Rights were granted to 118 employees of the Group at the exercise price of HK\$3.92 per unit prior to or on at December 31, 2011. No shares will be issued under the Scheme and each of the SAR is notionally linked to one existing H Share of the Company. Upon exercise of the Share Appreciation Rights, a recipient will receive an amount of cash equal to the difference between the market share price of the relevant H Share and the exercise price.

The Share Appreciation Rights will have an exercise period of six years from the date of grant. Upon the satisfaction of certain performance conditions after the second, third and fourth anniversary of the date of grant, each one third of the Share Appreciation Rights will become exercisable.

A dividend of RMB0.2 (equivalent to HKD0.25) (inclusive of applicable tax), a dividend of RMB0.05 (equivalent to HKD0.06) (inclusive of applicable tax), a dividend of RMB0.04 (equivalent to HKD0.05) (inclusive of applicable tax) and a dividend of RMB0.04 (equivalent to HKD0.05) (inclusive of applicable tax) per share was approved by the Company's General Meeting on May 31, 2012, June 18, 2013, June 26, 2014 and June 30, 2015 respectively, therefore, the exercise price for the Share Appreciation Rights was adjusted to HKD3.51 per share in accordance with the predetermined formula stipulated in the Scheme. During the year, there were no granting or exercising of Share Appreciation Rights and 7,013,333 units of Share Appreciation Rights were forfeited.

The fair value of the liability for Share Appreciation Rights is measured using the Black-Scholes option pricing model. The risk free rate, expected dividend yield and expected volatility of the share price are used as the inputs into the model. As at December 31, 2015, 24,660,000 units of Share Appreciation Rights granted by the Company have all forfeited and correspondingly, the liability for Share Appreciation Right was RMB0.

None of our directors and senior management owns any shares or options in the Group as of April 18, 2016.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

The table below sets forth information regarding the ownership of our share capital as of April 18, 2016 by all persons who are known to us to be the beneficial owners of 5.0% or more of each class of our voting securities.

| Title of Shares | Identity of Person or Group | Beneficially Owned <sup>(1)</sup> | Percentage of the Respective Class of Shares <sup>(2)</sup> | Percentage of Total Shares <sup>(2)</sup> |       |   |
|-----------------|-----------------------------|-----------------------------------|---|---|-------|---|
| A shares        | CSAHC                       | 4,039,228,665                     | 57.52   | %   | 41.14 | % |
| H shares        | HKSCC Nominees Limited      | 1,749,166,988                     | 62.58   | %   | 17.82 | % |
| H shares        | CSAHC <sup>(3)</sup>        | 1,064,770,000                     | 38.10   | %   | 10.85 | % |
| H shares        | Nan Lung Holding Limited    | 1,033,650,000                     | 36.98   | %   | 10.53 | % |

(1) Beneficial ownership is determined in accordance with the rules of the SEC.

Percentage of A Shares and percentage of H Shares is based on 7,022,650,000 A Shares and 2,794,917,000 H Shares, respectively, issued as of April 18, 2016. Percentage of total shares is based on 9,817,567,000 shares issued as of April 18, 2016.

(3) Includes 31,120,000 H Shares held by Yazhou Travel Investment Company Limited, representing 1.11% of the total number of H Shares and 0.32% of the total number of all outstanding shares, and 1,033,650,000 H Shares held by Nan Lung, representing 36.98% of the total number of H shares and 10.53% of the total number of all

outstanding shares.

Shareholders of H Shares and A Shares enjoy the same voting rights with respect to each share. None of our major shareholders has voting rights that differ from the voting rights of other shareholders. We are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

As of April 18, 2016, there were 47 registered holders of 2,706,718 American Depositary Shares in the United States, consisting of 4.84% of our outstanding shares. Since certain of the ADSs are held by nominees, the above number may not be representative of the actual number of U.S. beneficial holders of ADSs or the number of ADSs beneficially held by U.S. persons.

Our Company is currently a majority-owned subsidiary of CSAHC, which is an entity wholly-owned by the Chinese government.

## B. Related Party Transactions

For a detailed description of our related party transactions, please see Note 48 to the Financial Statements. In particular, the following arrangements, which the Company believes are material to its operations, have been made between the Company and CSAHC and its affiliates during the year ended December 31, 2015 and up to the latest practicable date. The Company believes that these arrangements have been entered into by the Company in the ordinary course of business and in accordance with the agreements governing such transactions.

### Arrangements with CSAHC

#### *De-merger Agreement*

The De-merger Agreement dated March 25, 1995 (such agreement was amended by the Amendment Agreement No.1 dated May 22, 1997) was entered into between CSAHC and the Company for the purpose of defining and allocating the assets and liabilities between CSAHC and the Company. Under the De-merger Agreement, CSAHC and the Company have agreed to indemnify the other party against claims, liabilities and expenses incurred by such other party relating to the businesses, assets and liabilities held or assumed by CSAHC or the Company pursuant to the De-merger Agreement.

Neither the Company nor CSAHC has made any payments in respect of such indemnification obligations from the date of the De-merger Agreement up to the date of this Annual Report.

#### *Trademark License Agreement*

The Company and CSAHC entered into a ten-year trademark license agreement dated May 22, 1997. Pursuant to which CSAHC acknowledges that the Company has the right to use the name "China Southern" and "China Southern Airlines" in both Chinese and English, and grants the Company a renewable and royalty free license to use the kapok logo on a worldwide basis in connection with the Company's airline and airline-related businesses. Unless CSAHC gives a written notice of termination three months before the expiration of the agreement, the agreement will be automatically renewed for another ten-year term. In May 2007, the trademark license agreement entered into by the Company and CSAHC was automatically renewed for ten years.

*Leases*

The Group (as lessee) and CSAHC (as lessor) entered into lease agreements as follows:

- (1) On December 29, 2008, the Company renewed a master asset lease agreement with CSAHC with a term valid from January 1, 2009 to December 31, 2011 (the "Existing Asset Lease Agreement").

The Company and CSAHC entered into the new Asset Lease Agreement (the "New Asset Lease Agreement") on September 25, 2012 to renew the leases transactions for a term of three years from January 1, 2012 to December 31, 2014. Pursuant to the New Asset Lease Agreement, CSAHC agrees to continue to lease to the Company certain parcels of land, properties, and civil aviation structures and facilities at existing locations in Guangzhou, Haikou, Wuhan, Hengyang, Jingzhou (previously known as "Shashi"), Zhanjiang and Changsha.

The Company also entered into the individual lease agreement (the "2012 Property Lease Agreement") with CSAHC on September 25, 2012 in relation to certain fragmented leases for properties located in Harbin, Changchun, Dalian, Beijing and Shanghai as originally covered in the Existing Asset Lease Agreement for an aggregate annual rental of RMB4,437,000 for a term of two years from January 1, 2012 to December 31, 2013.

The Company further entered into the Lease Agreement of Nanyang Base Assets (the "Nanyang Asset Lease Agreement") with CSAHC on January 24, 2013 for the leases transaction relating to certain lands and properties at Nanyang Jiangying Airport as originally covered in the existing Asset Lease Agreement for the period from January 1, 2012 to December 31, 2012. The rent payable under the Nanyang Asset Lease Agreement was RMB12,441,000. As the Nanyang Asset Lease Agreement had expired and the lease transaction contemplated under the Nanyang Asset Lease Agreement would continue to be entered into on a recurring basis, the Company further entered into the 2013 Nanyang Asset Lease Agreement (the "2013 Nanyang Asset Lease Agreement") with CSAHC on April 19, 2013, pursuant to which CSAHC agreed to lease to the Company certain lands, properties, facilities and structures at Nanyang Jiangying Airport for a term of two years, commencing from January 1, 2013 to December 31, 2014.

As the lease transactions contemplated under the New Asset Lease Agreement and the 2013 Nanyang Asset Lease Agreement would continue to be entered into on a recurring basis, the Company and CSAHC entered into the new Asset Lease Agreement (the "Asset Lease Agreement") on December 29, 2014 for a term of three years from January 1, 2015 to December 31, 2017 to renew lease transactions originally covered under the New Asset Lease Agreement and the 2013 Nanyang Asset Lease Agreement. The annual rents payable to CSAHC under the Asset Lease Agreement is RMB86,268,700 for the three years ending December 31, 2017.

For the year ended December 31, 2015, the rent incurred by the Group amounted to RMB86 million pursuant to the Asset Lease Agreement.

The Company and CSAHC entered into an indemnification agreement dated May 22, 1997 in which CSAHC has (2) agreed to indemnify the Company against any loss or damage caused by or arising from any challenge of, or interference with, the Company's right to use certain lands and buildings.

On February 14, 2011, in order to ensure normal operation of the Company, the Company, based on the actual leasing requirement, once again reviewed the land and properties contemplated under the lease, adjusted part of these projects, and engaged a real estate appraisal company to assess the rent of land, properties, structures and (3) pipes under the lease. It then determined the rent according to the assessment and re-entered into the Land Lease Contract and the Tenancy Contract. Pursuant to the Land Lease Contract, the parties agreed that the annual rent for land from 2011 to 2013 would be RMB56,329,131. Pursuant to the Tenancy Contract, the annual rent for properties, structures and pipes leased by the Company from CSAHC from 2011 to 2013 would be RMB42,975,542.

On January 9, 2014, the Company and CSAHC have entered into two new lease agreements (the "Lease Agreements"), namely, the property lease agreement (the "Property Lease Agreement") and the land lease agreement (the "Land Lease Agreement") to renew the land and property leases transactions contemplated thereunder for the period from January 1, 2014 to December 31, 2016. Pursuant to the Property Lease Agreement, CSAHC agreed to lease certain properties, facilities and other infrastructure located in various cities such as Guangzhou, Shenyang,

Dalian, Harbin, Xinjiang, Changchun, Beijing and Shanghai held by CSAHC or its subsidiaries to the Company for office use related to the civil aviation business development. The property lease transactions contemplated under the existing 2012 Property Lease Agreements have now been covered under the Property Lease Agreement so as to save resources as well as time of management of various property leases with CSAHC. Pursuant to the Land Lease Agreement, CSAHC agreed to lease certain lands located in Xinjiang, Harbin, Changchun, Dalian and Shenyang by leasing the land use rights of such lands to the Company for the purposes of civil aviation and related businesses of the Company. The maximum annual aggregate amount of rent payable by the Company to CSAHC under the Property Lease Agreement and the Land Lease Agreement for each of the three years ending December 31, 2016 shall not exceed RMB40,114,700 and RMB63,582,200, respectively, and such payment shall be made quarterly. On August 13, 2015, the Company and CSAHC entered into a supplemental agreement to the Property Lease Agreement, pursuant to which the Company and CSAHC agreed that the maximum annual aggregate amount of rent payable by the Company to CSAHC under the Property Lease Agreement for the two years ending 31 December 2016 shall be slightly adjusted to not more than RMB40,270,700 (original cap of RMB 40,114,700) and RMB40,348,700 (original cap of RMB 40,114,700), respectively. Save as the said revision, all other terms of the Property Lease Agreement shall remain unchanged.



For the year ended December 31, 2015, the rents incurred by the Group amounted to RMB40 million and RMB64 million pursuant to the Lease Agreement and the Land Lease Agreement.

*SAIETC, a wholly-owned subsidiary of CSAHC*

On January 28, 2011, the Company renewed the Import and Export Agency Framework Agreement with SAIETC. The scope of cooperation under the agreement covers import and export services, custom clearing services, customs declaration and inspection services, and tendering and agency services etc. The agreement is effective for a period from January 1, 2011 to December 31, 2013, with the annual cap for the commission not exceeding RMB97,200,000.

On April 19, 2013, the Company entered into the Supplemental Agreement to the Import and Export Agency Framework Agreement dated January 28, 2011 with SAIETC to revise the maximum annual service fee payable by the Company to SAIETC for the period from January 1, 2013 to December 31, 2013 from RMB97.2 million to RMB160 million.

On January 9, 2014, the Company and SAIETC have entered into a new import and export agency framework agreement (the "New Import and Export Agency Framework Agreement") to renew the continuing connected transactions contemplated therein for a fixed term of three years commencing from January 1, 2014 to December 31, 2016. During the period of the New Import and Export Agency Framework Agreement, the annual cap shall remain at RMB160 million per annum.

For the year ended December 31, 2015, the agency fee incurred by the Group in respect of the above import and export services was RMB114 million.

On February 2, 2016, the Company and CSAHC have entered into an agreement, pursuant to which the Company agreed to acquire the CSAHC agreed to sell 100% equity interest in SAIETC for the consideration of RMB400,570,400 (the "Acquisition"). The Company believes that the Acquisition can assist the Group to strengthen procurement management of aircraft, flight equipment and other airline-related facilities, lower management risk; assist the Company to streamline its relationship with trading companies so as to reduce connected transactions. With SAIETC's experience in tendering and agency services, SAIETC will be developed into a centralised platform for procurement activities of the Group, that enhances concentration and efficiency of procurement activities. The Directors (including the independent non-executive Directors) consider that the agreement was entered into after an arm's length negotiation between the Company and CSAHC and the terms therein (including the consideration) are fair and reasonable, the Acquisition is on normal commercial terms and in the ordinary and usual course of business of the Group; and the Acquisition is beneficial to the operation and long-term development of the Group and in the

interests of the Company and its shareholders as a whole.

***Southern Airlines Culture and Media Co., Ltd. ("SACM"), which is 40% owned by the Company and 60% owned by CSAHC***

On May 11, 2010, the Company renewed the Media Services Framework Agreement with SACM, for a term of three years commencing from January 1, 2010. Pursuant to the agreement, the Company has appointed SACM to provide advertising agency services, production of in-flight TV and movie program agency services, public relations services relating to recruitments of airhostess, and services relating to the distribution of newspapers and magazines. The parties have determined the various rates for providing advertising services after negotiations on an arm's length basis, and SACM has promised that the advertising fees for which they charged the Company were all based on the prevailing market prices for similar businesses which were accepted by the Company. The annual cap under the agreement for each year is RMB40,000,000, RMB48,000,000 and RMB58,000,000, respectively.

On April 19, 2013, the Company entered into a new Media Services Framework Agreement with SACM to renew the annual cap, expand the services scope and extend the term for an additional term of three years, commencing from January 1, 2013 to December 31, 2015. Pursuant to the agreement, the Company has appointed SACM to provide advertising agency services, plotting, purchase and production of in-flight TV and movie program agency services, channel publicity and production services, public relations services relating to recruitments of airhostess, and services relating to the distribution of newspapers and magazines. The annual cap under the agreement for each year is RMB98 million, RMB105 million and RMB113 million for each of years ended December 31, 2013, 2014 and 2015, respectively.

Due to the increase in demand for the advertising services provided by XAMC, the original annual cap will no longer be sufficient to cover the transaction amount to be incurred by the Group during the remaining term of the Media Services Framework Agreement. Accordingly, the Company and SACM entered into a supplemental agreement to the Media Services Framework Agreement (the "Supplemental Agreement to the Media Services Framework Agreement") on 29 December 2014 to revise, among others, the annual cap. Pursuant to the Supplemental Agreement to the Media Services Framework Agreement, the Company and SACM have agreed to revise the annual cap for services provided by the SACM Group for the period from January 1, 2015 to December 31, 2015 from RMB113 million to RMB118.5 million.

For the year ended December 31, 2015, the media fees incurred by the Group for the media services amounted to RMB67 million.

On December 30, 2015, the Company entered into a new Media Services Framework Agreement with SACM to renew the media services transaction and extend for an additional term of three years, commencing from January 1, 2016 to December 31, 2018. The annual cap under the new agreement will remain unchanged at RMB118.5 million.

***Southern Airlines Group Finance Company Limited ("SA Finance"), which is 66% owned by CSAHC, 21% owned by the Company and 13% owned in aggregate by four subsidiaries of the Company***

(1) On November 8, 2010, the Company renewed the Financial Services Framework Agreement with SA Finance for a term of three years starting from January 1, 2011 to December 31, 2013.

Under such agreement, SA Finance agrees to provide to the Company deposit and loan services. SA Finance shall pay interests to the Company regularly at a rate not lower than the current deposit rates set by the People's Bank of China. The Group's deposits placed with SA Finance were re-deposited in a number of banks. SA Finance has agreed that the loans provided to CSAHC and its subsidiaries other than the Group should not exceed the sum of SA Finance's shareholders' equity, capital reserves and total deposits received from other companies (excluding the Group). The rates should be determined on an arm's length basis and based on fair market rate, and should not be higher than those available from independent third parties. The parties agreed that the balance of the Group's deposits placed with SA Finance (including accrued interests) should not at any time exceed RMB4,000,000,000, nor should the balance of loans borrowed from SA Finance at any time exceed the above-mentioned level. The annual cap of fees payable to SA Finance for the other financial services should not exceed RMB5,000,000.

On March 16, 2012, the Company entered into a supplemental agreement to the Financial Services Framework Agreement with SA Finance, for a term effective from May 31, 2012, the date of passing of the resolution at the General Meeting, to December 31, 2013. In line with the Company's business requirement, the parties agreed that deposit balance placed with SA Finance (including interest payable accrued thereon) in any day may not exceed RMB6,000,000,000, and the balance for provision of loan service to the Company by SA Finance (including total interests paid) in any day may not exceed the above level.

On November 8, 2013, the Company and SA Finance entered into the new Financial Services Framework Agreement for a term of three years starting from January 1, 2014 to December 31, 2016 to renew the provision of the financial services contemplated under the Financial Services Framework Agreement.

Under the new Financial Services Framework Agreement, SA Finance agrees to provide to the Company deposit services, loan services and other financial services. SA Finance shall accept deposit of money from the Group at interest rates not lower than those set by the People's Bank of China, or PBOC for the same term of deposit. SA Finance will in turn deposit the whole of such sums of money with certain stated-owned commercial banks and listed commercial banks to control the risk. SA Finance shall make loans or provide credit line services to the Group and the entering into of separate loan agreements, which will set out the terms and conditions of the loans, upon application by the Company during the term of the new Financial Services Framework Agreement. SA Finance shall not charge interest rates higher than those set by the PBOC for similar loans. The total amount of outstanding loans extended by SA Finance to CSAHC (excluding the Group) must not exceed the sum of SA Finance's shareholders' equity, capital reserves and money deposit received from other parties (except the Group). The interest rate for loans provided to the Group by SA Finance shall not be higher than the basis rate allowed by the PBOC for the same type of loan and, subject to the above, the interest rate charged on the loans to the Group shall be equal to or lower than the rate charged by normal commercial banks in the PRC for comparable loans (whichever is lower). Upon request by the Company, SA Finance shall also provide other financial services to the Group, including financial and financing consultation, credit certification and other relevant advice and agency services, insurance agency services, and other businesses which SA Finance are approved by China Banking Regulatory Commission, or CBRC to operate by entering into of separate agreements, which will set out the terms and conditions of such services. The parties agreed that the balance of the Company's deposits placed with SA Finance (including accrued interests) should not at any time exceed RMB6,000,000,000, nor should the balance of loans borrowed from SA Finance at any time exceed the above-mentioned level. The annual cap of fees payable to SA Finance for the other financial services should not exceed RMB5,000,000. The Company and SA Finance entered into a supplemental agreement to the new Financial Services Framework Agreement on 4 May 2015. Pursuant to the supplemental agreement, the Company and SA Finance agreed to revise each of the cap in relation to the provision of deposit services and the provision of the loan services for the period from the effective date of the supplemental agreement to December 31, 2016 from RMB6 billion to RMB8 billion. Save as the said revision, all other terms of the new Financial Services Framework Agreement shall remain unchanged.

As of December 31, 2015, the Group's deposits placed with SA Finance amounted to RMB2,934 million, the outstanding loans provided by SA Finance is nil.

(2) On November 21, 2014, Guangdong CSA E-commerce Co., Ltd. (the "E-commerce Company") entered into four electronic aviation passenger comprehensive insurance four-parties cooperation agreements (the "Cooperation Agreements") with SA Finance, Air Union Insurance Brokers (Beijing) Co., Ltd. (the "Air Union") and Ping An Property & Casualty Insurance Company of China, Ltd. Guangdong Branch, Sunshine Property and Casualty Insurance Company Limited, Taiping Pension Co., Ltd. and PICC Property and Casualty Company Limited Guangzhou Branch the Insurance Companies, respectively (the "Insurance Companies"), for a term of three years commencing from June 12, 2014 to May 31, 2017. Pursuant to the Cooperation Agreements, the E-commerce Company agreed to authorize other parties to use the B2C website, the mobile terminal air tickets sale platform and VOS sale system of the Company for sales of online insurances in consideration for a fixed service fees for each policy sold through its electronic platform. SA Finance (the only entity within the CSAHC Group holding the comprehensive insurance agent qualification which was approved by both China Banking Regulatory Commission and CIRC) shall be responsible for the general coordination and support, financial settlement and assisting the settlement for insurance claims in relation to the sales of online insurance procured by Air Union through the electronic platforms of the Company. Air Union shall act as the agent of the Insurance Companies to sell the electronic aviation passenger comprehensive insurance through the electronic platforms of the Company and the Insurance Companies shall provide the standard insurance products and corresponding consulting services, and will be responsible for the insured risks under the electronic aviation passenger comprehensive insurance. The Group will charge a fixed service fee of RMB5 for each insurance policy sold through its electronic platforms. For the year ended December 31, 2014, the service fee charged by the Group amounted to RMB20.87 million.

On November 19, 2015, the Company and SA Finance entered into the Insurance Business Platform Cooperation Framework Agreement for a term of two years starting from January 1, 2015 to December 31, 2016. Pursuant to the Insurance Business Platform Cooperation Framework Agreement, the Company as the platform service provider, agreed to cooperate with SA Finance, and authorize SA Finance to use the various platforms of the Group including online channels and ground service counter channels as the sales platforms for sale of various insurances relating to aviation transportation including baggage insurance and aviation passenger accident insurance. The scope of the Insurance Business Platform Cooperation Framework Agreement shall also cover the electronic platform as contemplated under the four electronic aviation passenger comprehensive insurance four-parties cooperation agreements entered into between the E-commerce Company, inter alia, with SA Finance on November 21, 2014 as disclosed above. For the sale of insurance policies through the Group's ground service counter channels and its electronic platforms, the Group is currently charging a fixed ratio of the insurance premium of the insurance policies. For the year ended December 31, 2015, the service fee charged by the Group amounted to RMB16 million.

*China Southern Air Holding Ground Services Company Limited ("GSC"), a wholly-owned subsidiary of CSAHC*

The Company and GSC entered into a Sales Agency Services Framework Agreement dated January 28, 2011, which is valid from January 1, 2011 to December 31, 2013. The Company and GSC entered into a new Passenger and Cargo Sales Agency Services Framework Agreement dated November 8, 2013, which is valid from January 1, 2014 to December 31, 2016 to renew the continued cooperation with GSC. Pursuant to the new Passenger and Cargo Sales Agency Services Framework Agreement, the cooperative scope of both parties thereto mainly comprises extended businesses including air ticket sales agency services, airfreight forwarding sales agency services, chartered flight and pallets sales agency services, internal operation services for the inside storage area, and delivery services for the outside storage area. GSC charges commission with reference to the prevailing market rate. Besides, the Company has other air ticket sales agents in China who also charge commission at the same rates. GSC also acts as the ticket sales agents of other airline companies in China, and charge commission at the same rates offered to the Group. The annual transaction cap of the sales value shall not exceed RMB250,000,000.

For the year ended December 31, 2015, the commission expense and goods handling fee paid to GSC were RMB98 million and RMB109 million respectively, and the income relating to other services was RMB20 million.

***Guangzhou China Southern Airlines Property Management Company Limited (the "GCSAPMC"), a wholly-owned subsidiary of CSAHC***

The Company and GCSAPMC renewed the Framework Agreement for the Engagement of Property Management (the "existing Property Management Framework Agreement") on December 29, 2008 for a term of three years.

The Company has entered into a New Framework Agreement for Engagement of Property Management (the "New Property Management Framework Agreement") on December 28, 2012 to renew the property management transactions for a term of three years from January 1, 2012 to December 31, 2014. Pursuant to the New Property Management Framework Agreement, the Company has renewed the appointment of GCSAPMC for provision of property management and maintenance services for the Company's leased properties in the airport terminal, the base and the 110KV transformer substation at the new Baiyun International Airport (other than certain properties in the Company's headquarter located in the old Baiyun Airport which were covered in the existing Property Management Framework Agreement) to ensure the ideal working conditions of the Company's production and office facilities and physical environment, and the normal operation of equipment.

The Company has further entered into the airport property management framework agreement (the "Airport Property Management Framework Agreement") on January 11, 2013 to renew the property management at the old Baiyun Airport for a term of three years from January 1, 2012 to December 31, 2014. Pursuant to the Airport Property Management Framework Agreement, the Company has renewed the appointment of GCSAPMC for the provision of property management and maintenance services for the Company's properties at the old Baiyun Airport and surrounding in Guangzhou.

The fee charging schedule (or charge standard) under the New Property Management Framework Agreement and the Airport Property Management Framework Agreement shall be determined on an arm's length basis between both parties, and shall not be higher than the one charged by any independent third parties in the similar industry. The annual cap for the New Property Management Framework Agreement and the Airport Property Management Framework Agreement are set at RMB32,750,000 and RMB22,250,000, respectively.

On December 31, 2013, the Company further entered into an agreement supplemental to the New Property Management Framework Agreement (the "New Property Management Supplemental Agreement") and an agreement supplemental to the Airport Property Management Framework Agreement (the "Airport Property Management Supplemental Agreement"). Pursuant to the New Property Management Supplemental Agreement, the parties have agreed to revise the services fee in relation to the provision of property management and maintenance services by GCSAPMC for the Company's leased properties at the airport terminal, the base and the 110KV transformer substation at the new Baiyun International Airport from RMB32,750,000 per annum to RMB42,700,000 per annum for the year ended December 31, 2014. Pursuant to the Airport Property Management Supplemental Agreement, the parties have agreed to revise the services fee in relation to provision of property management and maintenance services by GCSAPMC for the Company's several properties at the old Baiyun Airport and surrounding in Guangzhou from RMB22,250,000 per annum to RMB27,300,000 per annum for the year ended December 31, 2014.

As the transactions contemplated under the New Property Management Framework Agreement and the Airport Property Management Framework Agreement will continue to be entered into on a recurring basis, the Company entered into the new Property Management Framework Agreement (the "Property Management Framework Agreement") with use the services fee in relation to the provision of property management and maintenance services

by GCSAPMC on December 29, 2014 to renew the property management transactions originally covered under the New Property Management Framework Agreement and the Airport Property Management Framework Agreement for a term of three years from January 1, 2015 to December 31, 2017. The annual cap for the Property Management Framework Agreement is set at RMB90 million, RMB92 million and RMB96 million for the three years ending December 31, 2015, 2016 and 2017, respectively.

For the year ended December 31, 2015, the property management and maintenance fee incurred by the Group amounted to RMB73 million pursuant to the New Property Management Framework Agreement, the Airport Property Management Framework Agreement and the Property Management Framework Agreement.

***Shenzhen Air Catering Co., Ltd. (the "SACC"), which is 50.1% owned by CSAHC***

The Company entered into a Catering Services Framework Agreement with Shenzhen Air Catering Co., Ltd., a non-wholly-owned subsidiary of CSAHC on April 19, 2013 for a term of three years, commencing from January 1, 2013 to December 31, 2015, pursuant to which SACC agrees to provide the in-flight lunch box, and order, supply, allot, recycle, store and install the in-flight supply with their respective services for the arrival and departure flights designated by the Group at the airport where SACC located at. The maximum annual aggregate amount of the services fee payable by the Company to SACC shall not exceed RMB100 million, RMB115 million and RMB132.5 million for each of the years ended December 31, 2013, 2014 and 2015, respectively.



For the year ended December 31, 2015, the services fee incurred by the Group for the catering services amounted to RMB100 million.

The Company entered into a new Catering Services Framework Agreement with SACC on December 30, 2015 for an additional term of three years, commencing from January 1, 2016 to December 31, 2018. The annual cap under the new agreement is set at RMB152 million, RMB175 million and RMB201 million for each of the years ending December 31, 2016, 2017 and 2018, respectively.

***Zhuhai MTU, which is 50% owned by CSAHC***

The Company entered into an agreement relating to continuing connected transactions with CSAHC, MTU Aero Engines GmbH ("MTU GmbH") and Zhuhai MTU on September 28, 2009, by which Zhuhai MTU shall continue to provide the Company with engine repair and maintenance services subject to the international competitiveness and at the net most favorable terms, while the Company shall make relevant payment to Zhuhai MTU according to related charging standard. The agreement is effective from its date to April 5, 2031. The maximum aggregate annual consideration for the continuing connected transactions under the above agreement were disclosed in the announcement of the Company dated September 28, 2009 and such maximum aggregate annual consideration for the year ended December 31, 2012 is RMB1.2 billion.

For the year ended December 31, 2015, the Group's engine repair and maintenance service fees incurred under the agreement amounted to RMB1,324 million.

***Sale of Aircraft to Hebei Airlines Company Limited ("Hebei Airlines") by Xiamen Airlines***

On September 26, 2012, the Board announced that Xiamen Airlines and Hebei Airlines entered into the Aircraft Sale Agreement, pursuant to which Xiamen Airlines agreed to sell and Hebei Airlines agreed to purchase one B737-800 aircraft at the consideration of approximately RMB257 million.

***Acquisition of 95.4% Equity Interests in Hebei Airlines by Xiamen Airlines***

On October 13, 2014, the Board announced that Xiamen Airlines and Hebei Airlines Investment Group Company Limited (the "Hebei Airlines Investment") entered into an agreement, pursuant to which Hebei Airlines Investment agreed to sell and Xiamen Airlines agreed to purchase 95.4%% equity interests (the "Targeted Equity Interests") in Hebei Airlines at the consideration of RMB680 million (the "Acquisition"). Hebei Airlines is a company incorporated in the PRC and its principal business activity is that of operation of international and domestic air routes, and cargo, mail and luggage transportation business; agency business between airlines; service business related to air transportation; provision of general aviation services; aircraft management business; aircraft maintenance; agency business between airlines, and ground service and air express (except mails and items with mail nature) related to the principal business; in-flight duty free goods; aircraft leasing and sales agent for aviation accident insurance; aviation food producing and sale, insurance industry and agency services; other aviation business and related business, including advertising for such businesses; logistics, trading and storage.

The audited and unaudited net asset value of Hebei Airlines as of December 31, 2013 and August 31, 2014 was approximately RMB 1,305.84 million and RMB 1,181.36 million, respectively. According to the valuation report dated June 30, 2014 prepared by Beijing Zhong Qi Hua Assets Valuation Co., Ltd. (an independent qualified valuer in the PRC), the appraisal value of the total equity interests of Hebei Airlines amounted to RMB831,293,200 as of April 30, 2014. As such, the appraisal value of the Targeted Equity Interests amounted to RMB793,053,700 as of April 30, 2014. The consideration of RMB 680 million is determined after an arm's length negotiation between the parties in accordance with prevailing market conditions and after taking into account, inter alia, the net asset value of Hebei Airlines and the abovementioned appraisal value of the Targeted Equity Interests as of April 30, 2014.

The Company believes that the Acquisition can help the Group to further develop the aviation market in Hebei, facilitate the integration of the North China market by Xiamen Airlines and improve its domestic route network; the Acquisition will also achieve the synergies of Xiamen Airlines and Hebei Airlines to strengthen their market positions, so as to further enhance the competitiveness of the Company, Xiamen Airlines and Hebei Airlines as a whole.

#### ***Acquisition of 4% Equity Interests in Xiamen Airlines from Xiamen Jianfa***

On July 14, 2015, the Board announced that the Company and Xiamen Jianfa entered into an agreement (the "Share Transfer Agreement"), pursuant to which Xiamen Jianfa agreed to sell and the Company agreed to purchase 4% equity interests (the "Targeted Equity Interests") in Xiamen Airlines at the consideration of RMB586,666,670 (the "Acquisition"). The Company believes that the increase of 4% equity interests in Xiamen Airlines held by the Company can help the Group to further enhance its control over the Xiamen Airlines, help the Xiamen Airlines to maintain a stable shareholding structure, further improve the strategic synergy effect of the Company and Xiamen Airlines and improve the overall operating results of the Company.

On December 8, 2015, the Company and Xiamen Jianfa entered into a supplemental agreement to the Share Transfer Agreement, pursuant to which the parties agreed to adjust the consideration from RMB586,666,667 to RMB626,666,667 so as to reflect the profit attribution arrangement.



***Sale of 51% Equity Interests in XAMC***

On June 29, 2012, the Board announced that Xiamen Airlines and SACM entered into an agreement, pursuant to which Xiamen Airlines agreed to sell and SACM agreed to purchase 51% equity interests in XAMC at the consideration of RMB43.12 million. The Company believes that the disposal of the 51% equity interests in XAMC can promote the integration of media resources owned by SACM and XAMC, and they can achieve a better development by mutual use of the platforms and resources owned by each other. As XAMC shall be owned as to 49% by Xiamen Airlines, Xiamen Airlines shall continue to benefit from long-term development of XAMC.

***Subscription of New A Shares by CSAHC***

On June 11, 2012, the Board approved the proposed issuance of not more than 487,804,878 new A Shares (after the adjustment with reference to the profit distribution proposal for 2011) to CSAHC at the subscription price of RMB4.10 (after the adjustment with reference to the profit distribution proposal for 2011) per A Share (the "Non-public A Share Issue"). The proceeds to be raised from the proposed Non-public A Share Issue will be not more than RMB2 billion. CSAHC entered into the Subscription Agreement with the Company, pursuant to which CSAHC has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue not more than 487,804,878 new A Shares for an aggregate consideration of not more than RMB2 billion, equivalent to the subscription price of RMB4.10 per new A Share (the "Subscription"). As of August 9, 2013, the relevant work regarding the 2012 Non-public A Share Issue of the Company has not been completed. The proposal for the 2012 Non-public A Share Issue of the Company and A Shares subscription agreement therefore were lapsed automatically due to the expiration of the resolution passed at the general meeting.

All related party transactions have been approved by Independent Non-executive Directors.

**C. Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION**

**A. Consolidated Statements and Other Financial Information**

Our audited consolidated financial statements are set forth beginning on page F-1, which can be found after Item 19.

## Legal Proceedings

The Company received a claim on July 11, 2011 from an overseas entity (the “claimant”) against the Company for the alleged breach of certain terms and conditions of an aircraft sale agreement for aircraft sold by the Company to the claimant. The claimant claimed against the Company for damages in the sum of approximately USD46 million or for the refund of its down payments of approximately USD12 million paid to the Company, and also interest thereon which is to be calculated in accordance with Section 35A, Supreme Court Act 1981 of the United Kingdom. In 2012, the claimant subsequently changed its claim for the refund of the down payment to approximately USD14 million. On July 25, 2013, the High Court of England and Wales dismissed the claimant’s claim in its entirety but awarded damages in the sum of approximately USD28 million, interest thereon and also legal costs to the Company in respect of its counterclaim made against the claimant. The claimant appealed to the Court of Appeal and on December 17, 2014, the Court of Appeal dismissed the claimant’s appeal but varied the award of damages to the Company from USD28 million to USD18 million. The Court of Appeal also ordered the claimant to pay the Company’s costs of the appeal. The claimant has applied for permission to further appeal the case to the Supreme Court but the application has been rejected by both the Court of Appeal and the Supreme Court. Based on existing information available, the Directors are of the opinion that an outflow of resource embodying economic benefits is not probable to occur.

On May 31, 2014, the Company received a notice from the International Court of Arbitration of International Chamber of Commerce (“ICC”). The notice states that SASOF TR-81 AVIATION IRELAND LIMITED (the “lessor”) has applied for arbitration for the alleged breach of certain terms and conditions of an aircraft leasing agreement. The lessor has made a claim against the Company for an indemnity of approximately USD13 million, including the compensation for engine thrust upgrade damages, life components of engine, reserves of engines, cost of termination of the lease, external legal counsel’s remuneration and the interest thereon. On July 31, 2014, the Company has established a team to handle this arbitration and applied to ICC for a counter claim to request the lessor to compensate the Company for insurance fees amounting to USD9.8 million, deposits, default penalty, extra technical support fees and legal expenses and the interest thereon. The hearing in the ICC arbitration proceedings commenced in London on March 7, 2016, and will conclude on April 19, 2016, and the award of the Arbitral Tribunal is awaited. As of the date of this report, the Company cannot reasonably predict the result and potential financial impact of this pending arbitration, if any. Therefore, no additional provision has been made against this pending arbitration.

## Dividend Information

A dividend in respect of the year ended December 31, 2015 of RMB0.4 (inclusive of applicable tax) per ten shares, amounting to a total dividend of RMB785 million was proposed by the Directors on March 30, 2016. The final dividend proposed after the end of the financial year has not been recognized as a liability at the end of the financial year.

Our Board declares dividends, if any, in Renminbi with respect to H Shares on a per share basis and pays such dividends in Hong Kong dollars. Any final dividend for a fiscal year is subject to shareholders' approval. Bank of New York Mellon, as depository, converts the HK dollar dividend payments and distributes them to holders of ADSs in U.S. dollars, less expenses of conversion. Under the Company Law of the PRC and our Articles of Association, all of our shareholders have equal rights to dividends and distributions. The holders of the H Shares share proportionately on a per share basis in all dividends and other distributions declared by our Board, if any, based on the foreign exchange conversion rate published by the People's Bank of China, or PBOC, on the date of the distribution of the cash dividend.

We believe that our dividend policy strikes a balance between two important goals providing our shareholders with a competitive return on investment and assuring sufficient reinvestment of profits to enable us to achieve our strategic objectives. The declaration of dividends is subject to the discretion of our Board, which takes into account the following factors:

- our financial results;
- capital requirements;
- contractual restrictions on the payment of dividends by us to our shareholders or by our subsidiaries to us;
- our shareholders interests;
- the effect on our creditworthiness;
- general business and economic conditions; and

· other factors our Board may deem relevant.

Pursuant to PRC laws and regulations and the Articles of Association of the Company, dividends may only be distributed after allowance has been made for: (i) recovery of losses, if any, and (ii) allocations to the statutory surplus reserve. The allocation to the statutory surplus reserve is 10% of our net profit determined in accordance with PRC GAAP. Our distributable profits for the current fiscal year will be equal to our net profits determined in accordance with IFRSs, less allocations to the statutory surplus reserve.

#### B. Significant Changes

No significant changes have occurred since the date of the consolidated financial statements.

### ITEM 9. THE OFFER AND LISTING

#### A. Offer and Listing Details

The principal trading market for the Company's H Shares is the Hong Kong Stock Exchange, and the Company's trading code is "1055". The Company completed its initial public offering of H Shares on July 30, 1997. The ADRs, each representing 50 H Shares, have been listed for trading on the New York Stock Exchange since July 31, 1997, under the symbol "ZNH".

The principal trading market for the Company's A Shares is the Shanghai Stock Exchange with trading code of "600029". On July 25, 2003, the Company completed its initial public offering of A Shares.

Set forth below for the periods indicated are the high and low sales prices of H Shares on the Hong Kong Stock Exchange, ADRs on the New York Stock Exchange and A Shares on the Shanghai Stock Exchange.

|                                     | The Hong Kong Stock Exchange Price per H Share (HK\$) |      | The New York Stock Exchange Price per ADR (US\$) |       | The Shanghai Stock Exchange Price per A Share (RMB) |      |
|-------------------------------------|---|------|--|-------|---|------|
|                                     | High  | Low  | High   | Low   | High  | Low  |
| <b>Annual Market Prices</b>         |   |      |  |       |   |      |
| Fiscal Year ended December 31, 2011 | 5.37  | 3.08 | 35.40  | 20.02 | 10.13   | 4.57 |
| Fiscal Year ended December 31, 2012 | 4.54  | 3.22 | 29.72  | 20.20 | 5.48  | 3.28 |
| Fiscal Year ended December 31, 2013 | 4.43  | 2.61 | 30.04  | 17.09 | 4.3   | 2.54 |
| Fiscal Year ended December 31, 2014 | 3.90  | 2.23 | 25.17  | 14.53 | 5.93  | 2.26 |
| Fiscal Year ended December 31, 2015 | 9.84  | 3.53 | 63.29  | 22.52 | 15.98   | 4.48 |
| <b>Quarterly Market Prices</b>      |   |      |  |       |   |      |
| Fiscal Year ended December 31, 2014 |   |      |  |       |   |      |
| First Quarter                       | 3.08  | 2.47 | 19.58  | 15.91 | 2.72  | 2.48 |
| Second Quarter                      | 2.64  | 2.23 | 16.68  | 14.53 | 2.60  | 2.26 |
| Third Quarter                       | 2.88  | 2.39 | 18.29  | 15.00 | 2.99  | 2.31 |
| Fourth Quarter                      | 3.90  | 2.49 | 25.17  | 15.97 | 5.93  | 2.81 |
| Fiscal Year ended December 31, 2015 |   |      |  |       |   |      |
| First Quarter                       | 5.45  | 3.53 | 36.04  | 22.52 | 8.51  | 4.48 |
| Second Quarter                      | 9.84  | 5.99 | 63.29  | 38.37 | 15.98   | 8.13 |
| Third Quarter                       | 9.00  | 4.32 | 57.50  | 27.46 | 14.27   | 7.12 |
| Fourth Quarter                      | 6.73  | 5.17 | 42.40  | 32.62 | 9.35  | 7.68 |
| <b>Monthly Market Prices</b>        |   |      |  |       |   |      |
| October 2015                        | 6.73  | 5.50 | 42.40  | 35.86 | 8.97  | 7.68 |
| November 2015                       | 6.44  | 5.64 | 41.51  | 36.49 | 9.35  | 7.74 |
| December 2015                       | 6.21  | 5.17 | 39.62  | 32.62 | 9.15  | 7.72 |
| January 2016                        | 5.48  | 4.50 | 35.23  | 28.93 | 8.57  | 6.14 |
| February 2016                       | 4.84  | 4.13 | 31.10  | 25.44 | 6.98  | 5.86 |
| March 2016                          | 4.95  | 4.41 | 32.17  | 29.07 | 6.59  | 5.91 |
| April 2016 (up to April 18, 2016)   | 5.30  | 4.90 | 34.18  | 31.44 | 6.54  | 6.25 |

#### B. Plan of Distribution



Not applicable.

C. Markets

See "Offer and Listing Details" above.

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D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

The following is a summary of certain provisions of our Articles of Association. As this is a summary, it does not contain all the information that may be important to you. You and your advisors should read the text of our most updated Articles of Association for further information, which is filed as an exhibit to this Annual Report.

**General**

The Company is registered with and has obtained a business license from the State Administration Bureau of Industry and Commerce of the People's Republic of China on March 25, 1995. On March 13, 2003, the Company obtained an

approval certificate from the Ministry of Commerce to change to a permanent limited company with foreign investments.

***Other Senior Administrative Officers***

Pursuant to the Article 16 of the Articles of Association, other senior administrative officers of the Company refer to executive vice president, chief financial officer, the board secretary, chief economist, chief engineer, chief pilot, and chief legal adviser and chief information officer.

***Objects and Purposes***

Pursuant to the Article 18 of the Articles of Association, the scope of business of the Company includes: (I) provision of scheduled and non-scheduled domestic, regional and international air transportation services for passengers, cargo, mail and luggage; (II) undertaking general aviation services; (III) provision of aircraft repair and maintenance services; (IV) acting as agent for other domestic and international airlines; (V) provision of air catering services; (VI) provision of hotel business; (VII) acting as sale agent for aircraft leasing and aviation accident insurance; (VIII) engaging in other airline or airline-related business, including advertising for such services; and (IX) insurance agency business. (subject to approved of State Administration of Industry and Commerce).

## **Directors**

Pursuant to Article 243 of the Articles of Association, where a Director of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service with the Company, he shall declare the nature and extent of his interests to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal is otherwise subject to the approval of the Board of Directors. For the purposes of this Article, a director is deemed to be interested in a contract, transaction or agreement in which an associate of him is interested.

Pursuant to Article 173 of the Articles of Association, where a Director is interested in any resolution proposed at a board meeting, such Director shall not be present and shall not have a right to vote. Such Director shall not be counted in the quorum of the relevant meeting. Such directors also shall not vote on behalf of other directors. Board meetings may be convened by more than half of the directors who are not interested in the proposal. Resolutions of board meetings shall be passed by more than half of directors who are not interested in the proposal.

Pursuant to Article 251 of the Articles of Association, the Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a Director wherein his emoluments are stipulated. The aforesaid emoluments include, emoluments in respect of his service as Director, Supervisor or senior administrative officer of the Company or any subsidiary of the Company, emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries, and payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office. There is no specific provisions concerning a director's power, in the absence of an independent quorum, to vote compensation to themselves or any members of their body, other than the above Article 173 with respect to a director's voting power in matters he is materially interested.

## **Ordinary Shares**

Pursuant to Article 26 of the Articles of Association, subject to the approval of the securities authority of the State Council, the Company may issue and offer shares to domestic investors or foreign investors for subscription. Foreign investors are those investors of foreign countries and regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. Domestic investors are those investors within the territory of the PRC (excluding investors of the regions referred to in the preceding sentence) who subscribe for shares issued by the Company.

Pursuant to Article 27 of the Articles of Association, shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as "Domestic-Invested Shares". Shares issued by the Company to foreign investors for subscription in foreign currencies shall be referred to as "Foreign-Invested Shares". Foreign-Invested Shares which are listed overseas are called "Overseas-Listed Foreign-Invested Shares". The foreign currencies mean the legal currencies (apart from Renminbi) of other countries or districts which are recognised by the foreign exchange control authority of the state and can be used to pay the Company for the share price.

Pursuant to Article 28 of the Articles of Association, Domestic-Invested Shares issued by the Company are called "A Shares". Overseas-Listed Foreign-Invested Shares issued by the Company and listed in Hong Kong are called "H Shares". H Shares are shares which have been admitted for listing on the Stock Exchange of Hong Kong Limited, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares can also be listed on a stock exchange in the United States of America in the form of ADR. Shares issued by the Company, including A Shares and H Shares, are all ordinary shares.

Pursuant to Article 62 of the Articles of Association, the ordinary shareholders of the Company shall enjoy the following rights:

- (1) the right to attend or appoint a proxy to attend shareholders' general meetings and to vote thereat;
- (2) the right to dividends and other distributions in proportion to the number of shares held;
- (3) the right of supervisory management over the Company's business operations, and the right to present proposals or enquiries;

- (4) the right to transfer, donate or pledge his shares in accordance with laws, administrative regulations and provisions of these Articles of Association;
- (5) the right of knowledge and decision making power with respect to important matters of the Company in accordance with laws, administrative regulations and these Articles of Association;
- (6) the right to obtain relevant information in accordance with the provisions of these Articles of Association, including:
  - (i) the right to obtain a copy of these Articles of Association, subject to payment of the cost of such copy;
  - (ii) the right to inspect and copy, subject to payment of a reasonable charge;
  - (iii) all parts of the register of shareholders;
  - (a) personal particulars of each of the Company's directors, supervisors, president and other senior administrative officers, including:
    - (aa) present name and alias and any former name or alias;
    - (bb) principal address (residence);
    - (cc) nationality;
    - (dd) primary and all other part-time occupations and duties;
    - (ee) identification documents and their relevant numbers;
  - (b) state of the Company's share capital;
    - reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares
  - (c) repurchased by the Company since the end of last accounting year and the aggregate amount paid by the Company for this purpose;

(d) minutes of shareholders' general meetings; and

(e) interim and annual reports of the Company.

(7) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company in accordance with the number of shares held; and

(8) other rights conferred by laws, administrative regulations and these Articles of Association.

According to Article 266, dividends shall be distributed in accordance with the proportion of shares held by shareholders.

According to Article 67 of the Articles of Association, shareholders of the company have the obligation not to withdraw their shares unless required by laws and regulations.

According to Article 37 of the Articles of Association, the Company may repurchase its issued shares under the following circumstances: (1) cancellation of shares for the reduction of its capital; (2) merging with another company that holds shares in the Company; (3) awarding its employees with shares; (4) at the request of the dissenting shareholders; and (5) other circumstances permitted by laws and administrative regulations.

According to Article 41 of the Articles of Association, unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its issued shares: (1) where the Company repurchases shares of the Company at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose; (2) where the Company repurchases shares of the Company at a premium to its par value, payment up to the par value may be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose; and (3) payment by the Company in consideration of the following shall be made out of the Company's distributable profits: (i) acquisition of rights to repurchase shares of the Company; (ii) Variation of any contract to repurchase shares of the Company; and (iii) release of any of the Company's obligation under any contract to repurchase shares of the Company.

According to Article 263 of the Articles of Association, when distributing each year's after-tax profits, the Company shall set aside 10% of such profits for the Company's statutory common reserve fund, except where the accumulated balance of the said fund has reached 50% of the Company's registered capital. After the Company has allocated its after-tax profits to the statutory common reserve fund, it may, with the approval of the shareholders by way of resolution in a shareholders' general meeting, further allocate its after-tax profits to the discretionary common reserve fund.

According to Article 67 of the Articles of Association, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.

The Articles of Association does not have specific provisions discriminating against any existing or prospective holder of such securities as a result of other shareholders owning a substantial number of shares.

### **Action Necessary to Change Rights of Shareholders**

Pursuant to Article 151 of the Articles of Association, shareholders who hold different classes of shares are shareholders of different classes. The holders of the Domestic Shares and holders of Overseas Listed Foreign Shares are deemed to be shareholders of different classes.

Pursuant to Article 152 of the Articles of Association, rights conferred on any class of shareholders in the capacity of shareholders ("class rights") may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting.



Pursuant to Article 154 of the Articles of Association, shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of the following matters: (i) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class; (ii) to restrict the transfer or ownership of the shares of such class or add to such restriction; (iii) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such proposed restructuring; and (iv) to vary or abrogate the provisions of these Articles of Association. However, interested shareholder(s) shall not be entitled to vote at class meetings.

Pursuant to Article 155 of the Articles of Association, resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who are entitled to vote at class meetings.

Pursuant to Article 156 of the Articles of Association, written notice of a class meeting shall be given forty-five days before the date of the class meeting to notify all of the shareholders in the share register of the class of the matters to be considered, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply concerning attendance at the class meeting to the Company twenty days before the date of the class meeting. If the number of shares carrying voting rights at the meeting represented by the shareholders who intend to attend the class meeting reaches more than one half of the voting shares at the class meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days notify the shareholders again by public notice of the matters to be considered, the date and the place for the class meeting. The Company may then hold the class meeting after such publication of notice.

Pursuant to Article 157 of the Articles of Association, notice of class meetings need only be served on shareholders entitled to vote thereat. Meeting of any class of shareholders shall be conducted in a manner as similar as possible to that of general meetings of shareholders. The provisions of these Articles of Association relating to the manner to conduct any shareholders' general meeting shall apply to any meeting of a class of shareholders.

## **Meetings of Shareholders**

According to Article 78, shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board of Directors. Annual general meetings are held once every year and within six months from the end of the preceding financial year.

According to Article 79, under any of the following circumstances, the Board of Directors shall convene an extraordinary general meeting within two months: (1) the number of directors is less than that is required by the Company Law or two thirds of the number of directors specified in these Articles of Association; (2) the accrued losses of the Company amount to one third of the total amount of its share capital; (3) shareholder(s) individually or jointly holding 10% or more of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting; (4) it is deemed necessary by the Board of Directors or requested by the supervisory committee to convene an extraordinary general meeting; (5) more than one half of the independent directors propose to convene the meeting.

According to Article 91 of the Articles of Association, notice of a shareholders' general meeting shall be given by way of announcement or by any other manner as provided in these Articles of Association (if necessary), not less than forty-five days (including forty-five days) before the date of the meeting to notify all of the shareholders in the share register of the matters to be considered, the date and the place of the meeting.

According to Article 92 of the Articles of Association, the Company shall, based on the written replies received twenty days before the date of the shareholders' general meeting from the shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total voting shares, the Company may hold the meeting; if not, then the Company shall within five days notify the shareholders again by public notice of the matters to be considered, the place and date for, the meeting. The Company may then hold the meeting after such publication of notice.

## **Limitation on Right to Own Securities**

The Articles of Association does not specifically provide for the limitations on the rights to own securities by certain shareholders, however, the PRC Special Regulations on Overseas Offering and the Listing of Shares by Companies Limited by Share (the "Special Regulations") and the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions") provide for different classes of shares to be subscribed for and traded by local and overseas investors respectively. Shares which can be traded by overseas investors must be in registered form and while denominated in Renminbi, they are traded in foreign currency with dividends payable in foreign currency. Local investors are prohibited from dealing in such shares.

### **Merger, Acquisition or Corporate Restructuring**

Pursuant to Article 291 of the Articles of Association, in the event of the merger or division of the Company, a plan shall be presented by the Company's Board of Directors and shall be approved in shareholders' general meeting and the relevant examining and approving formalities shall be processed as required by law. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire that dissenting shareholder's shareholding at a fair price. The contents of the resolution of merger or division of the Company shall be made into special documents for shareholders' inspection. Such special documents shall be sent by mail to holders of Overseas-Listed Foreign-Invested Shares.

## Ownership to Be Disclosed

The Articles of Association do not contain any provisions governing the ownership threshold above which shareholder ownership must be disclosed.

## C. Material Contracts

Other than such contracts as are described in our disclosure in Item 4 "Information on the Company" and Item 7 "Major Shareholders and Related Party Transactions", we have not entered into any material contracts outside the ordinary course of our business within the two years preceding the date of this annual report.

## D. Exchange Controls

Under current Chinese foreign exchange regulations, Renminbi is fully convertible for current account transactions, but is not freely convertible for capital account transactions. Current account foreign currency transactions can be undertaken without prior approval from the relevant Chinese government agencies by producing commercial documents evidencing such transactions, provided that they are processed through Chinese banks licensed to engage in foreign currency transactions. Conversion from Renminbi into a foreign currency or vice versa for purposes of capital account transactions requires prior approvals of relevant Chinese government agencies. This restriction on capital account transactions could affect the ability of the Company to acquire foreign currency for capital expenditures.

The Company is generally required by law to sell all its foreign currency revenues to Chinese banks. The Company may purchase foreign currency directly from Chinese banks for any current account transactions, such as trade transactions in its usual and normal course of business, including acquisition of aircraft, jet fuel and flight equipment (such acquisition requires approvals from the relevant Chinese government agencies). Payment of dividends by the Company to holders of the Company's H Shares and ADRs is also considered a current account transaction under Chinese law. Therefore, there is no legal restriction on the conversion of Renminbi into foreign currency for the purpose of paying dividends to such holders of H Shares and ADRs. In addition, the Company's Articles of Association require the Company to pay dividends to holders of the Company's H Shares and ADRs in foreign currency.

On July 21, 2005, the PRC government changed its policy of pegging the value of the Renminbi to the U.S. dollar so that the Renminbi is now permitted to fluctuate within a band against a basket of certain foreign currencies. On May 18, 2007, the People's Bank of China announced that the floating band of Renminbi trading prices against U.S. dollar

in the inter-bank spot foreign exchange market would be permitted to rise or fall by as much as 0.5%. The floating band was subsequently expanded to 1% by the People's Bank of China, effective from April 16, 2012, and further expanded to 2% by the People's Bank of China, effective from March 15, 2014.

The PRC government has stated publicly that it intends to further liberalize its currency policy, which could result in a further and more significant change in the value of the Renminbi against the U.S. dollar. Any significant revaluation of the Renminbi may have a material adverse effect on the Company's financial performance, and the value of, and any dividends payable on, the Company's H Shares and ADRs in foreign currency terms.

### **Other Limitations**

There are no limitations on the right of non-resident or foreign owners to hold or vote H Shares or ADRs imposed by Chinese law or by the Articles of Association or other constituent documents of the Company. However, under current Chinese law, foreign ownership of the Company may not exceed 49%.

## E. Taxation

### **Chinese Taxation**

The following is a general summary of certain Chinese tax consequences of the acquisition, ownership and disposition of A Shares, H Shares and ADRs. This summary is based upon tax laws of China as in effect on the date of this Annual Report, including the income tax treaty between the United States and China (the "U.S.-PRC Tax Treaty"), all of which are subject to change or different interpretation.

In general, for Chinese tax purposes, holders of ADRs will be treated as the owners of the H Shares represented by those ADRs, and exchanges of H Shares for ADRs, and ADRs for H Shares, will not be subject to taxation under the laws of China.

This summary does not purport to address all material tax consequences for holders or prospective purchasers of A Shares, H Shares or ADRs, and does not take into account the specific circumstances of such investors. Investors should consult their own tax advisors as to Chinese or other tax consequences of the acquisition, ownership and disposition of A shares, H Shares or ADRs.

As a result of the new corporate income tax law, the statutory corporate income tax rate adopted by the Company and its subsidiaries has been changed from 33% to 25% with effect from January 1, 2008. Pursuant to new corporate income tax law, the corporate income tax rates of entities that previously enjoyed preferential tax rates of 15% have been revised to 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011 and 2012 onwards, respectively.

### **Dividends**

The new corporate income tax law and its relevant regulations generally provide for the imposition of a withholding tax on dividends paid by a Chinese company to a non-resident enterprise at a rate of 10%.

China currently has double-taxation treaties with a number of countries, such as Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Under the U.S.-PRC Tax Treaty, China may tax a dividend paid by the Company to a U.S. holder up to a maximum of 10% of the gross amount of such dividend.

For individuals, Chinese tax law generally provides that an individual who receives dividends from Chinese companies is subject to a 20% individual income tax. A 50% reduction of taxable income is granted by Chinese tax law for an individual receiving dividends from a listed company on Shanghai Stock Exchange or Shenzhen Stock Exchange. As a result, the effective tax rate for dividends received by A share individual holder is 10% in 2012. Dividend income received by any foreign individual that holds overseas shares in Chinese enterprise is generally subject to individual income tax at a flat rate of 20%, subject to exemption or reduction by an applicable double-taxation treaty.

### **Capital Gains from Transfer or Disposition of Shares**

The new corporate income tax law and its relevant regulations generally provides that a non-resident enterprise is subject to a 10% capital gains tax for the transfer or disposition of shares of a Chinese company.

For individual shareholders, Chinese tax law generally provide that an individual who transfers or otherwise disposes of a company's shares of capital stock is subject to a 20% individual income tax on the capital gain, if any. Currently, all individuals are temporarily exempt from individual income tax on transfers of shares of joint stock companies listed on Shanghai Stock Exchange or Shenzhen Stock Exchange, such as the Company. Should such temporary exemption be discontinued, such holders may be subject to a 20% individual income tax on the capital gain, if any, unless reduced by an applicable double-taxation treaty.

## United States Federal Income Taxation

This discussion describes general U.S. federal income tax consequences of the purchase, ownership and disposition of the Company's ADRs. This discussion does not address any aspect of U.S. federal gift or estate tax, or the state, local or foreign tax consequences of an investment in the Company's ADRs. This discussion applies to you only if you hold and beneficially own the Company's ADRs as capital assets for tax purposes. This discussion does not apply to you if you are a member of a class of holders subject to special rules, such as:

- dealers in securities or currencies;
- traders in securities that elect to use a mark-to-market method of accounting for securities holdings;
- banks or other financial institutions;
- insurance companies;
- tax-exempt organizations, retirement plans, individual retirement accounts or tax deferred accounts;
- partnerships or other pass-through entities (including entities treated as partnerships for U.S. federal income tax purposes) or persons holding ADRs through any such entities;
- persons that hold ADRs as part of a hedge, straddle, constructive sale, conversion transaction or other integrated investment;
- persons whose functional currency for tax purposes is not the U.S. dollar;
- persons who are U.S. expatriates;
- persons liable for alternative minimum tax; or
- persons who directly, indirectly or constructively own 10% or more of the total combined voting power of all classes of the Company's shares (including ADRs) entitled to vote.



This discussion is based on the U.S. Internal Revenue Code of 1986, as amended, which is referred to in this discussion as the Code, its legislative history, existing and proposed regulations promulgated thereunder, published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis. In addition, this discussion relies on the assumptions regarding the value of the Company's shares and the nature of its business over time. Finally, this discussion is based in part upon the representations of the depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms. For U.S. federal income tax purposes, as a holder of ADRs, you are treated as the owner of the underlying ordinary shares represented by such ADRs.

***The discussions and comments included herein are only a general description of the tax aspects and they do not constitute a tax advice or opinion. Therefore, you should consult your own tax advisor concerning the particular U.S. federal income tax consequences to you of the purchase, ownership and disposition of the Company's ADRs, as well as the consequences to you arising under the laws of any other taxing jurisdiction.***

For purposes of the U.S. federal income tax discussion below, you are a "U.S. Holder" if you beneficially own ADRs and are:

· a citizen or resident of the United States for U.S. federal income tax purposes;

· a corporation, or other entity taxable as a corporation, that was created or organized in or under the laws of the United States or any political subdivision thereof;

· an estate the income of which is subject to U.S. federal income tax regardless of its source; or

· a trust if (a) a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (b) the trust has a valid election in effect to be treated as a U.S. person.

If you are not a U.S. person, please refer to the discussion below under "Non-U.S. Holders."

## **U.S. Holders**

### ***Dividends on ADRs***

Subject to the Passive Foreign Investment Company ("PFIC") discussion below, if the Company makes distributions and you are a U.S. Holder, the gross amount of any distributions you receive on your ADRs will generally be treated as dividend income if the distributions are made from the Company's current or accumulated earnings and profits, calculated according to U.S. federal income tax principles. Dividends will generally be subject to U.S. federal income tax as ordinary income on the day you actually or constructively receive such income. However, if you are an individual and have held your ADRs for a sufficient period of time, dividend distributions on the Company's ADRs will generally constitute qualified dividend income taxed at a preferential rate as long as the Company is not treated as a PFIC, the Company's ADRs continue to be readily tradable on the New York Stock Exchange and certain other conditions apply. You should consult your own tax adviser as to the rate of tax that will apply to you with respect to dividend distributions, if any, you receive from us.

Distributions in excess of current and accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your adjusted tax basis in the ADRs and thereafter as capital gain. However, the Company does not intend to maintain calculations of its earnings and profits in accordance with U.S. federal income tax principles, so each U.S. Holder should therefore assume that any distribution by the Company with respect to the ADRs will constitute ordinary dividend income. Even if you are a corporation, you will not be entitled to claim a dividends-received deduction with respect to distributions you receive from the Company. Dividends generally will constitute foreign source passive income for U.S. foreign tax credit limitation purposes. You should consult your own tax advisor to determine the foreign tax credit implications of owning ADRs.

### ***Sales and other dispositions of ADRs***

Subject to the PFIC discussion below, when you sell or otherwise dispose of the Company's ADRs, you will generally recognize capital gain or loss in an amount equal to the difference between the amount realized on the sale or other disposition and your adjusted tax basis in the ADRs, both as determined in U.S. dollars. Your adjusted tax basis will generally equal the amount you paid for the ADRs. Any gain or loss you recognize is long-term capital gain or loss if your holding period in the Company's ADRs is more than one year at the time of disposition. If you are an individual, any such long-term capital gain is eligible for preferential rates. Your ability to deduct capital losses is subject to various limitations.

***Passive Foreign Investment Company***

If the Company is currently or were to become a PFIC, as a U.S. Holder, you would generally be subject to adverse U.S. tax consequences, in the form of increased tax liabilities and special U.S. tax reporting requirements.

The Company will be classified as a PFIC in any taxable year if either: (1) the average value during the taxable year of its assets that produce passive income, or are held for the production of passive income, is at least 50% of the average value of its total assets for such taxable year (the "Asset Test"); or (2) 75% or more of its gross income for the taxable year is passive income (such as certain dividends, interest or royalties)(the "Income Test"). For purposes of the Asset Test: (1) any cash, cash equivalents, and cash invested in short-term, interest bearing, debt instruments, or bank deposits that is readily convertible into cash, will generally count as producing passive income or as being held for the production of passive income; and (2) the average values of the Company's passive and total assets is calculated based on its market capitalization. In the case of publicly traded corporations, fair market value must be used for purposes of applying the Asset Test. In addition, regarding the above two tests, there are complex look-through rules to consider with respect to the assets and activities of related corporations from which the Company either receives income or in which it holds an interest. More specifically, certain adjustments are made to exclude certain income received from a related party or to include income earned and assets held by a 25% or more owned subsidiary in determining whether the Company qualifies as a PFIC under the two tests. In particular: 1) passive income received from a related party is excluded if it is properly allocable to the non-passive income of the related party, and 2) if the Company owns directly or indirectly 25% or more of the stock of another corporation, the Company is treated as if it owned directly a proportionate share of that corporation's assets and income.

The Company believes that it was not a PFIC for the taxable year 2015. However, there can be no assurance that the Company will not be a PFIC for the taxable year 2016 and/or later taxable years, as PFIC status is re-tested each year and depends on the facts in such year. For example, the Company would be a PFIC for the taxable year 2015 if the sum of its average market capitalization, which is its share price multiplied by the total amount of its outstanding shares, and its liabilities over that taxable year is not more than twice the value of its cash, cash equivalents, and other assets that are readily converted into cash.

If the Company were a PFIC, you would generally be subject to additional taxes and interest charges on certain "excess distributions" the Company makes regardless of whether the Company continues to be a PFIC in the year in which you receive an "excess distribution". An "excess distribution" would be either (1) the excess amount of a distribution with respect to ADRs during a taxable year in which distributions to you exceed 125% of the average annual distributions to you over the preceding three taxable years or, if shorter, your holding period for the ADRs, or (2) 100% of the gain from the disposition of ADRs.

To compute the tax on "excess" distributions or any gain, (1) the "excess distribution" would be allocated ratably to each day in your holding period, (2) the amounts allocated to the current year and to any tax year before the first day on which the Company became a PFIC would be taxed as ordinary income in the current year, (3) the amount allocated to other taxable years would be taxable at the highest applicable marginal rate in effect for that year, and (4) an interest charge at the rate for underpayment of U.S. federal income tax for any period described under (3) above would be imposed with respect to any portion of the "excess" distribution that is allocated to such period. In addition, if the Company were a PFIC, no distribution that you receive from the Company would qualify for taxation at the preferential rate discussed in the "Dividends on ADRs" section above.

If the Company were a PFIC in any year, as a U.S. Holder, you would be required to make an annual return on IRS Form 8621 "Information Return by a Shareholder of a Passive Foreign Investment Company or a Qualified Electing Fund." However, the Company does not intend to generate, or share with you, information that you might need to properly complete IRS Form 8621. You should consult with your own tax adviser regarding reporting requirements with regard to your ADRs.

If the Company were a PFIC in any year, you would generally be able to avoid the "excess" distribution rules described above by making a timely so-called "mark-to-market" election with respect to your ADRs provided the Company's ADRs are "marketable". The Company's ADRs will be "marketable" as long as they remain regularly traded on a national securities exchange, such as the New York Stock Exchange. If you made this election in a timely fashion, you would generally recognize as ordinary income or ordinary loss the difference between the fair market value of your ADRs on the first day of any taxable year and their value on the last day of that taxable year. Any ordinary income resulting from this election would generally be taxed at ordinary income rates and would not be eligible for the reduced rate of tax applicable to qualified dividend income. Any ordinary losses would be limited to the extent of the net amount of previously included income as a result of the mark-to-market election, if any. Your basis in the ADRs would be adjusted to reflect any such income or loss. Any gains recognized on the sale or other disposition of the ADRs would be treated as ordinary income and any losses would be treated as ordinary losses (but only to the extent of the net amount of previously included income as a result of the mark-to-market election, if any). You should consult with your own tax adviser regarding potential advantages and disadvantages to you of making a "mark-to-market" election with respect to your ADRs.

Separately, if the Company were a PFIC in any year, you would be able to avoid the "excess" distribution rules by making a timely election to treat us as a so-called "Qualified Electing Fund" or "QEF". You would then generally be required to include in gross income for any taxable year (1) as ordinary income, your pro rata share of the Company's ordinary earnings for the taxable year, and (2) as long-term capital gain, your pro rata share of the Company's net capital gain for the taxable year. However, the Company does not intend to provide you with the information you would need to make or maintain a "QEF" election and you will, therefore, not be able to make or maintain such an election with respect to your ADRs.

### ***Medicare Tax***

Recently enacted legislation requires certain U.S. Holders who are individuals, estates or trusts to pay up to an additional 3.8% tax on, among other things, dividends and capital gains for tax years beginning after December 12, 2012.

### **Non-U.S. Holders**

If you beneficially own ADRs and are not a U.S. Holder for U.S. federal income tax purposes (a "Non-U.S. Holder"), you generally will not be subject to U.S. federal income tax or U.S. withholding tax on dividends received from the Company with respect to ADRs unless that income is considered effectively connected with your conduct of a U.S. trade or business and, if an applicable income tax treaty so requires as a condition for you to be subject to U.S. federal income tax with respect to income from your ADRs, such dividends are attributable to a permanent establishment that you maintain in the United States.

You generally will not be subject to U.S. federal income tax, including withholding tax, on any gain realized upon the sale or exchange of ADRs, unless:

that gain is effectively connected with the conduct of a U.S. trade or business and, if an applicable income tax treaty so requires as a condition for you to be subject to U.S. federal income tax with respect to income from your ADRs, such gain is attributable to a permanent establishment that you maintain in the United States; or

you are a non-resident alien individual and are present in the United States for at least 183 days in the taxable year of the sale or other disposition and certain other conditions are met.

If you are engaged in a U.S. trade or business, unless an applicable tax treaty provides otherwise, the income from your ADRs, including dividends and the gain from the disposition of the Company's ADRs, that is effectively connected with the conduct of that trade or business will generally be subject to the rules applicable to U.S. Holders discussed above. In addition, if you are a corporation, you may be subject to an additional branch profits tax at a rate of 30% or any lower rate under an applicable tax treaty.

### **U.S. information reporting and backup withholding rules**

In general, dividend payments with respect to the ADRs and the proceeds received on the sale or other disposition of those ADRs may be subject to information reporting to the IRS and to backup withholding (currently imposed at a rate of 28%). Backup withholding will not apply, however, if you (1) are a corporation or come within certain other exempt categories and, when required, can demonstrate that fact or (2) provide a taxpayer identification number, certify as to no loss of exemption from backup withholding and otherwise comply with the applicable backup withholding rules. To establish your status as an exempt person, you will generally be required to provide certification on IRS Form W-9, W-8BEN or W-8ECI, or an appropriate substitute, as applicable. Any amounts withheld from payments to you under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability, provided that you furnish the required information to the IRS.

HOLDERS OF THE COMPANY'S ADRS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES RESULTING FROM PURCHASING, HOLDING OR DISPOSING OF THE ADRS, INCLUDING THE APPLICABILITY AND EFFECT OF THE TAX LAWS OF ANY STATE, LOCAL OR FOREIGN JURISDICTION AND INCLUDING ESTATE, GIFT, AND INHERITANCE LAWS.

F.Dividends and Paying Agents

Not applicable.

G.Statement by Experts

Not applicable.

H.Documents on Display

The Company has filed this Annual Report on Form 20-F with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. Statements made in this Annual Report as to the contents of any document referred to are not necessarily complete. With respect to each such document filed as an exhibit to this Annual Report, reference is made to the exhibit for a more complete description of the matter involved, and each such statement shall be deemed qualified in its entirety by such reference.

The Company is subject to the informational requirements of the Exchange Act and file reports and other information with the Securities and Exchange Commission. Reports and other information which the Company filed with the Securities and Exchange Commission, including this Annual Report on Form 20-F, may be inspected and copied at the public reference room of the Securities and Exchange Commission at 450 Fifth Street N.W. Washington D.C. 20549.

You can also obtain copies of this Annual Report on Form 20-F by mail from the Public Reference Section of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington D.C. 20549, at prescribed rates. Additionally, copies of this material may be obtained from the Securities and Exchange Commission's Internet site at <http://www.sec.gov>. The Commission's telephone number is 1-800-SEC-0330. Copies of this material may also be obtained for the Company's website at <http://www.csair.com>.



I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

**Fuel Price Fluctuation Risk**

The Group's earnings are affected by changes in the price and availability of jet fuel. There are currently no effective means available to manage the Group's exposure to the fluctuations in jet fuel prices. The Group's results of operations may be significantly affected by fluctuations in fuel prices which is a significant expense for the Group. A reasonable possible increase or decrease of 10% in jet fuel price, with volume of fuel consumed and all other variables held constant, would have increased/decreased the fuel costs by approximately RMB2,627 million. The sensitivity analysis of jet fuel price risk is disclosed in Note 4(e) to the consolidated Financial Statements.

**Interest Rate Risk**

The Group is subject to market risks due to fluctuations in interest rates. The majority of the Group's borrowing is in the form of long-term fixed-rate and variable-rate debts with original maturities ranging from three to twelve years . Fluctuations in interest rates can lead to significant fluctuations in the fair value of such debt instruments. From time to time, the Group may enter into interest rate swaps designed to mitigate exposure relating to interest rate risks. The sensitivity analysis of interest rate risk is disclosed in Note 4(b) to the consolidated Financial Statements.

The following table provides information regarding the Group's financial instruments that are sensitive to changes in interest rate as of December 31, 2015 and 2014:

|  | As of December 31, 2015 |        |        |        |        |            |          |        | As of December 31, 2014 |        |
|--|-------------------------|--------|--------|--------|--------|------------|----------|--------|-------------------------|--------|
|  | Expected Maturity Date  |        |        |        |        |            | Total    | Fair   | Total                   | Fair   |
|  | 2016                    | 2017   | 2018   | 2019   | 2020   | Thereafter | Recorded | Value  | Recorded                | Value  |
|  |                         |        |        |        |        |            | Amount   | (2)    | Amount                  | (2)    |
| Fixed-rate bank and other loans in US\$    | -                       | -      | -      | -      | -      | -          | -        | -      | 935                     | 1,009  |
| Average interest rate                      | -                       | -      | -      | -      | -      | -          |          |        |                         |        |
| Variable-rate bank and other loans in US\$ | 2,781                   | 6,607  | 2,221  | 1,670  | 1,123  | 708        | 15,110   | 15,110 | 57,666                  | 57,666 |
| Average interest rate                      | 2.03 %                  | 2.92 % | 2.08 % | 2.05 % | 2.33 % | 2.24 %     |          |        |                         |        |
| Variable-rate bank and other loans in Euro | 631                     | -      | -      | -      | -      | -          | 631      | -      | -                       | -      |
| Average interest rate                      | 1.64 %                  | -      | -      | -      | -      | -          |          |        |                         |        |
| Fixed-rate bank and other loans in RMB     | 9,220                   | -      | 3,001  | -      | 1      | 18         | 12,240   | -      | 476                     | 461    |
| Average interest rate                      | 3.27 %                  | -      | 3.63 % | -      | 1.20 % | 1.20 %     |          |        |                         |        |
| Variable-rate bank and other loans in RMB  | 17,370                  | 167    | 96     | 52     | 217    | 3          | 17,905   | 17,905 | 968                     | 968    |
| Average interest rate                      | 4.00 %                  | 4.23 % | 4.71 % | 4.88 % | 4.90 % | 4.35 %     |          |        |                         |        |

(1) These interest rates are calculated based on the year end indices.

(2) Fair value of debt instruments was estimated based on the interest rates applicable to similar debt instruments as of December 31, 2015 and 2014.

## Foreign Currency Exchange Risk

The Group is also exposed to foreign currency risk as a result of its aircraft and flight equipment being sourced from overseas suppliers. Specifically, the Group's foreign currency exposure relates primarily to its foreign currency long-term bank and other loans used to finance such capital expenditures and its capital commitments. Subject to certain restrictive conditions imposed by the SAFE, the Group may, from time to time, enter into foreign exchange forward option contracts to mitigate its foreign currency exposures. The sensitivity analysis of foreign currency risk is disclosed in Note 4(c) to the consolidated Financial Statements.

As of December 31, 2015, the Group operated a total of 424 aircraft under operating leases and capital leases at rates that are substantially fixed. Such leases expose the Group to market risks. However, in accordance with Item 305 of Regulation S-K, such leases have been excluded from the following market risk tables. Commitments under capital leases and operating leases are disclosed in Note 47(a) and Note 47(b) to the consolidated Financial Statements, respectively.

The following table provides information regarding the Group's material foreign currency sensitive financial instruments and capital commitments as of December 31, 2015 and 2014:

|  | As of December 31, 2015 |        |        |        |       |            | As of December 31, 2014     |                      |                             |                   |
|--|-------------------------|--------|--------|--------|-------|------------|-----------------------------|----------------------|-----------------------------|-------------------|
|  | Expected Maturity Date  |        |        |        |       |            | Total<br>Recorded<br>Amount | Fair<br>Value<br>(1) | Total<br>Recorded<br>Amount | Fair<br>Value (1) |
|  | 2016                    | 2017   | 2018   | 2019   | 2020  | Thereafter |                             |                      |                             |                   |
| Fixed-rate bank and other loans in US\$    | -                       | -      | -      | -      | -     | -          | -                           | -                    | 935                         | 1,009             |
| Variable-rate bank and other loans in US\$ | 2,781                   | 6,607  | 2,221  | 1,670  | 1,123 | 708        | 15,110                      | 15,110               | 57,666                      | 57,666            |
| Capital commitment in US\$                 | 19,074                  | 22,359 | 18,898 | 14,309 | 8,587 | 200        | 83,427                      | 83,427               | 59,467                      | 59,467            |

(1) Fair value of debt instruments was estimated based on the floating interest rates applicable to similar debt instruments as of December 31, 2015 and 2014.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

The Bank of New York Mellon collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The Bank of New York Mellon collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The Bank of New York Mellon may collect its annual fee for depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The Bank of New York Mellon may generally refuse to provide fee-attracting services until its fees for those services are paid.

**Persons depositing or withdrawing shares must pay:**

\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

\$.02 (or less) per ADS

**For:**

- Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property
- Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
- Any cash distribution to ADS registered holders

A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs

Distribution of securities distributed to holders of  
•deposited securities which are distributed by the depositary to ADS registered holders

\$.02 (or less) per ADSs per calendar year

•Depositary services

Registration or transfer fees

Transfer and registration of shares on our share  
•register to or from the name of the depositary or its agent when you deposit or withdraw shares

Expenses of the depositary

•Cable, telex and facsimile transmissions (when  
•expressly provided in the deposit agreement)  
•Converting foreign currency to U.S. dollars

Taxes and other governmental charges the depositary or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes

•As necessary

Any charges incurred by the depositary or its agents for servicing the deposited securities

•As necessary

### **Fees and Payments from the Depositary to Us**

In 2015, the Company received from the depositary a reimbursement of US\$46,176.11, net of withholding tax, for continuing annual stock exchange listing fees and expenses incurred by the Company in connection with the administration and maintenance of the depositary receipt facility.

### **Indirect payments**

As part of its service to the Company, the Bank of New York Mellon waived a total amount of US\$130,347.75 for the standard costs associated with the administration of the ADS program in 2015.

## **PART II**

### **ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

### **ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

#### **A. Material Modifications to the Instruments Defining the Rights of Security Holders**

None.

#### **B. Material Modifications to the Rights of Registered Securities by Issuing or Modifying any other Class of Securities**

None.

C. Withdrawal or Substitution of a Material Amount of the Assets Securing any Registered Securities

Not applicable.

D. Change of Trustees or Paying Agents for any Registered Securities

Not applicable.

E. Use of Proceeds

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

**Disclosure controls and procedures**

Our President and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) or 15d-15(e)), and concluded that, based on their evaluation, our disclosure controls and procedures are effective as of the end of the period covered by this Annual Report to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and were also effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our President and Chief Financial Officer, to allow timely decisions regarding required disclosure.

### **Management's annual report on internal control over financial reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company's assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that a company's receipts and expenditures are being made only in accordance with authorizations of a company's management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of a company's assets that could have a material effect on the consolidated financial statements. Our management has assessed the effectiveness of internal control over financial reporting based on the Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our management has concluded that our internal control over financial reporting was effective as of December 31, 2015.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report, and, as part of the audit, has issued a report, included herein, on the effectiveness of our internal control over financial reporting.

### **Attestation Report of the Registered Public Accounting Firm**

PricewaterhouseCoopers Zhong Tian LLP, our independent registered public accounting firm, audited the effectiveness of our company's internal control over financial reporting as of December 31, 2015, the audit report of which appears on page F-1 of this Form 20-F.

### **Changes in internal control over financial reporting**



During the year ended December 31, 2015, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The Board of Directors has determined that Mr. Tan Jing Song qualifies as an audit committee financial expert in accordance with the terms of Item 16A of Form 20-F. Mr. Tan Jing Song satisfies as an "independent director" within the meaning of NYSE Manual Section 303A and meets the criteria for independence set forth in Section 10A(m)(3) of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, and Rule 10A-3 under the Exchange Act. See "Item 6 Directors, Senior Management and Employees — Directors and Senior Management".

#### ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer and principal accounting officer. Such code is included in the director service agreements, a form of which is incorporated by reference in this Annual Report in Exhibit 4.1. Each of the aforementioned senior corporate officers currently serves as a Director and all of our Directors are subject to the director service contracts with the Company. Pursuant to the director service agreements, among other things, Directors (i) owe fiduciary duties to the Company and shall perform their duties in compliance with applicable governmental laws, rules and regulations; (ii) shall not engage in any activities in competition with the Company's business or carry out any activities detrimental to the interests of the Company; and (iii) shall be held liable for any loss or injury incurred to the Company as a result of such Director's violation of applicable laws and regulations.

## ITEM 16C. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table sets forth the aggregate audit fees, audit-related fees and tax fees of our principal accountants and all other fees billed for products and services provided by our independent registered public accounting firm other than the audit fees, audit-related fees and tax fees for each of the fiscal years 2014 and 2015:

|      | Audit Fees       | Audit-Related Fees | Tax Fees | Other Fees |
|------|------------------|--------------------|----------|------------|
|      | RMB (in million) |                    |          |            |
| 2014 | 17.7             | -                  | -        | -          |
| 2015 | 14.9             | -                  | -        | -          |

Before our independent registered public accounting firm were engaged by the Company or our subsidiaries to render the audit or non-audit services, the engagements were approved by our Audit Committee.

## ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEE

Not applicable.

## ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

## ITEM 16F. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On March 30, 2016, the board of the directors of the Company resolved, as recommended by our audit committee, to propose to dismiss our independent registered public accounting firm, PricewaterhouseCoopers Zhong Tian LLP, or PwC, effective upon the completion of their audit of our consolidated financial statements as of and for the year ended December 31, 2015 and the effectiveness of internal control over financial reporting as of December 31, 2015 and to appoint KPMG as our new independent registered public accounting firm effective upon the approval by the

shareholders of the Company at the forthcoming annual general meeting. In this connection, the Company, a listed company controlled by a stated-owned enterprise, did not reappoint PwC as our independent registered public accounting firm at the forthcoming annual general meeting.

The audit reports of PwC on our consolidated financial statements as of and for the fiscal years ended December 31, 2014 and 2015 contain no adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the two fiscal years ended December 31, 2014 and 2015 and through April 28, 2016, there were no disagreements with PwC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of PwC, would have caused them to make reference to the subject matter of the disagreements in connection with their report, nor were there any reportable events (as defined in Item 16F(a)(1)(v) of Form 20-F). We have provided a copy of the foregoing disclosure to PwC and requested that PwC furnish a letter addressed to the SEC stating whether or not PwC agrees with such disclosure. A copy of the letter from PwC addressed to SEC, dated April 28, 2016, is filed as Exhibit 15.1 to this Form 20-F.

During the two most recent fiscal years and through April 28, 2016, neither we nor any person on our behalf consulted KPMG regarding either (i) the application of accounting principles to a specific transaction, either completed or proposed; or the type of audit opinion that might be rendered on our financial statements, or (ii) any matter that was either the subject of a “disagreement” (as defined in Item 16F(a)(1)(iv) of Form 20-F and related instructions to Item 16-F of Form 20-F) with KPMG or a “reportable event” (as defined in Item 16F(a)(1)(v) of Form 20-F). Also, during the two most recent fiscal years and through April 28, 2016, we did not obtain any written report or oral advice that KPMG concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue.

#### ITEM 16G. CORPORATE GOVERNANCE

Set out below is a summary of any significant ways in which the Company’s corporate governance practices differ from those followed by domestic companies under the listing standards of the New York Stock Exchange (“NYSE”):

## **NYSE corporate governance rules**

### *Director Independence*

A listed company must have a majority of independent directors on its board of directors. No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). In addition, a director must meet certain standards to be deemed independent. For example, a director is not independent if the director is, or has been within the last three years, an employee of the listed company, or if the director has received, during any twelve-month period within the last three years, more than US\$120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

### *Executive Sessions*

The non-management directors of each listed company must meet at regularly scheduled executive sessions without management.

### *Nominating/Corporate Governance Committee*

Listed companies must have a nominating/corporate governance committee composed entirely of independent directors.

## **The Company's governance practices**

The Company has complied with the relevant Chinese corporate governance rules and has implemented internal rules governing the independence and responsibilities of independent directors. The Company determines the independence of independent directors every year.

No similar requirements.

The Company has established a nominating committee. As of December 31, 2015, the Nomination Committee consists of three members, Si Xian Min, Wei Jin Cai (Independent non-executive Director) and Tan Jing Song (Independent non-executive Director). Mr. Si Xian Min was appointed as the chairman of the Nomination Committee on December 26, 2013. The responsibilities of the Nomination Committee are to make recommendations to the Board in respect of the size and composition of the Board based on the operational activities, assets and shareholding structure of the Company; study the selection criteria and procedures of directors and executives and give advice to the Board; identify qualified candidates for directors and executives; investigate and propose candidates for directors and managers and other senior management members to the Board.

The nominating/corporate governance committee must have a written charter that addresses the committee's purposes and responsibilities which, at minimum, must be to: identify individuals qualified to become board members, consistent with criteria approved by the board, and to select, or to recommend that the board select, the director nominees for the next annual meeting of shareholders; develop and recommend to the board a set of corporate governance guidelines applicable to the corporation; and oversee the evaluation of the board and management, and evaluate the performance of the committee every year.

### *Compensation Committee*

Listed companies must have a compensation committee composed entirely of independent directors.

The written charter of the compensation committee must state, at least, the following purposes and responsibilities:

(1) review and approve the corporate goals associated with CEO's compensation, evaluate the performance of the CEO in fulfilling these goals, and based on such evaluation determine and approve the CEO's compensation level;

(2) make recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;

(3) produce a committee report on executive compensation as required by the SEC to be included in the annual proxy statement or annual report filed with the SEC.

### **NYSE corporate governance rules**

The charter must also include the requirement for an annual performance evaluation of the compensation committee.

### *Audit Committee*

The Company has established a remuneration and assessment committee consisting of three members. As of December 31, 2015, the remuneration and assessment committee is chaired by independent non-executive Director Ning Xiang Dong with independent non-executive Director Tan Jing Song and non-executive Director Wang Quan Hua as members.

The responsibilities are similar to those stipulated by the NYSE rules, but the committee is not required to produce a report on the executive compensation or make an annual performance evaluation of the committee. The responsibilities of the remuneration and assessment committee are to approve the remuneration packages of Directors and senior management of the Group, and the Company's "preliminary proposals on annual emoluments of the directors and senior management of the Group". The remuneration and assessment committee is also responsible for assessing performance of executive director and approving the terms of executive directors' service contracts.

### **The Company's governance practices**

Listed companies must have an audit committee that satisfies the requirements of Rule 10A-3 of Exchange Act. It must have a minimum of three members, and all audit committee members must satisfy the requirements for independence set forth in Section 303A.02 of NYSE Corporate Governance Rules as well as the requirements of Rule 10A-3b (1) of the Exchange Act.

The Board of Directors of the Company has established an audit committee that satisfies relevant domestic requirements and the audit committee has a written charter. As of December 31, 2015, the Audit Committee consists of three members, Mr. Ning Xiang Dong, Wei Jin Cai and Tan Jing Song, with Tan Jing Song being the Chairman of the Audit Committee.

The written charter of the audit committee must specify that the purpose of the audit committee is to assist the board oversight of the integrity of financial statements, the company's compliance with legal and regulatory requirements, qualifications and independence of independent auditors and the performance of the listed company's internal audit function and independent auditors.

The responsibilities of the audit committee are similar to those stipulated by the NYSE rules, but according to the domestic practices, the Company is not required to make an annual performance evaluation of the audit committee and the audit committee is not required to prepare an audit report to be included in the Company's annual proxy statement.

The written charter must also require the audit committee to prepare an audit committee report as required by the SEC to be included in the listed company's annual proxy statement as well as an annual performance evaluation of the audit committee.

#### *Shareholder Approval of Equity Compensation Plans*

Shareholders must be given the opportunity to vote on equity-compensation plans and material revisions thereto, except for employment incentive plans, certain awards and plans in the context of mergers and acquisitions.

The relevant regulations of China require the board of directors to propose plans and types of director compensation for the shareholders' meeting to approve. The compensation plan of executive officers is subject to approval by the board and disclosed to the public upon the approval of the board of directors. The approval of director compensation and compensation plan of executive officers of the Company satisfies relevant domestic requirements.

#### *Corporate Governance Guidelines*

Listed companies must adopt and disclose corporate governance guidelines, involving director qualification standards, director responsibilities, director access to management and, as necessary and appropriate, independent advisors, director compensation, director orientation continuing education, management succession and annual performance evaluation of the board of directors, etc.

CSRC has issued the Corporate Governance Rules, with which the Company has complied.

#### *Certification Requirements*

Each listed company CEO must certify to the NYSE each year that he or she is not aware of any violation by the company of NYSE corporate governance listing standards and he or she must promptly notify the NYSE in writing of any material non-compliance with any applicable provisions of Section 303A.

There are no similar requirements under the domestic corporate governance rules in China.



Each listed company must submit an executed Written Affirmation annually to the NYSE. In addition, each listed company must submit an interim Written Affirmation as and when required by the interim Written Affirmation form specified by the NYSE.

ITEM 16. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide the financial statements and related information specified in Item 18 in lieu of Item 17.

ITEM 18. FINANCIAL STATEMENTS

See F-pages following Item 19.

ITEM 19. EXHIBITS

Index to Exhibits

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 1.1                | Restated and Amended Articles of Association of China Southern Airlines Company Limited (as amended) (English translation) <sup>(1)</sup>  |
| 2.1                | Specimen Certificate for the H Shares <sup>(2)</sup>   |
| 2.2                | Form of Deposit Agreement among the Registrant, The Bank of New York, as depositary, and Owners and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipt issued thereunder, including the form of American Depositary Receipt <sup>(3)</sup> |
| 4.1                | Form of Director's Service Agreement <sup>(4)</sup>  |
| 4.2                | Form of Non-executive Director's Service Agreement <sup>(5)</sup>  |

- 4.3 Aircraft Acquisition Agreement entered into by and between the Company and Boeing on February 28, 2012\*<sup>(6)</sup>
- 4.4 Aircraft Acquisition Agreement entered into by and between Xiamen Airlines and Boeing on August 8, 2012\*<sup>(7)</sup>
- 4.5 Aircraft Acquisition Agreement entered into by and between the Company and Airbus S.A.S. on December 5, 2012\*<sup>(8)</sup>
- 4.6 Aircraft Acquisition Agreement entered into by and between Xiamen Airlines and Boeing on December 17, 2015\*
- 4.7 Aircraft Acquisition Agreement entered into by and between the Company and Boeing on December 17, 2015\*
- 4.8 Aircraft Acquisition Agreement entered into by and between the Company and Boeing on December 17, 2015\*

- 4.9 Aircraft Acquisition Agreement entered into by and between the Company and Airbus S.A.S. on December 23, 2015\*
- 4.10 Import and Export Agency Framework Agreement entered into by and between the Company and Southern Airlines (Group) Import and Export Trading Company Limited on January 9, 2014<sup>(9)</sup>
- 4.11 Media Services Framework Agreement entered into by and between the Company and Southern Airlines Culture and Media Co., Ltd. on April 19, 2013<sup>(10)</sup>
- 4.12 Financial Services Framework Agreement entered into by and between the Company and Southern Airlines Group Finance Company Limited on November 8, 2013<sup>(11)</sup>
- 4.13 Passenger and Cargo Sales Agency Services Framework Agreement entered into by and between the Company and China Southern Airlines Group Passenger and Cargo Agent Company Limited on November 8, 2013<sup>(12)</sup>
- 4.14 Catering Service Framework Agreement entered into by and between the Company and Shenzhen Air Catering Co., Ltd. on April 19, 2013<sup>(13)</sup>
- 4.15 Property Lease Agreement entered into by and between the Company and CSAHC on January 9, 2014<sup>(14)</sup>
- 4.16 Land Lease Agreement entered into by and between the Company and CSAHC on January 9, 2014<sup>(15)</sup>
- 4.17 Trademark License Agreement entered into by and between the Company and CSAHC on May 22, 1997 <sup>(16)</sup>
- 4.18 A Share subscription agreement entered into by and between the Company and CSAHC on June 11, 2012<sup>(17)</sup>
- 4.19 Aircraft Acquisition Agreement entered into by and between the Company and Airbus S.A.S. on May 16, 2014\*<sup>(18)</sup>
- 4.20 English translation of Asset Lease Agreement entered into by and between the Company and CSAHC on December 29, 2014<sup>(19)</sup>
- 4.21 English translation of Supplemental Agreement to the Media Services Framework Agreement entered into by and between the Company and Southern Airlines Culture and Media Co., Ltd. on December 29, 2014<sup>(20)</sup>

- 4.22 English translation of Property Management Framework Agreement entered into by and between the Company and Guangzhou China Southern Airlines Property Management Company Limited on December 29, 2014<sup>(21)</sup>
- 4.23 English translation of Electronic aviation passenger comprehensive insurance four-parties cooperation agreement entered into by and among Guangdong CSA E-commerce Co., Ltd. SA Finance, Air Union Insurance Brokers (Beijing) Co., Ltd. and Ping An Property & Casualty Insurance Company of China, Ltd. Guangdong Branch on November 21, 2014<sup>(22)</sup>
- 4.24 English translation of Electronic aviation passenger comprehensive insurance four-parties cooperation agreement entered into by and among Guangdong CSA E-commerce Co., Ltd. SA Finance, Air Union Insurance Brokers (Beijing) Co., Ltd. and Sunshine Property and Casualty Insurance Company Limited on November 21, 2014<sup>(23)</sup>
- 4.25 English translation of Electronic aviation passenger comprehensive insurance four-parties cooperation agreement entered into by and among Guangdong CSA E-commerce Co., Ltd. SA Finance, Air Union Insurance Brokers (Beijing) Co., Ltd. and PICC Property and Casualty Company Limited Guangzhou Branch on November 21, 2014<sup>(24)</sup>
- 4.26 English translation of Electronic aviation passenger comprehensive insurance four-parties cooperation agreement entered into by and among Guangdong CSA E-commerce Co., Ltd. SA Finance, Air Union Insurance Brokers (Beijing) Co., Ltd. and Taiping Pension Co., Ltd. on November 21, 2014<sup>(25)</sup>
- 4.27 English translation of Equity Transfer Agreement entered into by and between Xiamen Airlines Company Limited and Hebei Airlines Investment Group Company Limited on October 13, 2014<sup>(26)</sup>
- 4.28 English translation of Supplemental Agreement to the financial service framework agreement entered into by and between the Company and Southern Airlines Group Finance Company Limited regarding revising each of the Cap in relation to the Provision of Deposit Services and the annual cap for the Provision of the Loan Services on May 4, 2015
- 4.29 English translation of Equity Transfer Agreement entered into by and between the Company and Xiamen Jiafa Group Co., Ltd. on July 14, 2015
- 4.30 English translation of Insurance Business Platform Cooperation Framework Agreement entered into by and between the Company and Southern Airlines Group Finance Company Limited on November 19, 2015
- 4.31 English translation of Supplemental Agreement to Equity Transfer Agreement entered into by and between the Company and Xiamen Jiafa Group Co., Ltd. on December 8, 2015
- 4.32 English translation of Catering Service Framework Agreement entered into by and between the Company and Shenzhen Air Catering Co., Ltd. on December 30, 2015
- 4.33

English translation of Supplemental Agreement to the property lease agreement entered into by and between the Company and CSAHC on August 13, 2015

4.34 English translation of Media Services Framework Agreement entered into by and between the Company and Southern Airlines Culture and Media Co., Ltd. on December 30, 2015

8.1 Subsidiaries of China Southern Airlines Company Limited

11.1 Code of Ethics (included in Exhibit 4.1)

12.1 Section 302 Certification of President

12.2 Section 302 Certification of Chief Financial Officer

13.1 Section 906 Certification of President

13.2 Section 906 Certification of Chief Financial Officer

15.1 Letter from PwC addressed to SEC dated April 28, 2016

Portions of this document have been omitted pursuant to a confidential treatment request, and the full, unredacted \* document has been separately submitted to the Securities and Exchange Commission with a confidential treatment request.

(1) Incorporated by reference to the Exhibit 99.5 to our Form 6-K (File No. 001-14600) filed with the Securities and Exchange Commission on December 27, 2013.

(2) Incorporated by reference to the Exhibit 2.1 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2012 filed with the Securities and Exchange Commission on April 26, 2013.

(3) Incorporated by reference to our Registration Statement on Form F-6 (File No. 333-07116), filed with the Securities and Exchange Commission on August 7, 2012.

(4) Incorporated by reference to the Exhibit 4.1 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2005 filed with the Securities and Exchange Commission on June 30, 2006.

(5) Incorporated by reference to the Exhibit 4.2 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2005 filed with the Securities and Exchange Commission on June 30, 2006.

- (6) Incorporated by reference to the Exhibit 4.5 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2011 filed with the Securities and Exchange Commission on April 27, 2012.
- (7) Incorporated by reference to the Exhibit 4.4 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2012 filed with the Securities and Exchange Commission on April 26, 2013.
- (8) Incorporated by reference to the Exhibit 4.5 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2012 filed with the Securities and Exchange Commission on April 26, 2013.
- (9) Incorporated by reference to the Exhibit 4.11 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 25, 2014.
- (10) Incorporated by reference to the Exhibit 4.12 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 25, 2014.
- (11) Incorporated by reference to the Exhibit 4.13 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 25, 2014.
- (12) Incorporated by reference to the Exhibit 4.14 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 25, 2014.
- (13) Incorporated by reference to the Exhibit 4.17 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 25, 2014.
- (14) Incorporated by reference to the Exhibit 4.18 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 25, 2014.
- (15) Incorporated by reference to the Exhibit 4.19 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 25, 2014.
- (16) Incorporated by reference to the Exhibit 4.10 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2008 filed with the Securities and Exchange Commission on June 25, 2009.
- (17) Incorporated by reference to the Exhibit 4.11 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2012 filed with the Securities and Exchange Commission on April 26, 2013.

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(18) Incorporated by reference to the Exhibit 4.23 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(19) Incorporated by reference to the Exhibit 4.24 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(20) Incorporated by reference to the Exhibit 4.25 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(21) Incorporated by reference to the Exhibit 4.26 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(22) Incorporated by reference to the Exhibit 4.27 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(23) Incorporated by reference to the Exhibit 4.28 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(24) Incorporated by reference to the Exhibit 4.29 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(25) Incorporated by reference to the Exhibit 4.30 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.

(26) Incorporated by reference to the Exhibit 4.31 to our Form 20-F (File No. 001-14660) for the year ended December 31, 2014 filed with the Securities and Exchange Commission on April 30, 2015.



**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CHINA SOUTHERN AIRLINES COMPANY LIMITED

/s/ Tan Wan Geng

Name: Tan Wan Geng

Title: Vice Chairman of the Board of Directors

Date: April 28, 2016

**CHINA SOUTHERN AIRLINES COMPANY LIMITED**

**AND SUBSIDIARIES**

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of China Southern Airlines Company Limited

In our opinion, the accompanying consolidated balance sheets and the related consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flows statement present fairly, in all material respects, the financial position of China Southern Airlines Company Limited and its subsidiaries at December 31, 2015 and December 31, 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers Zhong Tian LLP

Shanghai, China

April 28, 2016

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**Consolidated income statements for the years ended December 31, 2015, 2014 and 2013**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi)

|  | Note  | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|--|-------|------------------------|------------------------|------------------------|
| <b>Operating revenue</b>                     |       |                        |                        |                        |
| Traffic revenue                              | 5     | 107,099                | 104,328                | 94,684                 |
| Other operating revenue                      | 7     | 4,553                  | 4,256                  | 3,863                  |
| <b>Total operating revenue</b>               |       | 111,652                | 108,584                | 98,547                 |
| <b>Operating expenses</b>                    |       |                        |                        |                        |
| Flight operation expenses                    | 8     | 50,412                 | 58,901                 | 54,010                 |
| Maintenance expenses                         | 9     | 10,407                 | 8,304                  | 7,805                  |
| Aircraft and transportation service expenses | 10    | 17,908                 | 16,402                 | 15,091                 |
| Promotion and selling expenses               | 11    | 6,976                  | 7,841                  | 7,754                  |
| General and administrative expenses          | 12    | 2,464                  | 2,337                  | 2,470                  |
| Depreciation and amortisation                | 13    | 11,845                 | 10,828                 | 9,347                  |
| Impairment on property, plant and equipment  | 20    | 90                     | 215                    | 536                    |
| Others                                       |       | 1,390                  | 1,198                  | 1,267                  |
| <b>Total operating expenses</b>              |       | 101,492                | 106,026                | 98,280                 |
| <b>Other net income</b>                      | 15    | 3,278                  | 2,190                  | 1,243                  |
| <b>Operating profit</b>                      |       | 13,438                 | 4,748                  | 1,510                  |
| Interest income                              |       | 253                    | 376                    | 307                    |
| Interest expense                             | 16    | (2,188 )               | (2,193 )               | (1,651 )               |
| Share of associates' results                 | 24    | 460                    | 261                    | 294                    |
| Share of joint ventures' results             | 25    | 108                    | 140                    | 96                     |
| Exchange (loss)/gain, net                    | 35(e) | (5,953 )               | (292 )                 | 2,903                  |
| Other non-operating income                   | 17    | -                      | 26                     | 25                     |
| <b>Profit before income tax</b>              |       | 6,118                  | 3,066                  | 3,484                  |
| Income tax                                   | 18    | (1,300 )               | (668 )                 | (734 )                 |
| <b>Profit for the year</b>                   |       | 4,818                  | 2,398                  | 2,750                  |
| <b>Profit attributable to:</b>               |       |                        |                        |                        |
| Equity shareholders of the Company           | 19    | 3,736                  | 1,777                  | 1,986                  |
| Non-controlling interests                    |       | 1,082                  | 621                    | 764                    |
| <b>Profit for the year</b>                   |       | 4,818                  | 2,398                  | 2,750                  |

**Earnings per share attributable to equity shareholders of the Company**

|                   |    |         |         |         |
|-------------------|----|---------|---------|---------|
| Basic and diluted | 19 | RMB0.38 | RMB0.18 | RMB0.20 |
|-------------------|----|---------|---------|---------|

The accompanying notes form part of these financial statements.

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**Consolidated statements of comprehensive income for the years ended December 31, 2015, 2014 and 2013**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi)

|   | Note | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|---|------|------------------------|------------------------|------------------------|
| Profit for the year   |      | 4,818                  | 2,398                  | 2,750                  |
| <b>Other comprehensive income for the year:</b>               |      |                        |                        |                        |
| Items that may be reclassified subsequently to profit or loss |      |                        |                        |                        |
| - Fair value movement of available-for-sale financial assets  | 27   | -                      | 43                     | (8)                    |
| - Fair value movement of derivative financial instrument      | 28   | 13                     | -                      | -                      |
| - Share of other comprehensive income/(loss) of an associate  |      | (7)                    | 21                     | (3)                    |
| - Deferred tax relating to above items                        | 29   | (3)                    | (11)                   | 2                      |
| <b>Total comprehensive income for the year</b>                |      | 4,821                  | 2,451                  | 2,741                  |
| <b>Total comprehensive income attributable to:</b>            |      |                        |                        |                        |
| Equity shareholders of the Company                            |      | 3,742                  | 1,813                  | 1,981                  |
| Non-controlling interests                                     |      | 1,079                  | 638                    | 760                    |
| <b>Total comprehensive income for the year</b>                |      | 4,821                  | 2,451                  | 2,741                  |

The accompanying notes form part of these financial statements.

**Consolidated balance sheet at December 31, 2015 and 2014**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi)

|   |      | 2015        | 2014        |
|---|------|-------------|-------------|
|   | Note | RMB million | RMB million |
| <b>Non-current assets</b>                           |      |             |             |
| Property, plant and equipment, net                  | 20   | 142,870     | 134,453     |
| Construction in progress                            | 21   | 19,433      | 19,347      |
| Lease prepayments                                   | 22   | 2,637       | 2,349       |
| Interest in associates                              | 24   | 1,995       | 1,583       |
| Interest in joint ventures                          | 25   | 1,440       | 1,338       |
| Other investments in equity securities              | 26   | 136         | 136         |
| Aircraft operating lease deposits                   |      | 669         | 651         |
| Available-for-sale financial assets                 | 27   | 104         | 104         |
| Derivative financial instruments                    | 28   | 13          | -           |
| Deferred tax assets                                 | 29   | 1,387       | 966         |
| Other receivables                                   | 33   | 304         | 300         |
| Other assets  | 30   | 888         | 920         |
|   |      | 171,876     | 162,147     |
| <b>Current assets</b>                               |      |             |             |
| Inventories   | 31   | 1,606       | 1,661       |
| Trade receivables                                   | 32   | 2,580       | 2,683       |
| Other receivables                                   | 33   | 3,720       | 5,864       |
| Cash and cash equivalents                           | 34   | 4,560       | 15,414      |
| Restricted bank deposits                            |      | 123         | 438         |
| Prepaid expenses and other current assets           |      | 1,191       | 995         |
| Amounts due from related companies                  | 39   | 333         | 486         |
|   |      | 14,113      | 27,541      |
| <b>Current liabilities</b>                          |      |             |             |
| Borrowings  | 35   | 30,002      | 20,979      |
| Current portion of obligations under finance leases | 36   | 6,416       | 5,992       |
| Trade payables                                      | 37   | 2,500       | 1,657       |
| Sales in advance of carriage                        |      | 7,131       | 6,101       |
| Deferred revenue                                    | 38   | 1,029       | 1,160       |
| Current income tax                                  |      | 66          | 296         |
| Amounts due to related companies                    | 39   | 152         | 458         |
| Accrued expenses                                    | 40   | 13,081      | 12,122      |
| Other liabilities                                   | 41   | 5,158       | 5,321       |
|   |      | 65,535      | 54,086      |



**Consolidated balance sheet at December 31, 2015 and 2014 (continued)**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi)

|  | Note | 2015<br>RMB million | 2014<br>RMB million |
|--|------|---------------------|---------------------|
| <b>Non-current liabilities</b>   |      |                     |                     |
| Borrowings   | 35   | 15,884              | 42,066              |
| Obligations under finance leases                                       | 36   | 49,408              | 43,919              |
| Deferred revenue   | 38   | 1,806               | 1,750               |
| Provision for major overhauls  | 42   | 1,895               | 1,623               |
| Provision for early retirement benefits                                | 43   | 13                  | 25                  |
| Deferred benefits and gains  | 44   | 886                 | 853                 |
| Deferred tax liabilities   | 29   | 938                 | 873                 |
|  |      | 70,830              | 91,109              |
| <b>Net assets</b>  |      | 49,624              | 44,493              |
| <b>Capital and reserves</b>  |      |                     |                     |
| Share capital  | 45   | 9,818               | 9,818               |
| Reserves   | 46   | 29,227              | 25,930              |
| <b>Total equity attributable to equity shareholders of the Company</b> |      | 39,045              | 35,748              |
| <b>Non-controlling interests</b>                                       |      | 10,579              | 8,745               |
| <b>Total equity</b>  |      | 49,624              | 44,493              |

The accompanying notes form part of these financial statements.

The financial statements were approved by the Board of Directors on 30 March 2016 and were signed on its behalf.

**Consolidated statements of changes in equity****for the years ended December 31, 2015, 2014 and 2013**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi)

|  | Attributable to equity shareholders of the Company |               |                     |                |                   |         |         | Non-controlling interests | Total equity |
|--|--|---------------|---------------------|----------------|-------------------|---------|---------|---------------------------|--------------|
|  | Share capital                                      | Share premium | Fair value reserves | Other reserves | Retained earnings | Total   |         |                           |              |
|  | RMB  | RMB           | RMB                 | RMB            | RMB               | RMB     | RMB     | RMB                       |              |
|  | million  | million       | million             | million        | million           | million | million | million                   |              |
| <b>Balance at January 1, 2013</b>                                      | 9,818  | 14,131        | 24                  | 1,226          | 7,640             | 32,839  | 6,895   | 39,734                    |              |
| <b>Changes in equity for 2013:</b>                                     |  |               |                     |                |                   |         |         |                           |              |
| Profit for the year  | -  | -             | -                   | -              | 1,986             | 1,986   | 764     | 2,750                     |              |
| Other comprehensive income   | -  | -             | (2)                 | (3)            | -                 | (5)     | (4)     | (9)                       |              |
| Total comprehensive income   | -  | -             | (2)                 | (3)            | 1,986             | 1,981   | 760     | 2,741                     |              |
| Appropriations to reserves   | -  | -             | -                   | 113            | (113)             | -       | -       | -                         |              |
| Dividends relating to 2012   | -  | -             | -                   | -              | (491)             | (491)   | -       | (491)                     |              |
| Acquisition of non-controlling interests in a subsidiary               | -  | -             | -                   | -              | -                 | -       | (6)     | (6)                       |              |
| Capital injection from the non-controlling shareholder of a Subsidiary | -  | -             | -                   | -              | -                 | -       | 560     | 560                       |              |
| Distributions to non-controlling interests                             | -  | -             | -                   | -              | -                 | -       | (87)    | (87)                      |              |
| <b>Balance at December 31, 2013</b>                                    | 9,818  | 14,131        | 22                  | 1,336          | 9,022             | 34,329  | 8,122   | 42,451                    |              |

|                                    | Attributable to equity shareholders of the Company |               |                     |                |                   |         |         | Non-controlling interests | Total equity |
|------------------------------------|--|---------------|---------------------|----------------|-------------------|---------|---------|---------------------------|--------------|
|                                    | Share capital                                      | Share premium | Fair value reserves | Other reserves | Retained earnings | Total   |         |                           |              |
|                                    | RMB  | RMB           | RMB                 | RMB            | RMB               | RMB     | RMB     | RMB                       |              |
|                                    | million  | million       | million             | million        | million           | million | million | million                   |              |
| <b>Balance at January 1, 2014</b>  | 9,818  | 14,131        | 22                  | 1,336          | 9,022             | 34,329  | 8,122   | 42,451                    |              |
| <b>Changes in equity for 2014:</b> |  |               |                     |                |                   |         |         |                           |              |
| Profit for the year                | -  | -             | -                   | -              | 1,777             | 1,777   | 621     | 2,398                     |              |
| Other comprehensive income         | -  | -             | 22                  | 14             | -                 | 36      | 17      | 53                        |              |
| Total comprehensive income         | -  | -             | 22                  | 14             | 1,777             | 1,813   | 638     | 2,451                     |              |

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|  |       |        |    |       |        |        |        |        |
|--|-------|--------|----|-------|--------|--------|--------|--------|
| Appropriations to reserves                                     | -     | -      | -  | 137   | (137 ) | -      | -      | -      |
| Dividends relating to 2013(Note 46)                            | -     | -      | -  | -     | (393 ) | (393 ) | -      | (393 ) |
| Capital injection of non-controlling interests in a subsidiary | -     | -      | -  | -     | -      | -      | 108    | 108    |
| Acquisition of non-controlling interests in a subsidiary       | -     | -      | -  | (1 )  | -      | (1 )   | (1 )   | (2 )   |
| Non-controlling interest arising on business combination       | -     | -      | -  | -     | -      | -      | 6      | 6      |
| Distributions to non-controlling interests                     | -     | -      | -  | -     | -      | -      | (128 ) | (128 ) |
| <b>Balance at December 31, 2014</b>                            | 9,818 | 14,131 | 44 | 1,486 | 10,269 | 35,748 | 8,745  | 44,493 |

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**Consolidated statements of changes in equity****for the years ended December 31, 2015, 2014 and 2013 (continued)**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi)

|  | Attributable to equity shareholders of the Company |               |                     |                |                   |         | Non-controlling interests | Total equity |
|--|--|---------------|---------------------|----------------|-------------------|---------|---------------------------|--------------|
|  | Share capital                                      | Share premium | Fair value reserves | Other reserves | Retained earnings | Total   |                           |              |
|  | RMB  | RMB           | RMB                 | RMB            | RMB               | RMB     | RMB                       | RMB          |
|  | million  | million       | million             | million        | million           | million | million                   | million      |
| <b>Balance at January 1, 2015</b>                              | 9,818  | 14,131        | 44                  | 1,486          | 10,269            | 35,748  | 8,745                     | 44,493       |
| <b>Changes in equity for 2015:</b>                             |  |               |                     |                |                   |         |                           |              |
| Profit for the year  | -  | -             | -                   | -              | 3,736             | 3,736   | 1,082                     | 4,818        |
| Other comprehensive income                                     | -  | -             | 11                  | (5 )           | -                 | 6       | (3 )                      | 3            |
| Total comprehensive income                                     | -  | -             | 11                  | (5 )           | 3,736             | 3,742   | 1,079                     | 4,821        |
| Appropriations to reserves                                     | -  | -             | -                   | 246            | (246 )            | -       | -                         | -            |
| Dividends relating to 2014(note 46)                            | -  | -             | -                   | -              | (393 )            | (393 )  | -                         | (393 )       |
| Capital injection of non-controlling interests in a subsidiary | -  | -             | -                   | -              | -                 | -       | 1,360                     | 1,360        |
| Acquisition of non-controlling interests in a subsidiary       | -  | -             | -                   | (52 )          | -                 | (52 )   | (574 )                    | (626 )       |
| Distributions to non-controlling interests                     | -  | -             | -                   | -              | -                 | -       | (31 )                     | (31 )        |
| <b>Balance at December 31, 2015</b>                            | 9,818  | 14,131        | 55                  | 1,675          | 13,366            | 39,045  | 10,579                    | 49,624       |

The accompanying notes form part of these financial statements.

**Consolidated cash flow statements for the years ended December 31, 2015, 2014 and 2013**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi)

|  | Note  | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|--|-------|------------------------|------------------------|------------------------|
| <b>Operating activities</b>  |       |                        |                        |                        |
| Cash generated from operating activities   | 34(b) | 27,857                 | 15,826                 | 11,546                 |
| Interest received  |       | 313                    | 360                    | 220                    |
| Interest paid  |       | (2,274 )               | (1,991 )               | (1,538 )               |
| Income tax paid  |       | (2,162 )               | (625 )                 | (525 )                 |
| Net cash generated from operating activities   |       | 23,734                 | 13,570                 | 9,703                  |
| <b>Investing activities</b>  |       |                        |                        |                        |
| Acquisition of subsidiaries, net of cash acquired  |       | (69 )                  | (657 )                 | -                      |
| Proceeds from disposal of property, plant and equipment and lease prepayments                          |       | 3,196                  | 1,611                  | 205                    |
| Dividends received from associates   |       | 67                     | 86                     | 33                     |
| Dividends received from a joint venture  |       | 6                      | -                      | 5                      |
| Dividends received from other investments in equity securities and available-for-sale financial assets |       | 13                     | 13                     | 14                     |
| Acquisition of term deposits and wealth management products  |       | (278 )                 | (3,286 )               | (8,402 )               |
| Proceeds from maturity of term deposits and wealth management products                                 |       | 1,971                  | 1,254                  | 8,481                  |
| Interest received on wealth management products  |       | -                      | -                      | 25                     |
| Additions of property, plant and equipment, lease prepayments and other assets                         |       | (12,139)               | (8,649 )               | (12,308)               |
| Capital injection into associates and other investment   |       | (40 )                  | -                      | (72 )                  |
| Payment for aircraft lease deposits  |       | (123 )                 | (172 )                 | (51 )                  |
| Refund of aircraft lease deposits  |       | 141                    | 87                     | 142                    |
| Placement of pledged bank deposits   |       | -                      | (1,656 )               | (277 )                 |
| Withdrawal of pledged bank deposits  |       | 324                    | 1,609                  | -                      |
| Net cash used in investing activities  |       | (6,931 )               | (9,760 )               | (12,205)               |
| <b>Financing activities</b>  |       |                        |                        |                        |
| Dividends paid to equity shareholders of the Company   |       | (393 )                 | (393 )                 | (491 )                 |
| Proceeds from borrowings   |       | 34,170                 | 32,488                 | 38,324                 |
| Proceeds from ultra-short-term financing bills   |       | 8,000                  | 6,000                  | 500                    |
| Proceeds from corporate bond   |       | 3,000                  | -                      | -                      |
| Repayment of borrowings  |       | (62,212)               | (31,126)               | (31,243)               |
| Repayment of principal under finance lease obligations   |       | (8,209 )               | (4,072 )               | (2,895 )               |
| Repayment of ultra-short-term financing bills  |       | (3,000 )               | (3,000 )               | (500 )                 |
| Capital injection from the non-controlling interests of subsidiaries                                   |       | 1,360                  | 108                    | 560                    |
| Dividends paid to non-controlling interests  |       | (23 )                  | (128 )                 | (87 )                  |

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|  |          |        |        |
|--|----------|--------|--------|
| Payment for purchase of non-controlling interest       | (388 )   | (8 )   | -      |
| Net cash (used in)/generated from financing activities | (27,695) | (131 ) | 4,168  |
| Net (decrease)/increase in cash and cash equivalents   | (10,892) | 3,679  | 1,666  |
| Cash and cash equivalents at January 1                 | 15,414   | 11,748 | 10,082 |
| Exchange gain/(loss) on cash and cash equivalents      | 38       | (13 )  | -      |
| Cash and cash equivalents at December 31               | 4,560    | 15,414 | 11,748 |

The accompanying notes form part of these financial statements.

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## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **1 Corporate information**

China Southern Airlines Company Limited (the “Company”), a joint stock company limited by shares, was incorporated in the People’s Republic of China (the “PRC”) on March 25, 1995. The address of the Company’s registered office is House 203, No. 233 Kaifa Avenue, Guangzhou Economic & Technology Development Zone, Luogang District, Guangzhou, Guangdong Province, the PRC. The Company and its subsidiaries (the “Group”) are principally engaged in the operation of civil aviation, including the provision of passenger, cargo, mail delivery and other extended transportation services.

The Company’s majority interest is owned by China Southern Air Holding Company (“CSAHC”), a state-owned enterprise incorporated in the PRC.

The Company’s shares are traded on the Shanghai Stock Exchange, the Stock Exchange of Hong Kong Limited and the New York Stock Exchange.

These financial statements are presented in RMB, unless otherwise stated.

These consolidated financial statements were approved for issue by the Company’s Board on March 30, 2016.

### **2 Significant accounting policies**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **(a) Basis of preparation**

The consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual IFRSs, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (the “IASB”). The measurement basis used in the preparation of the financial statements is the historical cost basis, except that available-for-sale equity securities are stated at their fair value as explained in the accounting policies set out in Note 2(e) and Note 2(f).

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and relevant assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and relevant assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

The consolidated financial statements comprise the Company and its subsidiaries and the Group’s interest in associates and joint ventures.

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## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (a) Basis of preparation (continued)

##### (i) Going concern

As at December 31, 2015, the Group's current liabilities exceeded its current assets by RMB51,422 million. In preparing the consolidated financial statements, the Board has given careful consideration to the going concern status of the Group in the context of the Group's current working capital deficit and believe that adequate funding is available to fulfil the Group's short-term obligations and capital expenditure requirements.

As at December 31, 2015, the Group had banking facilities with several PRC banks and financial institutions for providing bank financing up to approximately RMB173.7 billion (2014: RMB187.1 billion), of which approximately RMB131.0 billion (2014: RMB126.7 billion) was unutilised. The Board believes that, based on experience to date, it is likely that these facilities will be rolled over in future years if required. Accordingly, the Board believes that it is appropriate to prepare the consolidated financial statements on a going concern basis without including any adjustments that would be required should the Company and the Group fail to continue as a going concern.

##### (ii) New and amended standards adopted by the Group

The following standards have been adopted by the Group for the first time for the financial year beginning on or after January 1, 2015:

Amendment to IAS 19 on contributions from employees or third parties to defined benefit plans. The amendment distinguishes between contributions that are linked to service only in the period in which they arise and those linked to service in more than one period. The amendment allows contributions that are linked to service, and do not vary with the length of employee service, to be deducted from the cost of benefits earned in the period that the service is provided. Contributions that are linked to service, and vary according to the length of employee service, must be spread over the service period using the same attribution method that is applied to the benefits.

• Amendments from annual improvements to IFRSs – 2010 – 2012 Cycle, on IFRS 8, ‘Operating segments’, IAS 16, ‘Property, plant and equipment’ and IAS 38, ‘Intangible assets’ and IAS 24, ‘Related party disclosures.

• Amendments from annual improvements to IFRSs – 2011 – 2013 Cycle, on IFRS 3, ‘Business combinations’, IFRS 13, ‘Fair value measurement’ and IAS 40, ‘Investment property.

The adoption of the improvements made in the 2010-2012 Cycle has required additional disclosures in the segment note. Other than that, the remaining amendments are not material to the Group.

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## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (a) Basis of preparation (continued)

(iii) New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after January 1, 2015, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through OCI and fair value through P&L. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes.

Contemporaneous documentation is still required but is different to that currently prepared under IAS 39. The standard is effective for accounting periods beginning on or after January 1, 2018. Early adoption is permitted. The Group is yet to assess IFRS 9's full impact.

IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer

obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after January 1, 2017 and earlier application is permitted. The Group is assessing the impact of IFRS 15.

IFRS 16, 'Leases' addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The standard replaces IAS 17 'Leases', and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2019 and earlier application is permitted subject to the entity adopting IFRS 15 'Revenue from contracts with customers' at the same time. The group is currently assessing the impact of IFRS 16.

There are no other IFRSs or IFRIC/HK interpretations that are not yet effective that would be expected to have a material impact on the Group.

## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(b) Subsidiaries and non-controlling interests**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. With regards to each business combination, the Group recognized non-controlling interests based on the proportion of the net identifiable assets of the subsidiary owned by the non-controlling interests.

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in accordance with Notes 2(n) or Note 2(o) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognized.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognized in income statement. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (Note 2(e)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (Note 2(c)).

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(b) Subsidiaries and non-controlling interests (continued)**

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

#### **(c) Associates and joint arrangements**

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

The Group has applied IFRS 11 to all joint arrangements. Under IFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (Notes 2(e) and 2(k)). The Group's share of the post-acquisition, post-tax results of the

investees, adjusted for any acquisition-date excess over cost and any impairment losses for the year are recognized in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognized in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Unrealized profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealized losses provide evidence of an impairment of the asset transferred, in which case they are recognized immediately in the consolidated income statement.



## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (d) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognized immediately in the consolidated income statement as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (Note 2(k)).

#### (e) Other investments in equity securities

The Group's policies for investments in equity securities, other than investments in subsidiaries, associates and joint ventures, are as follows:

Investments in equity securities are initially stated at fair value, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets.

Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Available-for-sale equity securities are those non-derivative financial assets that are designated as available for sale. At the end of each financial year the fair value is remeasured, with any resultant gain or loss being recognized in other comprehensive income and accumulated separately in equity in the fair value reserve. Dividend income from these investments is recognized in the consolidated income statement in accordance with the policy set out in Note (2(w)(iv)). When these investments are derecognized or impaired (Note 2(k)), the cumulative gain or loss is reclassified from equity to profit or loss.

The Group's other investments in equity securities represent unlisted equity securities of companies established in the PRC. These securities do not have a quoted market price in an active market and their fair values cannot be reliably measured. Accordingly, they are recognized in the consolidated balance sheet at cost less impairment losses (Note 2(k)).

Investments are recognized/derecognized on the date the Group commits to purchase/sell the investments or they expire.

## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(f) Derivative financial instruments**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Derivative financial instruments that do not qualify for hedge accounting are accounted for as trading instruments and any unrealised gains or losses, being changes in fair value of the derivatives, are recognised in the profit or loss immediately.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges and that are highly effective, are recorded in the profit or loss, along with any changes in the fair value of the hedged assets or liabilities that are attributable to the hedged risk.

Derivative financial instruments that qualify for hedge accounting and which are designated as a specific hedge of the variability in cash flows of a highly probable forecast transaction, are accounted for as follows:

(i) The effective portion of any change in fair value of the derivative financial instrument is recognised directly in equity. Where the forecast transaction or firm commitment results in the recognition of an asset or a liability, the gains and losses previously deferred in equity are included in the initial measurement of the cost of the asset or liability.

Otherwise, the cumulative gain or loss on the derivative financial instrument is removed from equity and recognized in the profit or loss in the same period during which the hedged forecast transaction affects net profit or loss.

(ii) The ineffective portion of any change in fair value is recognised in the profit or loss immediately.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised in the profit or loss when the committed or forecast transaction ultimately occurs. When a committed or forecast transaction is no longer expected to occur, the cumulative gain or loss that was recorded in equity is immediately transferred to the profit or loss.

**(g) Investment properties**

Investment properties are buildings which are owned to earn rental income and/or for capital appreciation.

Investment properties are stated at cost, less accumulated depreciation and impairment losses (Note 2(k)). Depreciation is calculated to write off the cost of items of investment properties, less their estimated residual value, if any, using the straight line method over their estimated useful lives. Rental income from investment properties is accounted for as described in Note 2(w)(iii).

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (h) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (Note 2(k)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labor, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (Note 2(z)).

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognized in income statement on the date of retirement or disposal.

When each major aircraft overhaul is performed, its cost is recognized in the carrying amount of the component of aircraft and is depreciated over the appropriate maintenance cycles. Components related to overhaul cost, are depreciated on a straight-line basis over 3 to 12 years. Upon completion of an overhaul, any remaining carrying amount of the cost of the previous overhaul is derecognized and charged to the income statement.

Except for components related to overhaul costs, the depreciation method of which has been described in the preceding paragraph, depreciation of other property, plant and equipment is calculated to write off the cost of items less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

|                                     |                |
|-------------------------------------|----------------|
| Buildings                           | 5 to 35 years  |
| Owned and finance leased aircraft   | 15 to 20 years |
| Other flight equipment              |                |
| –Jet engines                        | 15 to 20 years |
| –Others, including rotatable spares | 3 to 15 years  |
| Machinery and equipment             | 4 to 10 years  |
| Vehicles                            | 6 to 8 years   |

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

**(i) Construction in progress**

Construction in progress represents aircraft prepayment, office buildings, various infrastructure projects under construction and equipment pending for installation, and is stated at cost less impairment losses(Note 2(k)). Capitalization of these costs ceases and the construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use, notwithstanding any delay in the issue of the relevant commissioning certificates by the relevant PRC authorities.

No depreciation is provided in respect of construction in progress.

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

##### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, except for land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

##### (ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in Note 2(h). Impairment losses are accounted for in accordance with the accounting policy as set out in (Note 2(k)). Finance charges implicit in the lease payments are charged to income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to income statement in the accounting period in which they are incurred.

(iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognized in income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to income statement in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the respective periods of lease terms which range from 30 to 70 years.



## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (j) Leased assets (continued)

(iv) Sale and leaseback transactions

Gains or losses on aircraft sale and leaseback transactions which result in finance leases are deferred and amortised over the terms of the related leases.

Gains or losses on aircraft sale and leaseback transactions which result in operating leases are recognized immediately if the transactions are established at fair value. If the sale price is below fair value then the gain or loss is recognized immediately. However, if a loss is compensated for by future rentals at a below-market price, then the loss is deferred and amortised over the period that the aircraft is expected to be used. If the sale price is above fair value, then any gain is deferred and amortised over the useful life of the assets.

#### (k) Impairment of assets

(i) Impairment of investments in equity securities and receivables

Investments in equity securities and current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale equity securities are reviewed at the end of each financial year to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

-significant financial difficulty of the debtor;

-a breach of contract, such as a default or delinquency in interest or principal payments;

it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and

a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

If any such evidence exists, any impairment loss is determined and recognized as follows:

For investments in subsidiaries, associates and joint ventures (including those recognized using the equity method (Note 2(c))), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with Note 2(k)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with Note 2(k)(ii).

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (k) Impairment of assets (continued)

##### (i) Impairment of investments in equity securities and receivables (continued)

For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.

For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognized, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognized in prior years.

For available-for-sale securities, the cumulative loss that has been recognized in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognized in income statement is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognized in income statement.

Impairment losses recognized in income statement in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognized directly in other

comprehensive income.

Impairment losses are written off against the corresponding asset directly, except for impairment losses recognized in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognized in income statement.

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**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**2 Significant accounting policies (continued)**

**(k) Impairment of assets (continued)**

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each financial year to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognized no longer exists or may have decreased:

~~Property, plant and equipment;~~

~~Investment properties;~~

~~Construction in progress;~~

~~Lease deposits;~~

~~Lease prepayments;~~

~~Other assets; and~~

~~Goodwill~~

If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of goodwill is estimated annually whether or not there is any indication of impairment.

~~Calculation of recoverable amount~~

The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### Recognition of impairment losses

An impairment loss is recognized in income statement if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

#### Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years. Reversals of impairment losses are credited to income statement in the year in which the reversals are recognized.

## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(k) Impairment of assets (continued)**

##### **(iii) Interim financial reporting and impairment**

Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (Notes 2(k)(i) and (ii)).

Impairment losses recognized in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognized had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognized in other comprehensive income and not profit or loss.

#### **(l) Inventories**

Inventories, which consist primarily of consumable spare parts and supplies, are stated at cost less any applicable provision for obsolescence, and are charged to income statement when used in operations. Cost represents the average unit cost.

Inventories held for sale or disposal are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognized as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

**(m) Trade and other receivables**

Trade and other receivables are initially recognized at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts (Note 2(k)), except where the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of bad and doubtful debts.

**(n) Interest-bearing borrowings**

Interest-bearing borrowings are recognized initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognized and redemption value being recognized in income statement over the period of the borrowings, together with any interest and fees payable, using the effective interest method.



## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(o) Trade and other payables**

Trade and other payables are initially recognized at fair value. Except for financial guarantee liabilities measured in accordance with (Note 2(q)(i)), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### **(p) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been generally within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

#### **(q) Financial guarantees issued, provisions and contingent liabilities**

##### **(i) Financial guarantees issued**

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognized.

The amount of the guarantee initially recognized is amortised in income statement over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognized in accordance with (Note 2(q)(ii)) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognized, less accumulated amortisation.

(ii) Provision and contingent liabilities

Provisions are recognized for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(r) Dividend distribution**

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

#### **(s) Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **(t) Defeasance of long-term liabilities**

Where long-term liabilities have been defeased by the placement of security deposits, those liabilities and deposits (and income and charge arising therefrom) are netted off in order to reflect the overall commercial effect of the arrangements. Such netting off has been effected where a right is held by the Group to insist on net settlement of the liability and deposit including in all situations of default and where that right is assured beyond doubt.

#### **(u) Deferred benefits and gains**

In connection with the acquisitions or leases of certain aircraft and engines, the Group receives various credits. Such credits are deferred until the aircraft and engines are delivered, at which time they are either applied as a reduction of the cost of acquiring the aircraft and engines, resulting in a reduction of future depreciation, or amortised as a reduction of rental expense for aircraft and engines under leases.

**(v) Income tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the financial year, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilized, are recognized. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilized.

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (v) Income tax (continued)

The limited exception to the recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future and it is probable that future taxable profit will be available against which the temporary difference can be utilized.

The amount of deferred tax recognized is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the financial year and are expected to apply when related deferred tax asset is realized or the deferred tax liability is settled. Deferred tax assets and liabilities are not discounted.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously; or

in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

the same taxable entity; or

different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realize the current tax assets and settle the current tax liabilities on a net basis or realize and settle simultaneously.

**(w) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognized in income statement as follows:

**(i) Passenger, cargo and mail revenues**

Passenger revenue is recognized at the fair value of the consideration received when the transportation is provided or when an unused ticket expires rather than a ticket is sold. Ticket sales for transportation not yet provided are included in current liabilities as sales in advance of carriage.

Cargo and mail revenues are recognized when the transportation is provided.

Revenues from airline-related business are recognized when services are rendered.

Revenue is stated net of sales tax.

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 2 Significant accounting policies (continued)

#### (w) Revenue recognition (continued)

##### (ii) Frequent flyer revenue

The Group maintains two frequent flyer award programmes, namely, the China Southern Airlines Sky Pearl Club and the Xiamen Airlines' Egret Card Frequent Flyer Programme, which provide travel and other awards to members based on accumulated mileages.

Amount received in relation to mileage earning flights is allocated, based on fair value, between the flight and mileages earned by members of the Group's frequent flyer award programmes. The value attributed to the awarded mileages is deferred as a liability, within deferred revenue, until the mileages are redeemed or expired.

Amount received from third parties for the issue of mileages under the frequent flyer award programmes is also deferred as a liability, within deferred revenue.

As members of the frequent flyer award programmes redeem mileages for an award, revenue is recorded in income statement. Revenue in relation to flight awards is recognized when the transportation is provided. Revenue in relation to non-flight rewards is recognized at the point of redemption where non-flight rewards are selected.

##### (iii) Operating rental income

Receivable under operating leases is recognized in income statement in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognized in income statement as an integral part of the aggregate net lease payments receivables. Contingent rentals are recognized as income in the accounting period in

which they are earned.

(iv) Dividends

Dividend income from unlisted investments is recognized when the shareholder's right to receive payment is established.

Dividend income from listed investments is recognized when the share price of the investment goes ex-dividend.

Government grants are recognized in consolidated balance sheet initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognized as revenue in income statement on a systematic basis (v) in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognized in income statement over the useful life of the asset by way of reduced depreciation expense.

(vi) Interest income is recognized as it accrues using the effective interest method.

**(x) Traffic commissions**

Traffic commissions are expensed in income statement when the transportation is provided and the related revenue is recognized. Traffic commissions for transportation not yet provided are recorded on the consolidated balance sheet as prepaid expense.



## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(y) Maintenance and overhaul costs**

Routine maintenance, repairs and overhauls are charged to income statement as and when incurred.

In respect of owned and finance leased aircraft, components within the aircraft subject to replacement during major overhauls are depreciated over the average expected life between major overhauls. When each major overhaul is performed, its cost is recognized in the carrying amount of property, plant and equipment and is depreciated over the estimated period between major overhauls. Any remaining carrying amount of cost of previous major overhaul is derecognized and charged to income statement.

In respect of aircraft held under operating leases, the Group has responsibility to fulfil certain return conditions under relevant lease agreements. In order to fulfil these return conditions, major overhauls are required to be conducted on a regular basis. Accordingly, estimated costs of major overhauls are accrued and charged to income statement over the estimated period between overhauls. After the aircraft has completed its last overhaul cycle prior to being returned, expected cost of overhaul to be incurred at the end of the lease is estimated and accrued over the remaining period of the lease. Differences between the estimated costs and the actual costs of overhauls are charged to income statement in the period when the overhaul is performed.

#### **(z) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its

intended use are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are interrupted or complete.

**(aa) Employee benefits**

(i) Short term employee benefits and contributions to defined contribution retirement schemes

Salaries, annual bonuses and contributions to defined contribution retirement schemes are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Termination benefits

Termination benefits are recognized when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(iii) Share-based payment

The fair value of the amount payable to employee in respect of share appreciation rights (“SARs”), which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the vesting period. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as staff cost in the consolidated income statement.

## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(ab) Translation of foreign currencies**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Renminbi, which is the Company's functional and the Group's presentation currency.

Foreign currencies transactions during the year are translated into Renminbi at the applicable rates of exchange quoted by the People's Bank of China ("PBOC") prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Renminbi at the PBOC exchange rates prevailing at the end of the financial year. Exchange gains and losses are recognized in income statement.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into Renminbi at the PBOC exchange rates prevailing at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into Renminbi at the PBOC exchange rates prevailing at the dates the fair value was determined.

#### **(ac) Related parties**

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii)

is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **2 Significant accounting policies (continued)**

#### **(ad) Segmental information**

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management, who is the chief operating decision maker, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### **3 Accounting estimates and judgements**

The Groups' financial position and results of operations are sensitive to accounting methods, assumptions and estimates that underlie the preparation of the financial statements. The Group bases the assumptions and estimates on historical experience and on various other assumptions that the Group believes to be reasonable and which form the basis for making judgements about matters that are not readily apparent from other sources. On an ongoing basis, management evaluates its estimates. Actual results may differ from those estimates as facts, circumstances and conditions change.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in condition and assumptions are factors to be considered when reviewing the financial statements. In addition to the assumptions and estimates regarding provision for early retirement benefits and fair value measurements of financial instruments disclosed in Note 43 and Note 4(g) respectively, the Group believes the following critical accounting policies also involve the most significant judgements and estimates used in the preparation of the financial statements.

**(a) Accounting estimates**

**(i) Impairment of trade receivables**

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognized in the income statement. When a trade receivable is uncollectible, it is written off against the provision account for trade receivables. Subsequent recoveries of amounts previously written off are credited in the income statement.

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 3 Accounting estimates and judgements (continued)

#### (a) Accounting estimates (continued)

##### (ii) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognized in accordance with IAS36, Impairment of Assets. The carrying amounts of long-lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The recoverable amount is the greater of the fair value less costs to sell and value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of traffic revenue and the amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions for projections of traffic revenue and amount of operating costs.

##### (iii) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews the estimated useful lives of assets annually in order to determine the amount of depreciation expense to be recorded during any financial year. The useful lives are based on the Group’s historical experience with similar assets and take into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

##### (iv) Provision for major overhauls

Provision for the cost of major overhauls to fulfil certain return condition for airframes and engines under operating leases is accrued and charged to the income statement over the estimated overhaul period. This requires estimation of

the expected overhaul cycle and overhaul cost, which are based on the historical experience of actual cost incurred for overhauls of airframes and engines of the same or similar types. Different estimates could significantly affect the estimated provision and the results of operations.

(v) Frequent flyer revenue

The amount of revenue attributable to the mileages earned by the members of the Group's frequent flyer award programmes is estimated based on the fair value of the mileages awarded and the expected redemption rate. The fair value of the mileages awarded is estimated by reference to external sales. The expected redemption rate was estimated based on historical experience, anticipated redemption pattern and the frequent flyer programme design.

(vi) Provision for consumable spare parts and maintenance materials

Provision for consumable spare parts and maintenance materials is made based on the difference between the carrying amount and the net realisable value. The net realisable value is estimated based on current market condition, historical experience and Company's future operation plan for the consumable spare parts and maintenance materials. The net realisable value may be adjusted significantly due to the change of market condition and the future plan for the consumable spare parts and maintenance materials.



## **Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### **3 Accounting estimates and judgements (continued)**

#### **(a) Accounting estimates (continued)**

##### **(vii) Income tax**

Significant judgment is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional tax will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the year in which such determination is made.

#### **(b) Accounting judgements**

##### **(i) Retirement benefits**

According to IAS 19, an entity shall account not only for its legal obligation under the formal terms of a defined benefit plan, but also for any constructive obligation that arises from the entity's informal practices where the entity has no realistic alternative but to pay the employee benefits. The Company believes the payments of welfare subsidy to those retirees who retired before the establishment of Pension Scheme (as defined in Note 49 (a)) are discretionary and have not created a legal or constructive obligation. Such payments are made according to the Group's business performance, and can be suspended at any time (Note 14).

### **4 Financial risk management and fair values**

The Group is exposed to liquidity, interest rate, currency, credit risks and commodity jet fuel price risk in the normal course of business. The Group's overall risk management programme focuses on the unpredictability of financial market seeks to minimize the adverse effects on the Group's financial performance. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described

below.

**(a) Liquidity risk**

As at December 31, 2015, the Group's current liabilities exceeded its current assets by RMB51,422 million. For the year ended December 31, 2015, the Group recorded a net cash inflow from operating activities of RMB23,734 million, a net cash outflow from investing activities of RMB6,931 million and a net cash outflow from financing activities of RMB27,695 million, which in total resulted in a net decrease in cash and cash equivalents of RMB10,892 million

The Group is dependent on its ability to maintain adequate cash inflow from operations, its ability to maintain existing external financing, and its ability to obtain new external financing to meet its debt obligations as they fall due and to meet its committed future capital expenditures. As at December 31, 2015, the Group had banking facilities with several PRC banks and financial institutions for providing bank financing up to approximately RMB173,739 million (2014: RMB187,133 million), of which approximately RMB131,021 million (2014: RMB126,703 million) was unutilised. The Directors of the Company believe that sufficient financing will be available to the Group when and where needed.

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## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 4 Financial risk management and fair values (continued)

#### (a) Liquidity risk (continued)

The Directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the twelve months ending December 31, 2016. Based on such forecast, the Directors have determined that adequate liquidity exists to finance the working capital, capital expenditure requirements and dividend payments of the Group during that period. In preparing the cash flow forecast, the Directors have considered historical cash requirements of the Group as well as other key factors, including the availability of the above-mentioned bank facilities, which may impact the operations of the Group during the next twelve-month period. The Directors of the Company are of the opinion that the assumptions and sensitivities which are included in the cash flow forecast are reasonable. However, as with all assumptions in regard to future events, these are subject to inherent limitations and uncertainties and some or all of these assumptions may not be realized.

As at December 31, 2015, the contractual maturities at the end of financial years of the Group's borrowings and obligations under finance leases are disclosed in Notes 35, 36 respectively.

#### (b) Interest rate risk

The interest rates and maturity information of the Group's borrowings and obligations under finance leases are disclosed in Note 35 and Note 36, respectively. Majority of the Group's borrowing are at floating interest rates which expose the Group to cash flow interest rate risk. Borrowings at fixed interest rates expose the Group to fair value interest risk. The Group has entered into interest rate swap contracts to mitigate its cash flow and fair value interest rate risk.

Based on the various scenarios, the Group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings or obligations under finance leases from floating rates to fixed rates. Generally, the Group raises long-term borrowings or obligations under finance leases at floating rates and swaps them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly. Under the interest rate swaps, the Group agrees with other parties to exchange, at

specified intervals (primarily quarterly), the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional amounts.

At December 31, 2015, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately RMB416 million (2014: RMB569 million; 2013: RMB443 million). Other components of consolidated equity would not be affected (2014 and 2013: Nil) by the changes in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax and retained profits and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. This analysis is performed on the same basis as that for 2014 and 2013.

**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**4 Financial risk management and fair values (continued)****(c) Foreign currency risk**

Renminbi is not freely convertible into foreign currencies. All foreign exchange transactions involving Renminbi must take place either through the PBOC or other institutions authorised to buy and sell foreign exchange or at a swap centre.

The Group has significant exposure to foreign currency risk as substantially all of the Group's obligations under finance leases (Note 36), borrowings (Note 35) and operating lease commitments (Note 47(b)) are denominated in foreign currencies, principally US dollars, Euro and Japanese Yen. Depreciation or appreciation of Renminbi against foreign currencies affects the Group's results significantly because the Group's foreign currency liabilities generally exceed its foreign currency assets.

The following table indicates the instantaneous change in Group's profit after tax and retained profits that would arise if foreign exchange rates to which the Group has significant exposure at the beginning of the financial year had changed at that date, assuming all other risk variables remained constant.

|               | <b>2015</b>   |    |      | <b>2014</b>   |    |      | <b>2013</b>  |    |      |
|---------------|---|----|------|---|----|------|--|----|------|
|               | <b>Appreciation/increase<br/>(/depreciation/decrease) on<br/>of profit after tax<br/>Renminbi and<br/>against retained<br/>foreign profits RMB<br/>currency million</b> |    |      | <b>Appreciation/increase<br/>(/depreciation/decrease)<br/>of on profit<br/>Renminbi after tax and<br/>against retained<br/>foreign profits RMB<br/>currency million</b> |    |      | <b>Appreciation/increase/<br/>(/depreciation/decrease) on<br/>of profit after<br/>Renminbi tax and<br/>against retained<br/>foreign profits RMB<br/>currency million</b> |    |      |
| United States |   |    |      |   |    |      |  |    |      |
| Dollars       | 1   | %  | 453  | 1   | %  | 767  | 1  | %  | 654  |
|               | (1)   | )% | (453 | ) (1  | )% | (767 | ) (1   | )% | (654 |

|                   |     |    |      |    |     |     |      |
|-------------------|-----|----|------|----|-----|-----|------|
| Euro              | 1   | %  | 38   | -  | -   | -   | -    |
|                   | (1  | )% | (38  | )  | -   | -   | -    |
| Singapore Dollars | -   |    | -    | 2  | %   | 6   | 2    |
|                   | -   |    | -    | (2 | )%  | (6  | )    |
|                   |     |    |      |    |     |     | 2    |
|                   |     |    |      |    |     |     | %    |
|                   |     |    |      |    |     |     | 7    |
|                   |     |    |      |    |     |     | (7   |
|                   |     |    |      |    |     |     | )    |
| Japanese Yen      | 10  | %  | 135  | 10 | %   | 145 | 10   |
|                   | (10 | )% | (135 | )  | (10 | )%  | (145 |
|                   |     |    |      |    |     |     | )    |
|                   |     |    |      |    |     |     | 10   |
|                   |     |    |      |    |     |     | %    |
|                   |     |    |      |    |     |     | 177  |
|                   |     |    |      |    |     |     | (177 |
|                   |     |    |      |    |     |     | )    |

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and retained profits measured in the respective functional currencies, translated into Renminbi at the exchange rate ruling at the end of the financial year for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments, borrowings, and lease obligations held by the Group which expose the Group to foreign currency risk at the end of the financial year, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2014 and 2013.

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 4 Financial risk management and fair values (continued)

#### (d) Credit risk

The Group's credit risk is primarily attributable to cash and cash equivalents, trade receivables and the guarantees on personal bank loans provided to the Group's pilot trainees.

Substantially all of the Group's cash and cash equivalents are deposited with major reputable PRC financial institutions, which management believes are of high credit quality.

A significant portion of the Group's air tickets are sold by agents participating in the Billing and Settlement Plan ("BSP"), a clearing scheme between airlines and sales agents organised by International Air Transportation Association. The use of the BSP reduces credit risk to the Group. As at December 31, 2015, the balance due from BSP agents amounted to RMB1,054 million (2014: RMB990 million). The credit risk exposure to BSP and the remaining trade receivables balance are monitored by the Group on an ongoing basis and the allowance for impairment of doubtful debts is within management's expectations. Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables is set out in Note 32.

The Company and its subsidiary, Xiamen Airlines, entered into agreements with their pilot trainees and certain banks to provide guarantees on personal bank loans amounting to RMB627 million (December 31, 2014: RMB646 million) that can be drawn by the pilot trainees to finance their respective flight training expenses. As at December 31, 2015, total personal bank loans of RMB454 million (December 31, 2014: RMB486 million), under these guarantees, were drawn down from the banks. During the year, the Group has paid RMB4 million (2014: RMB2 million) to the banks due to the default of payments of certain pilot trainees.

#### (e) Jet fuel price risk

The Group's results of operations may be significantly affected by fluctuations in fuel prices since the jet fuel expenses are a significant cost for the Group. A reasonable possible increase/decrease of 10% (2014 and 2013:10%) in jet fuel price, with volume of fuel consumed and all other variables held constant, would have increased/decreased the fuel costs by approximately RMB2,627 million (2014: RMB3,773 million; 2013: RMB3,554 million). The sensitivity analysis indicates the instantaneous change in the Group's fuel cost that would arise assuming that the change in fuel price had occurred at the beginning of the financial year.

**(f) Capital management**

The Group's primary objectives in managing capital are to safeguard the Group's ability to continue as a going concern, and to generate sufficient profit to maintain growth and provide returns to its shareholders, by securing access to finance at a reasonable cost.

The Group manages the amount of capital in proportion to risk and manages its debt portfolio in conjunction with projected financing requirements. The Group monitors capital on the basis of the debt ratio, which is calculated as total liabilities divided by total assets.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements. The Group's debt ratio was 73% at December 31, 2015 (2014: 77%).



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**4 Financial risk management and fair values (continued)**

**(g) Fair value**

(i) Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value at the end of financial period across the three levels of the fair value hierarchy defined in IFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments
  
- Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data
  
- Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data

The following table presents the Group’s financial assets that are measured at fair value at December 31, 2015.

|      | Level 1 | Level 2 | Level 3 | Total   |
|------|---------|---------|---------|---------|
|      | RMB     | RMB     | RMB     | RMB     |
|      | million | million | million | million |
| 2015 |         |         |         |         |

Assets

Available-for-sale equity securities:

|         |     |   |   |     |
|---------|-----|---|---|-----|
| -Listed | 104 | - | - | 104 |
|---------|-----|---|---|-----|

Derivative financial instruments

|                     |   |    |   |    |
|---------------------|---|----|---|----|
| -Interest rate swap | - | 13 | - | 13 |
|---------------------|---|----|---|----|

|       |     |    |   |     |
|-------|-----|----|---|-----|
| Total | 104 | 13 | - | 117 |
|-------|-----|----|---|-----|

2014

Assets

Available-for-sale equity securities:

|         |     |   |   |     |
|---------|-----|---|---|-----|
| -Listed | 104 | - | - | 104 |
|---------|-----|---|---|-----|

During the years ended December 31, 2015 and 2014, there were no significant transfers between instruments in Level 1 and Level 2.

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**4 Financial risk management and fair values (continued)**

**(g) Fair value (continued)**

(i) Financial instruments carried at fair value (continued)

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date without any deduction for transaction costs. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily A share equity investments classified as trading securities or available-for-sale.

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Financial instruments not carried at fair value

Other investments in equity securities represent unlisted equity securities of companies established in the PRC.

- (a) There is no quoted market price for such equity securities and accordingly a reasonable estimate of the fair value could not be measured reliably. Accordingly, they are recognized in the consolidated balance sheet at cost less impairment losses.

- (b) All other financial instruments, including amounts due from/to related companies, trade and other receivables, trade and other payables, borrowings and obligation under finance leases are carried at amounts not materially different from their fair values as at December 31, 2015 and December 31, 2014.

## 5 Traffic revenue

|                       | 2015<br>RMB million | 2014<br>RMB million | 2013<br>RMB million |
|-----------------------|---------------------|---------------------|---------------------|
| Passenger             | 94,677              | 84,740              | 76,687              |
| Cargo and mail        | 6,122               | 5,842               | 4,935               |
| Fuel Surcharge Income | 6,300               | 13,746              | 13,062              |
|                       | 107,099             | 104,328             | 94,684              |

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(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 6 Segmental information

#### (a) Business segments

The Group's network passenger, cargo and mail transportation are managed as a single business unit. The Group's chief operating decision maker ("CODM"), which is the senior executive management, makes resource allocation decisions based on route profitability, which considers aircraft type and route economics. The objective in making resource allocation decisions is to optimise consolidated financial results. Therefore, based on the way the Group manages the network passenger and cargo operations, and the manner in which resource allocation decisions are made, the Group has only one reportable operating segment for financial reporting purposes, reported as the "airline transportation operations".

Other operating segments consist primarily of business segments of hotel and tour operation, ground services, cargo handling and other miscellaneous services. These other operating segments are combined and reported as "other segments".

Inter-segment sales are based on prices set on an arm's length basis.

For the purposes of assessing segment performance and allocating resources between segments, the Group's CODM monitors the results, assets and liabilities attributable to each reportable segment based on financial results prepared under the People's Republic of China Accounting Standards for Business Enterprises ("PRC GAAP"). As such, the amount of each material reconciling item from the Group's reportable segment revenue, profit before tax, assets and liabilities arising from different accounting policies are set out in Note 6(c).

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance is set out below.

The segment results of the Group for the year ended December 31, 2015 are as follows:

|  | Airline<br>transportation<br>operations | Other<br>segments | Elimination    | Unallocated*   | Total          |
|--|---|-------------------|----------------|----------------|----------------|
|  | RMB<br>million                          | RMB<br>million    | RMB<br>million | RMB<br>million | RMB<br>million |
| Revenue from external customers              | 110,067                                 | 1,400             | -              | -              | 111,467        |
| Inter-segment sales                          | 114                                     | 1,528             | (1,642 )       | -              | -              |
| Reportable segment revenue                   | 110,181                                 | 2,928             | (1,642 )       | -              | 111,467        |
| Reportable segment profit before taxation    | 5,480                                   | 279               | -              | 582            | 6,341          |
| Reportable segment profit after taxation     | 4,199                                   | 205               | -              | 582            | 4,986          |
| Other segment information                    |   |                   |                |                |                |
| Income tax                                   | 1,281                                   | 74                | -              | -              | 1,355          |
| Interest income                              | 244                                     | 9                 | -              | -              | 253            |
| Interest expense                             | 2,156                                   | 32                | -              | -              | 2,188          |
| Depreciation and amortisation                | 11,915                                  | 97                | -              | -              | 12,012         |
| Impairment loss                              | 105                                     | 3                 | -              | -              | 108            |
| Share of associates' results                 | -                                       | -                 | -              | 462            | 462            |
| Share of joint ventures' results             | -                                       | -                 | -              | 107            | 107            |
| Non-current assets additions during the year | 24,242                                  | 98                | -              | -              | 24,340         |

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**6 Segment reporting (continued)****(a) Business segments (continued)**

The segment results of the Group for the year ended December 31, 2014 are as follows:

|  | Airline<br>transportation<br>operations<br>RMB<br>million | Other<br>segments<br>RMB<br>million | Elimination<br>RMB<br>million | Unallocated*<br>RMB<br>million | Total<br>RMB<br>million |
|--|---|-------------------------------------|-------------------------------|--------------------------------|-------------------------|
| Revenue from external customers              | 107,790   | 523                                 | -                             | -                              | 108,313                 |
| Inter-segment sales                          | -   | 1,364                               | (1,364 )                      | -                              | -                       |
| Reportable segment revenue                   | 107,790   | 1,887                               | (1,364 )                      | -                              | 108,313                 |
| Reportable segment profit before taxation    | 2,422   | 257                                 | -                             | 416                            | 3,095                   |
| Reportable segment profit after taxation     | 1,800   | 202                                 | -                             | 416                            | 2,418                   |
| Other segment information                    |   |                                     |                               |                                |                         |
| Income tax                                   | 622   | 55                                  | -                             | -                              | 677                     |
| Interest income                              | 369   | 7                                   | -                             | -                              | 376                     |
| Interest expense                             | 2,155   | 38                                  | -                             | -                              | 2,193                   |
| Depreciation and amortisation                | 10,915  | 88                                  | -                             | -                              | 11,003                  |
| Impairment loss                              | 205   | -                                   | -                             | -                              | 205                     |
| Share of associates' results                 | -   | -                                   | -                             | 263                            | 263                     |
| Share of joint ventures' results             | -   | -                                   | -                             | 140                            | 140                     |
| Non-current assets additions during the year | 29,523  | 98                                  | -                             | -                              | 29,621                  |

The segment results of the Group for the year ended December 31, 2013 are as follows:

|  | Airline<br>transportation<br>operations | Other<br>segments | Elimination | Unallocated* | Total |
|--|---|-------------------|-------------|--------------|-------|
|--|---|-------------------|-------------|--------------|-------|

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|  | RMB<br>million | RMB<br>million | RMB<br>million | RMB<br>million | RMB<br>million |
|--|----------------|----------------|----------------|----------------|----------------|
| Revenue from external customers              | 97,659         | 471            | -              | -              | 98,130         |
| Inter-segment sales                          | -              | 1,147          | (1,147 )       | -              | -              |
| Reportable segment revenue                   | 97,659         | 1,618          | (1,147 )       | -              | 98,130         |
| Reportable segment profit before taxation    | 2,796          | 123            | -              | 431            | 3,350          |
| Reportable segment profit after taxation     | 2,118          | 100            | -              | 431            | 2,649          |
| Other segment information                    |                |                |                |                |                |
| Income tax                                   | 678            | 23             | -              | -              | 701            |
| Interest income                              | 300            | 7              | -              | -              | 307            |
| Interest expense                             | 1,611          | 40             | -              | -              | 1,651          |
| Depreciation and amortisation                | 9,425          | 80             | -              | -              | 9,505          |
| Impairment loss                              | 567            | 1              | -              | -              | 568            |
| Share of associates' results                 | -              | -              | -              | 296            | 296            |
| Share of joint ventures' results             | -              | -              | -              | 96             | 96             |
| Non-current assets additions during the year | 28,780         | 82             | -              | -              | 28,862         |

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(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**6 Segment reporting (continued)****(a) Business segments (continued)**

The segment assets and liabilities of the Group as at December 31, 2015 and December 31, 2014 are as follows:

|                                | Airline<br>transportation<br>operations<br>RMB<br>million | Other<br>segments<br>RMB<br>million | Elimination<br>RMB<br>million | Unallocated*<br>RMB<br>million | Total<br>RMB<br>million |
|--------------------------------|---|-------------------------------------|-------------------------------|--------------------------------|-------------------------|
| As at December 31, 2015        |   |                                     |                               |                                |                         |
| Reportable segment assets      | 180,753   | 2,795                               | (1,004 )                      | 3,706                          | 186,250                 |
| Reportable segment liabilities | 136,391   | 1,290                               | (1,004 )                      | -                              | 136,677                 |
| As at December 31, 2014        |   |                                     |                               |                                |                         |
| Reportable segment assets      | 184,661   | 2,427                               | (568 )                        | 3,177                          | 189,697                 |
| Reportable segment liabilities | 144,782   | 1,209                               | (568 )                        | -                              | 145,423                 |

\* Unallocated assets primarily include investments in associates and joint ventures, available-for-sale financial assets, derivative financial instruments and other investments in equity securities. Unallocated results primarily include the share of results of associates and joint ventures, dividend income from available-for-sales financial assets and other investments in equity securities.

**(b) The Group's business segments operate in three main geographical areas, even though they are managed on a worldwide basis.**

The Group's revenues by geographical segment are analyzed based on the following criteria:

- Traffic revenues from services within the PRC (excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan (“Hong Kong, Macau and Taiwan”)), is classified as domestic operations.
- (i) Traffic revenue from inbound and outbound services between overseas markets, excluding Hong Kong, Macau and Taiwan, is classified as international operations revenues.
- (ii) Revenues from commission income, hotel and tour operation, ground services, cargo handling and other miscellaneous services are classified on the basis of where the services are performed.

|                             | 2015        | 2014        | 2013        |
|-----------------------------|-------------|-------------|-------------|
|                             | RMB million | RMB million | RMB million |
| Domestic                    | 82,981      | 82,764      | 76,828      |
| International               | 25,872      | 22,952      | 19,053      |
| Hong Kong, Macau and Taiwan | 2,614       | 2,597       | 2,249       |
|                             | 111,467     | 108,313     | 98,130      |

The major revenue earning assets of the Group are its aircraft fleet which is registered in the PRC and is deployed across its worldwide route network. Majority of the Group’s other assets are located in the PRC. CODM considers that there is no suitable basis for allocating such assets and related liabilities to geographical locations. Accordingly, geographical segment assets and liabilities are not disclosed.

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**6 Segment reporting (continued)****(c) Reconciliation of reportable segment revenues, profit before income tax, assets and liabilities to the consolidated figures as reported in the consolidated financial statement.**

|  | Note | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|--|------|------------------------|------------------------|------------------------|
| Revenue  |      |                        |                        |                        |
| Reportable segment revenues                              |      | 111,467                | 108,313                | 98,130                 |
| Reclassification of expired sales in advance of carriage | (i)  | 459                    | 459                    | 684                    |
| Reclassification of sales tax                            | (ii) | (274 )                 | (188 )                 | (267 )                 |
| Consolidated revenues                                    |      | 111,652                | 108,584                | 98,547                 |

|   | Note  | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|---|-------|------------------------|------------------------|------------------------|
| Profit before income tax                                |       |                        |                        |                        |
| Reportable segment profit before taxation               |       | 6,341                  | 3,095                  | 3,350                  |
| Capitalization of exchange difference of specific loans | (iii) | (222 )                 | (28 )                  | 133                    |
| Government grants                                       | (iv)  | 1                      | 1                      | 3                      |
| Others  |       | (2 )                   | (2 )                   | (2 )                   |
| Consolidated profit before income tax                   |       | 6,118                  | 3,066                  | 3,484                  |

|   | Note  | 2015<br>RMB<br>million | 2014<br>RMB<br>million |
|---|-------|------------------------|------------------------|
| Assets  |       |                        |                        |
| Reportable segment assets                               |       | 186,250                | 189,697                |
| Capitalization of exchange difference of specific loans | (iii) | 101                    | 323                    |
| Government grants                                       | (iv)  | (342 )                 | (259 )                 |
| Others  |       | (20 )                  | (73 )                  |
| Consolidated total assets                               |       | 185,989                | 189,688                |

|                                | Note | 2015<br>RMB<br>million | 2014<br>RMB<br>million |
|--------------------------------|------|------------------------|------------------------|
| <b>Liabilities</b>             |      |                        |                        |
| Reportable segment liabilities |      | 136,677                | 145,423                |
| Government grants              | (iv) | (312 )                 | (228 )                 |
| Consolidated total liabilities |      | 136,365                | 145,195                |

## Notes:

(i) In accordance with the PRC GAAP, expired sales in advance of carriage are recorded under non-operating income. Under IFRSs, such income is recognized as other operating income.

(ii) In accordance with the PRC GAAP, sales tax is separately disclosed rather than deducted from revenue under IFRSs.

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**6 Segment reporting (continued)****(c) Reconciliation of reportable segment revenue, profit before income tax, assets and liabilities to the consolidated figures as reported in the consolidated financial statement. (continued)**

(ii) In accordance with the PRC GAAP, exchange difference arising on translation of specific loans and related interest denominated in a foreign currency is capitalized as part of the cost of qualifying assets. Under IFRSs, such exchange difference is recognized in income statement unless the exchange difference represents an adjustment to interest.

(iv) In accordance with the PRC GAAP, special funds such as investment grants allocated by the government, if clearly defined on official documents as part of “capital reserve”, are credited to capital reserve. Otherwise, government grants related to assets are recognized as deferred income and amortised to profit or loss on a straight line basis over the useful life of the related assets. Under IFRSs, government grants relating to purchase of fixed assets are deducted from the cost of the related fixed assets.

**7 Other operating revenue**

|                                      | 2015    | 2014    | 2013    |
|--------------------------------------|---------|---------|---------|
|                                      | RMB     | RMB     | RMB     |
|                                      | million | million | million |
| Commission income                    | 1,545   | 1,335   | 1,040   |
| Expired sales in advance of carriage | 459     | 459     | 684     |
| Hotel and tour operation income      | 621     | 508     | 565     |
| General aviation income              | 490     | 576     | 484     |
| Ground services income               | 345     | 293     | 349     |
| Air catering income                  | 239     | 272     | 226     |
| Cargo handling income                | 230     | 236     | 176     |
| Rental income                        | 182     | 156     | 137     |
| Others                               | 442     | 421     | 202     |
|                                      | 4,553   | 4,256   | 3,863   |

**8 Flight operation expenses**

|                                      | 2015    | 2014    | 2013    |
|--------------------------------------|---------|---------|---------|
|                                      | RMB     | RMB     | RMB     |
|                                      | million | million | million |
| Jet fuel costs                       | 26,274  | 37,728  | 35,538  |
| Flight personnel payroll and welfare | 8,070   | 6,803   | 5,799   |
| Aircraft operating lease charges     | 6,153   | 5,383   | 4,767   |
| Air catering expenses                | 2,680   | 2,497   | 2,295   |
| Civil Aviation Development Fund      | 2,482   | 2,279   | 2,036   |
| Training expenses                    | 1,003   | 1,003   | 784     |
| Aircraft insurance                   | 168     | 202     | 194     |
| Others                               | 3,582   | 3,006   | 2,597   |
|                                      | 50,412  | 58,901  | 54,010  |

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**9 Maintenance expenses**

|   | 2015    | 2014    | 2013    |
|---|---------|---------|---------|
|   | RMB     | RMB     | RMB     |
|   | million | million | million |
| Aviation repair and maintenance charges | 7,396   | 5,525   | 5,334   |
| Staff payroll and welfare               | 2,131   | 1,966   | 1,712   |
| Maintenance materials                   | 880     | 813     | 759     |
|   | 10,407  | 8,304   | 7,805   |

**10 Aircraft and transportation service expenses**

|                                  | 2015    | 2014    | 2013    |
|----------------------------------|---------|---------|---------|
|                                  | RMB     | RMB     | RMB     |
|                                  | million | million | million |
| Landing and navigation fees      | 11,510  | 10,496  | 9,510   |
| Ground service and other charges | 6,398   | 5,906   | 5,581   |
|                                  | 17,908  | 16,402  | 15,091  |

**11 Promotion and selling expenses**

|                               | 2015    | 2014    | 2013    |
|-------------------------------|---------|---------|---------|
|                               | RMB     | RMB     | RMB     |
|                               | million | million | million |
| Sales commissions             | 3,150   | 4,263   | 4,356   |
| Ticket office expenses        | 2,605   | 2,465   | 2,303   |
| Computer reservation services | 605     | 542     | 526     |
| Advertising and promotion     | 122     | 116     | 118     |
| Others                        | 494     | 455     | 451     |
|                               | 6,976   | 7,841   | 7,754   |

**12 General and administrative expenses**

|                            | 2015    | 2014    | 2013    |
|----------------------------|---------|---------|---------|
|                            | RMB     | RMB     | RMB     |
|                            | million | million | million |
| General corporate expenses | 2,325   | 2,195   | 2,334   |
| Auditors' remuneration     | 15      | 18      | 16      |
| - Audit services           | 15      | 18      | 16      |
| - Non-audit services       | -       | -       | -       |
| Other taxes and levies     | 124     | 124     | 120     |
|                            | 2,464   | 2,337   | 2,470   |

**13 Depreciation and amortisation**

|   | 2015    | 2014    | 2013    |
|---|---------|---------|---------|
|   | RMB     | RMB     | RMB     |
|   | million | million | million |
| Depreciation                                |         |         |         |
| - Owned assets                              | 7,082   | 8,021   | 6,861   |
| - Assets acquired under finance leases      | 4,684   | 2,768   | 2,477   |
| Amortisation of deferred benefits and gains | (148 )  | (156 )  | (146 )  |
| Other amortisation                          | 227     | 195     | 155     |
|   | 11,845  | 10,828  | 9,347   |

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**14 Staff costs**

|                                     | <b>2015</b>        | <b>2014</b>        | <b>2013</b>        |
|-------------------------------------|--------------------|--------------------|--------------------|
|                                     | <b>RMB million</b> | <b>RMB million</b> | <b>RMB million</b> |
| Salaries, wages and welfare         | 16,636             | 14,667             | 12,938             |
| Contribution to retirement schemes  | 1,726              | 1,554              | 1,324              |
| Other retirement welfare subsidy    | 177                | 167                | 175                |
| Early retirement benefits (Note 43) | 3                  | 7                  | 12                 |
|                                     | 18,542             | 16,395             | 14,449             |

Staff costs relating to flight operations and maintenance are also included in the respective total amounts disclosed separately in Note 8 to Note 9 above.

Details of staff costs arising from cash-settled share appreciation rights are disclosed in Note 49(c). Such costs have been included in “salaries, wages and welfare” above.

**15 Other net income**

|  | <b>2015</b>        | <b>2014</b>        | <b>2013</b>        |
|--|--------------------|--------------------|--------------------|
|  | <b>RMB million</b> | <b>RMB million</b> | <b>RMB million</b> |
| Government grants (Note)   | 2,331              | 1,700              | 1,155              |
| Gain/ (losses) on disposal of property, plant and equipment, net |                    |                    |                    |
| – Aircraft and spare engines                                     | 414                | 344                | (8 )               |
| – Other property, plant and equipment                            | (102 )             | (77 )              | (70 )              |
| Others   | 635                | 223                | 166                |
|  | 3,278              | 2,190              | 1,243              |

Note:

Government grants mainly represent (i) subsidies based on certain amount of tax paid granted by governments to the Group; (ii) subsidies granted by various local governments to encourage the Group to operate certain routes to cities where these governments are located. The government grants are recognized when fulfilling the requirements and when cash is received.

There are no unfulfilled conditions and other contingencies related to subsidies that have been recognized during the year ended December 31, 2015.

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**16 Interest expense**

|   | <b>2015</b>        | <b>2014</b>        | <b>2013</b>        |
|---|--------------------|--------------------|--------------------|
|   | <b>RMB million</b> | <b>RMB million</b> | <b>RMB million</b> |
| Interest on borrowings  | 1,320              | 1,628              | 1,275              |
| Interest relating to obligations under finance leases                 | 1,248              | 978                | 692                |
| Interest relating to provision for early retirement benefits(Note 43) | 2                  | 4                  | 5                  |
| Less: interest expense capitalized (Note)                             | (382 )             | (417 )             | (321 )             |
|   | <b>2,188</b>       | <b>2,193</b>       | <b>1,651</b>       |

Note:

The weighted average interest rate used for interest capitalisation was 2.77% per annum in 2015 (2014: 2.37%; 2013: 2.50%).

**17 Other non-operating income**

|  | <b>2015</b>        | <b>2014</b>        | <b>2013</b>        |
|--|--------------------|--------------------|--------------------|
|  | <b>RMB million</b> | <b>RMB million</b> | <b>RMB million</b> |
| Interest income on wealth management products  | -                  | -                  | 25                 |
| Gain recognized on acquisition of a subsidiary | -                  | 26                 | -                  |
|  | -                  | 26                 | 25                 |

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**Notes to the consolidated financial statements**

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**18 Income tax****(a) Income tax expense in the consolidated income statement**

|   | <b>2015</b>    | <b>2014</b>    | <b>2013</b>    |
|---|----------------|----------------|----------------|
|   | <b>RMB</b>     | <b>RMB</b>     | <b>RMB</b>     |
|   | <b>million</b> | <b>million</b> | <b>million</b> |
| PRC income tax                                    |                |                |                |
| – Provision for the year                          | 1,700          | 430            | 705            |
| – Over-provision in prior year                    | (41 )          | (29 )          | (31 )          |
|   | 1,659          | 401            | 674            |
| Deferred tax (Note 29)                            |                |                |                |
| Origination and reversal of temporary differences | (359 )         | 267            | 60             |
| Tax expense                                       | 1,300          | 668            | 734            |

In respect of majority of the Group's airline operation outside mainland China, the Group has either obtained exemptions from overseas taxation pursuant to the bilateral aviation agreements between the overseas governments and the PRC government, or has sustained tax losses in those overseas jurisdictions. Accordingly, no provision for overseas tax has been made for overseas airlines operation in the current and prior years.

Under the Corporate Income Tax Law of the PRC, the Company and majority of its subsidiaries are subject to PRC income tax at 25% (2014: 25%). Certain subsidiaries of the Company are subject to preferential income tax rate at 15% according to the preferential tax policy in locations, where those subsidiaries are located.

**(b) Reconciliation between actual tax expense and calculated tax based on accounting profit at applicable tax rates**

| <b>2015</b> | <b>2014</b> | <b>2013</b> |
|-------------|-------------|-------------|
|-------------|-------------|-------------|

|   | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> |
|---|------------------------|------------------------|------------------------|
| Profit before taxation  | 6,118                  | 3,066                  | 3,484                  |
| Notional tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned (Note)       | 1,482                  | 738                    | 863                    |
| Adjustments for tax effect of:  |                        |                        |                        |
| Non-deductible expenses   | 3                      | 11                     | 19                     |
| Share of results of associates and joint ventures   | (144                   | ) (104                 | ) (108                 |
| Unused tax losses and deductible temporary differences for which no deferred tax assets were recognized                               | 23                     | 63                     | 32                     |
| Utilisation of unused tax losses and deductible temporary differences for which no deferred tax assets were recognized in prior years | (18                    | ) (11                  | ) (41                  |
| Over-provision in prior year  | (41                    | ) (29                  | ) (31                  |
| Others  | (5                     | ) -                    | -                      |
| Tax expense   | 1,300                  | 668                    | 734                    |

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**18 Income tax (continued)**

**(b) Reconciliation between actual tax expense and calculated tax based on accounting profit at applicable tax rates (continued)**

Note:

The headquarters of the Company and its branches are taxed at rate at 25% (2014 and 2013: 25%). The subsidiaries of the Group are taxed at rates ranging from 15% to 25% (2014 and 2013: 15% to 25%).

**19 Earnings per share**

The calculation of basic earnings per share for the year ended December 31, 2015 is based on the profit attributable to equity shareholders of the Company of RMB3,736 million (2014: RMB1,777 million; 2013: RMB1,986 million) and the weighted average of 9,817,567,000 shares in issue during the year (2014 and 2013: 9,817,567,000 shares).

The amounts of diluted earnings per share are the same as basic earnings per share as there were no dilutive potential ordinary shares in existence for the year ended December 31, 2015 and 2014.

**20 Property, plant and equipment, net**

|                       |           | Aircraft |                               |   |                                   |       |
|-----------------------|-----------|----------|-------------------------------|---|-----------------------------------|-------|
| Investment properties | Buildings | Owned    | Acquired under finance leases | Other flight equipment including rotables | Machinery, equipment and vehicles | Total |

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|   | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> |
|---|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
| <b>Cost:</b>  |                        |                        |                        |                        |                        |                        |                        |
| At January 1, 2014  | 681                    | 8,672                  | 88,864                 | 58,318                 | 17,477                 | 5,346                  | 179,358                |
| Additions   | -                      | 151                    | 726                    | 8,521                  | 821                    | 608                    | 10,827                 |
| Transfer from construction in progress (Note 21)            | 1                      | 444                    | 382                    | 11,546                 | 957                    | 133                    | 13,463                 |
| Transfer to buildings upon cease of lease intention         | (99 )                  | 99                     | -                      | -                      | -                      | -                      | -                      |
| Transfer to lease prepayments upon cease of lease intention | (21 )                  | -                      | -                      | -                      | -                      | -                      | (21 )                  |
| Transfer to investment properties upon lease out            | 84                     | (84 )                  | -                      | -                      | -                      | -                      | -                      |
| Acquisition of a subsidiary                                 | -                      | -                      | 539                    | 1,931                  | 261                    | 23                     | 2,754                  |
| Disposals   | -                      | (77 )                  | (5,390 )               | (443 )                 | (946 )                 | (227 )                 | (7,083 )               |
| At December 31, 2014  | 646                    | 9,205                  | 85,121                 | 79,873                 | 18,570                 | 5,883                  | 199,298                |
| <br>  |                        |                        |                        |                        |                        |                        |                        |
| At January 1, 2015  | 646                    | 9,205                  | 85,121                 | 79,873                 | 18,570                 | 5,883                  | 199,298                |
| Additions   | -                      | 138                    | 1,564                  | 5,901                  | 660                    | 353                    | 8,616                  |
| Transfer from construction in progress (Note 21)            | -                      | 849                    | 1,777                  | 8,174                  | 896                    | 103                    | 11,799                 |
| Transfer from lease prepayments                             | 6                      | -                      | -                      | -                      | -                      | -                      | 6                      |
| Transfer to buildings upon cease of lease intention         | (8 )                   | 8                      | -                      | -                      | -                      | -                      | -                      |
| Transfer to investment properties upon lease out            | 88                     | (88 )                  | -                      | -                      | -                      | -                      | -                      |
| Reclassification on exercise of purchase option             | -                      | -                      | 6,700                  | (6,700 )               | -                      | -                      | -                      |
| Disposals   | (2 )                   | (38 )                  | (1,454 )               | (416 )                 | (1,156 )               | (230 )                 | (3,296 )               |
| At December 31, 2015  | 730                    | 10,074                 | 93,708                 | 86,832                 | 18,970                 | 6,109                  | 216,423                |

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**20 Property, plant and equipment, net (continued)**

|   | Investment properties |             | Aircraft    |             | Other flight equipment including rotables | Machinery, equipment and vehicles | Total       |
|---|-----------------------|-------------|-------------|-------------|---|-----------------------------------|-------------|
|   | RMB million           | RMB million | Buildings   | Owned       |   |                                   |             |
|   |                       |             |             |             |   |                                   |             |
|   | RMB million           | RMB million | RMB million | RMB million | RMB million                               | RMB million                       | RMB million |
| <b>Accumulated depreciation and impairment losses:</b>      |                       |             |             |             |   |                                   |             |
| At January 1, 2014  | 173                   | 2,794       | 32,812      | 10,240      | 10,216                                    | 3,346                             | 59,581      |
| Depreciation charge for the year                            | 21                    | 292         | 6,095       | 2,768       | 1,063                                     | 550                               | 10,789      |
| Transfer to buildings upon cease of lease intention         | (22 )                 | 22          | -           | -           | -   | -                                 | -           |
| Transfer to lease prepayments upon cease of lease intention | (4 )                  | -           | -           | -           | -   | -                                 | (4 )        |
| Transfer to investment properties upon lease out            | 19                    | (19 )       | -           | -           | -   | -                                 | -           |
| Disposals   | -                     | (61 )       | (3,966 )    | (429 )      | (701 )                                    | (211 )                            | (5,368 )    |
| Provision for impairment loss (Note 20(d))                  | -                     | -           | 176         | -           | 39  | -                                 | 215         |
| Impairment losses written off on disposal (Note 20(c))      | -                     | -           | (317 )      | -           | (51 )                                     | -                                 | (368 )      |
| At December 31, 2014  | 187                   | 3,028       | 34,800      | 12,579      | 10,566                                    | 3,685                             | 64,845      |
| At January 1, 2015  | 187                   | 3,028       | 34,800      | 12,579      | 10,566                                    | 3,685                             | 64,845      |
| Depreciation charge for the year                            | 19                    | 351         | 5,089       | 4,684       | 1,104                                     | 519                               | 11,766      |
| Transfer to buildings upon cease of lease intention         | (2 )                  | 2           | -           | -           | -   | -                                 | -           |
| Transfer to investment properties upon lease out            | 18                    | (18 )       | -           | -           | -   | -                                 | -           |
| Transfer from lease prepayments                             | 2                     | -           | -           | -           | -   | -                                 | 2           |
| Reclassification on exercise of purchase options            | -                     | -           | 2,301       | (2,301 )    | -   | -                                 | -           |
| Disposals   | (1 )                  | (14 )       | (1,315 )    | (416 )      | (1,087 )                                  | (191 )                            | (3,024 )    |
|   | -                     | -           | 15          | 40          | 35  | -                                 | 90          |



|   |     |       |        |        |        |       |         |
|---|-----|-------|--------|--------|--------|-------|---------|
| Provision for impairment loss<br>(Note 20(d))             |     |       |        |        |        |       |         |
| Impairment losses written off on<br>disposal (Note 20(c)) | -   | -     | (108 ) | -      | (18 )  | -     | (126 )  |
| At December 31, 2015                                      | 223 | 3,349 | 40,782 | 14,586 | 10,600 | 4,013 | 73,553  |
| <b>Net book value</b>                                     |     |       |        |        |        |       |         |
| At December 31, 2015                                      | 507 | 6,725 | 52,926 | 72,246 | 8,370  | 2,096 | 142,870 |
| At December 31, 2014                                      | 459 | 6,177 | 50,321 | 67,294 | 8,004  | 2,198 | 134,453 |

As at December 31, 2015, the accumulated impairment provision of aircraft and flight equipment of the Group is (a) RMB1,570 million and RMB125 million respectively (2014: RMB1,623 million and RMB108 million respectively).

As at December 31, 2015, certain aircraft and other flight equipment of the Group with an aggregate carrying value (b) of approximately RMB88,060 million (2014: RMB99,119 million) were mortgaged under certain loans or certain lease agreements (Notes 35 and 36).

During the year ended December 31, 2015, 2 Boeing 757-200 aircraft against which impairment provision had (c) been provided in previous years were disposed of and the impairment provision of RMB108 million for these aircraft was written off on disposal.

As at December 31, 2015, the Group reviewed the recoverable amounts of the aircrafts and related assets and made an additional impairment provision of RMB55 million for 5 EMB 145 aircraft and 2 EMB 190 aircraft against (d) which impairment provision had been provided in previous years. The estimates of recoverable amounts were based on the greater of the assets' fair value less costs to sell and the value in use. The fair value was determined by reference to the recent observable market prices for the aircraft fleet and flight equipment.

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**20 Property, plant and equipment, net (continued)**

As at December 31, 2015 and up to the date of approval of these financial statements, the Group is in the process of applying for the property title certificates in respect of the properties located in Guangzhou (including Guangzhou Baiyun International Airport), Xiamen, Heilongjiang, Jilin, Dalian, Guangxi, Hunan, Beijing, Shanghai, Zhuhai, Shenzhen, Shenyang, Xi'an, Xinjiang, Henan, Chengdu, Guizhou, Hainan, Hubei, Sanya and Shantou, in which the Group has interests and for which such certificates have not been granted. As at December 31, 2015, carrying value of such properties of the Group amounted to RMB3,615 million (2014: RMB3,572 million). The Directors of the Company are of the opinion that the use of and the conduct of operating activities at the properties referred to above are not affected by the fact that the Group has not yet obtained the relevant property title certificates.

The Group leased out investment properties and certain flight training facilities under operating leases. The leases typically run for an initial period of one to fourteen years, with an option to renew the leases after that date at which time all terms are renegotiated. None of the leases includes contingent rentals. In this connection, rental income totalling RMB182 million (2014: RMB156 million) was received by the Group during the year in respect of the leases. Directors estimated the fair value of these investment properties approximate the carrying amount.

The properties are reclassified between investment properties and property, plant and equipment, upon the intention of commencement or cease of lease.

The Group's total future minimum lease income under non-cancellable operating leases are as follows:

|                                 | <b>2015</b>        | <b>2014</b>        |
|---------------------------------|--------------------|--------------------|
|                                 | <b>RMB million</b> | <b>RMB million</b> |
| Within 1 year                   | 53                 | 54                 |
| After 1 year but within 5 years | 77                 | 72                 |
| After 5 years                   | 20                 | 11                 |
|                                 | 150                | 137                |



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**21 Construction in progress**

|  | Advance payment<br>for<br>aircraft and flight<br>equipment<br>RMB million | Others<br>RMB<br>million | Total<br>RMB<br>million |
|--|---|--------------------------|-------------------------|
| At January 1, 2014   | 16,413  | 1,046                    | 17,459                  |
| Additions  | 13,742  | 1,342                    | 15,084                  |
| Acquisition of a subsidiary  | 484   | 2                        | 486                     |
| Transferred to property, plant and equipment (Note 20)                           | (12,885)  | (578)                    | (13,463)                |
| Transfer to lease prepayments and other assets upon completion of development    | -   | (219)                    | (219)                   |
| At December 31, 2014   | 17,754  | 1,593                    | 19,347                  |
| At January 1, 2015   | 17,754  | 1,593                    | 19,347                  |
| Additions  | 13,671  | 1,287                    | 14,958                  |
| Transferred to property, plant and equipment (Note 20)                           | (10,787)  | (1,012)                  | (11,799)                |
| Transferred to lease prepayments and other assets upon completion of development | -   | (123)                    | (123)                   |
| Disposals  | (2,938)   | (12)                     | (2,950)                 |
| At December 31, 2015   | 17,700  | 1,733                    | 19,433                  |

**22 Lease prepayments**

Lease prepayments relate to the Group's land use rights. In 2015, the amount of amortisation charged to consolidated income statement was RMB64 million (2014: RMB61 million; 2013: RMB58 million).

A majority of the Group's properties are located in the PRC. The Group was formally granted the rights to use certain parcels of land in Guangzhou, Shenzhen, Zhuhai, Beihai, Changsha, Shantou, Haikou, Zhengzhou, Jilin, Guiyang and other PRC cities by the relevant PRC authorities for periods of 30 to 70 years, which expire between 2020 and 2073.

As at December 31, 2015 and up to the date of approval of these financial statements, the Group is in the process of applying for certain land use right certificates. As at December 31, 2015, carrying value of such land use rights of the Group amounted to RMB1,359 million (2014: RMB1,038 million). The Directors of the Company are of the opinion that the use of and the conduct of operating activities at the land use rights referred to above are not affected by the fact that the Group has not yet obtained the relevant land use right certificates.

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**23 Subsidiaries**

All the subsidiaries of the Company are unlisted. The following list contains only the particulars of subsidiaries which principally affect the results, assets or liabilities of the Group.

| Name of company   | Place of establishment/<br>operation | Registered<br>capital | Proportion of<br>ownership<br>interest held<br>by<br>the Company | Principal<br>activity   |
|---|--------------------------------------|-----------------------|--|-------------------------|
| Henan Airlines Company Limited (“China Southern Henan Airlines”) (i)&(ii) | PRC                                  | RMB6,000,000,000      | 60 %   | Airline transportation  |
| Xiamen Airlines Company Limited (“Xiamen Airlines”) (ii)&(v)              | PRC                                  | RMB5,000,000,000      | 55 %   | Airline transportation  |
| Chongqing Airlines Company Limited (ii)                                   | PRC                                  | RMB1,200,000,000      | 60 %   | Airline transportation  |
| Shantou Airlines Company Limited (ii)                                     | PRC                                  | RMB280,000,000        | 60 %   | Airline transportation  |
| Xinjiang Civil Aviation Property Management Limited (ii)                  | PRC                                  | RMB251,332,832        | 51.84 %  | Property management     |
| Zhuhai Airlines Company Limited (ii)                                      | PRC                                  | RMB250,000,000        | 60 %   | Airline transportation  |
| Guizhou Airlines Company Limited (“Guizhou Airlines”) (ii)                | PRC                                  | RMB650,000,000        | 60 %   | Airline transportation  |
| Guangzhou Nanland Air Catering Company Limited (iii)                      | PRC                                  | RMB120,000,000        | 55 %   | Air catering            |
| Guangzhou Baiyun International Logistic Company Limited (ii)              | PRC                                  | RMB50,000,000         | 61 %   | Logistics operations    |
| Beijing Southern Airlines Ground Services Company Limited (ii)            | PRC                                  | RMB18,000,000         | 100 %  | Airport ground services |
| China Southern Airlines Group Air Catering Company Limited (ii)           | PRC                                  | RMB10,200,000         | 100 %  | Air catering            |
| Nan Lung International Freight Limited                                    | Hong Kong                            | HKD3,270,000          | 51 %   | Freight services        |

Pursuant to an agreement entered into in 2014 by the equity holders of China Southern Henan Airlines, a subsidiary of the Company, the equity holders of China Southern Henan Airlines agreed to further inject capital of RMB 2.8 billion into the company based on their equity percentage. The Company's capital injection of RMB1.68 billion (i) comprises of RMB1.33 billion in cash and RMB0.35 billion in the form of property, plant and equipment and lease prepayments. The non-controlling shareholder's capital injection of RMB1.12 billion is in the form of cash contribution. As at 31 December 2015, the above capital injection was fully completed.

(ii) These subsidiaries are PRC limited liability companies.

(iii) This subsidiary is a Sino-foreign equity joint venture company established in the PRC.

(iv) Certain subsidiaries of the Group are PRC joint ventures which have limited terms pursuant to the PRC law.

The Company held 51% equity interests in Xiamen Airlines since its incorporation. In December 2015, the (v) Company acquired additional 4% equity interests in Xiamen Airlines from its non-controlling shareholders at a consideration of RMB 626 million.

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**23 Subsidiaries (continued)****(a) Material non-controlling interests**

As at 31 December 2015, the balance of total non-controlling interests is RMB10,579 million, of which RMB6,706 million is for Xiamen Airlines. The rest of non-controlling interests are not material.

Set out below are the summarised financial information for Xiamen Airlines that has non-controlling interests that are material to the Group.

**Summarised balance sheet**

|                               | Xiamen Airlines |             |
|-------------------------------|-----------------|-------------|
|                               | 2015            | 2014        |
|                               | RMB<br>million  | RMB million |
| Current                       |                 |             |
| Assets                        | 2,435           | 6,397       |
| Liabilities                   | (12,148)        | (8,527)     |
| Total current net liabilities | (9,713)         | (2,130)     |
| Non-current                   |                 |             |
| Assets                        | 35,628          | 32,883      |
| Liabilities                   | (11,336)        | (17,579)    |
| Total non-current net assets  | 24,292          | 15,304      |
| Net assets                    | 14,579          | 13,174      |

**Summarised statement of comprehensive income**



|   | Xiamen Airlines |             |             |
|---|-----------------|-------------|-------------|
|   | 2015            | 2014        | 2013        |
|   | RMB<br>million  | RMB million | RMB million |
| Revenue                                     | 19,915          | 17,831      | 16,598      |
| Profit before income tax                    | 1,576           | 993         | 1,750       |
| Income tax expense                          | (406 )          | (238 )      | (438 )      |
| Post-tax profit from continuing operations  | 1,170           | 755         | 1,312       |
| Other comprehensive (loss)/income           | (5 )            | 32          | (8 )        |
| Total comprehensive income                  | 1,165           | 787         | 1,304       |
| Dividends paid to non-controlling interests | -               | 3           | 74          |

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**23 Subsidiaries (continued)****(a) Material non-controlling interests (continued)****Summarised cash flows**

|  | Xiamen Airlines |             |             |
|--|-----------------|-------------|-------------|
|  | 2015            | 2014        | 2013        |
|  | RMB million     | RMB million | RMB million |
| Cash generated from operating activities               |                 |             |             |
| Cash generated from operations                         | 5,035           | 2,660       | 3,152       |
| Interest received                                      | 162             | 140         | 86          |
| Interest paid  | (312 )          | (377 )      | (209 )      |
| Income tax paid  | (473 )          | (180 )      | (477 )      |
| Net cash generated from operating activities           | 4,412           | 2,243       | 2,552       |
| Net cash used in investing activities                  | (3,521)         | (4,866)     | (4,171)     |
| Net cash (used in)/generated from financing activities | (3,296)         | 1,850       | 1,833       |
| Net (decrease)/increase in cash and cash equivalents   | (2,405)         | (773)       | 214         |
| Cash and cash equivalents at beginning of year         | 3,036           | 3,809       | 3,595       |
| Exchange gain on cash and cash equivalents             | 13              | -           | -           |
| Cash and cash equivalents at end of year               | 644             | 3,036       | 3,809       |

The information above is the amount before inter-company eliminations.



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**24 Interest in associates**

|                     | <b>2015</b>    | <b>2014</b>    |
|---------------------|----------------|----------------|
|                     | <b>RMB</b>     | <b>RMB</b>     |
|                     | <b>million</b> | <b>million</b> |
| Share of net assets | 1,995          | 1,583          |

All the Group's associates are unlisted without quoted market price. The particulars of the Group's principal associates as of December 31, 2015 are as follows:

|   | Place of establishment / operation | Group's effective interest | Proportion of ownership interest held by |              |  |         | Proportion of voting rights held by the Group | Principal activity |
|---|------------------------------------|----------------------------|--|--------------|--|---------|---|--------------------|
|   |                                    |                            | The Company                              | Subsidiaries |  |         |   |                    |
| China Southern Group Finance Co.,Ltd ("SA Finance")   | PRC                                | 33.98 %                    | 21.09 %                                  | 12.89 %      |  | 33.98 % | Provision of Airlines financial services      |                    |
| Sichuan Airlines Co.,Ltd ("Sichuan Airlines")         | PRC                                | 39 %                       | 39 %                                     | -            |  | 39 %    | Airline transportation                        |                    |
| Southern Airlines Culture and Meida Co., Ltd ("SACM") | PRC                                | 40 %                       | 40 %                                     | -            |  | 40 %    | Advertising services                          |                    |

There is no associate that is individually material to the Group.

The Group has interests in a number of individually immaterial associates that are accounted for using the equity method. The aggregate financial information of these associates is summarized as following:

|   | <b>2015</b>        | <b>2014</b>        | <b>2013</b>        |
|---|--------------------|--------------------|--------------------|
|   | <b>RMB million</b> | <b>RMB million</b> | <b>RMB million</b> |
| Aggregate carrying amount of individually immaterial associates | 1,995              | 1,583              | 1,305              |
| Aggregate amounts of the Group's share of:                      |                    |                    |                    |
| Profit from continuing activities                               | 460                | 261                | 294                |
| Other comprehensive (loss)/income                               | (7                 | ) 21               | (3                 |
| Total comprehensive income                                      | 453                | 282                | 291                |

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**25 Interest in joint ventures**

|                     | <b>2015</b>    | <b>2014</b>    |
|---------------------|----------------|----------------|
|                     | <b>RMB</b>     | <b>RMB</b>     |
|                     | <b>million</b> | <b>million</b> |
| Share of net assets | 1,440          | 1,338          |

All the Group's joint ventures are unlisted without quoted market price. The particulars of the Group's principal joint ventures as of December 31, 2015 are as follows:

|  | Place of establishment/<br>operation | Group's<br>effective<br>interest | Proportion of<br>ownership<br>interest held by |  | Subsidiaries | Proportion<br>of voting<br>rights<br>held<br>by the<br>Group | Principal activity                          |
|--|--------------------------------------|----------------------------------|--|--|--------------|--|---|
|  |                                      |                                  | The<br>Company                                 |  |              |  |   |
| Guangzhou Aircraft<br>Maintenance Engineering<br>Co.,Ltd ("GAMECO")            | PRC                                  | 50 %                             | 50 %   |  | -            | 50 %   | Aircraft repair and<br>maintenance services |
| Zhuhai Xiang Yi Aviation<br>Technology Company<br>Limited ("Zhuhai Xiang Yi")  | PRC                                  | 51 %                             | 51 %   |  | -            | 50 %   | Flight simulation<br>services               |
| Guangzhou China Southern<br>Zhongmian Dutyfree Store<br>Co., Limited           | PRC                                  | 50 %                             | 50 %   |  | -            | 50 %   | Sales of duty free<br>goods in flight       |
| China Southern West<br>Australian Flying College<br>Pty Ltd ("Flying College") | Australia                            | 48.12 %                          | 48.12 %  |  | -            | 50 %   | Pilot training<br>services                  |

There is no joint venture that is individually material to the Group.

The Group has interest in a number of individually immaterial joint ventures that are accounted for using the equity method. The aggregate financial information of these joint ventures is summarized as following:

|  | <b>2015</b>    | <b>2014</b>    | <b>2013</b>    |
|--|----------------|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> | <b>million</b> |
| Aggregate carrying amount of individually immaterial joint venture | 1,440          | 1,338          | 1,197          |
| Aggregate amounts of the Group's share of:                         |                |                |                |
| Profit from continuing activities                                  | 108            | 140            | 96             |
| Total comprehensive income   | 108            | 140            | 96             |

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**26 Other investments in equity securities**

|                                     | <b>2015</b>    | <b>2014</b>    |
|-------------------------------------|----------------|----------------|
|                                     | <b>RMB</b>     | <b>RMB</b>     |
|                                     | <b>million</b> | <b>million</b> |
| Unlisted equity securities, at cost | 136            | 136            |

Dividend income from unlisted equity securities of the Group amounted to RMB10 million during the year ended December 31, 2015 (2014: RMB10 million; 2013: RMB11 million).

**27 Available-for-sale financial assets**

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| Available-for-sale financial assets      |                |                |
| - Listed in the PRC                      | 104            | 104            |
| Quoted market value of listed securities | 104            | 104            |

Dividend income from listed securities of the Group amounted to RMB3 million during the year ended December 31, 2015 (2014: RMB3 million, 2013: RMB3 million).

**28 Derivative financial instruments**

| <b>2015</b>    | <b>2014</b>    |
|----------------|----------------|
| <b>RMB</b>     | <b>RMB</b>     |
| <b>million</b> | <b>million</b> |



Interest rate swaps 13 -

The Group uses interest rate swap to mitigate the risk of changes in market interest rates. At December 31, 2015, the fixed interest rates vary from 1.64% to 1.72%, and the main floating rates are LIBOR. As at December 31, 2015, the notional principal of the outstanding interest rate swap contracts at December 31, 2015 amounted to USD581 million.

## 29 Deferred tax assets/(liabilities)

(a) The analysis of deferred tax assets and deferred tax liabilities is as follows:

|   | <b>2015</b>    | <b>2014</b>    |
|---|----------------|----------------|
|   | <b>RMB</b>     | <b>RMB</b>     |
|   | <b>million</b> | <b>million</b> |
| Deferred tax assets                                     |                |                |
| – Deferred tax asset to be utilized after 12 months     | 525            | 390            |
| – Deferred tax asset to be utilized within 12 months    | 862            | 576            |
|   | 1,387          | 966            |
| Deferred tax liabilities                                |                |                |
| – Deferred tax liability to be realized after 12 months | (938 )         | (873 )         |
| Net deferred tax assets                                 | 449            | 93             |

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(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**29 Deferred tax assets/(liabilities) (continued)**

(b) Movements of net deferred tax assets are as follows:

|  | At the<br>beginning<br>of the year | (Charged)/<br>credited<br>to<br>income<br>statement | Charged to<br>other<br>comprehensive<br>income | At the end<br>of<br>the year |
|--|------------------------------------|---|--|------------------------------|
|  | RMB<br>million                     | RMB<br>million                                      | RMB<br>million                                 | RMB<br>million               |
| <b>For the year ended December 31, 2015</b>  |                                    |   |  |                              |
| <b>Deferred tax assets:</b>  |                                    |   |  |                              |
| Accrued expenses   | 561                                | 190   | -  | 751                          |
| Provision for major overhauls  | 296                                | 176   | -  | 472                          |
| Deferred revenue   | 76                                 | 6   | -  | 82                           |
| Provision for impairment losses  | 235                                | (34 )   | -  | 201                          |
| Others   | 82                                 | (20 )   | -  | 62                           |
|  | 1,250                              | 318   | -  | 1,568                        |
| <b>Deferred tax liabilities:</b>   |                                    |   |  |                              |
| Provision for major overhauls  | (363 )                             | (21 )   | -  | (384 )                       |
| Depreciation allowances under tax in excess of the related depreciation under accounting | (689 )                             | 2   | -  | (687 )                       |
| Change in fair value of derivative financial instruments                                 | -                                  | -   | (3 )   | (3 )                         |
| Change in fair value of available-for-sale equity securities                             | (20 )                              | -   | -  | (20 )                        |
| Others   | (85 )                              | 60  | -  | (25 )                        |
|  | (1,157 )                           | 41  | (3 )   | (1,119 )                     |
| Net deferred tax assets  | 93                                 | 359   | (3 )   | 449                          |

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**29 Deferred tax assets/(liabilities) (continued)**

(b) Movements of net deferred tax assets are as follows: (continued)

|  | At the<br>beginning<br>of the year | (Charged)/<br>credited to<br>income<br>statement | Charged to<br>other<br>comprehensive<br>income | At the end<br>of<br>the year |
|--|------------------------------------|--|--|------------------------------|
|  | RMB<br>million                     | RMB<br>million                                   | RMB<br>million                                 | RMB<br>million               |
| For the year ended December 31, 2014   |                                    |  |  |                              |
| Deferred tax assets:   |                                    |  |  |                              |
| Accrued expenses   | 847                                | (286 )   | -  | 561                          |
| Provision for major overhauls  | 173                                | 123  | -  | 296                          |
| Deferred revenue   | 75                                 | 1  | -  | 76                           |
| Provision for impairment losses  | 393                                | (158 )   | -  | 235                          |
| Others   | 69                                 | 13   | -  | 82                           |
|  | 1,557                              | (307 )   | -  | 1,250                        |
| Deferred tax liabilities:  |                                    |  |  |                              |
| Provision for major overhauls  | (363 )                             | -  | -  | (363 )                       |
| Depreciation allowances under tax in excess of the related depreciation under accounting | (707 )                             | 18   | -  | (689 )                       |
| Change in fair value of available-for-sale equity securities                             | (9 )                               | -  | (11 )  | (20 )                        |
| Others   | (107 )                             | 22   | -  | (85 )                        |
|  | (1,186 )                           | 40   | (11 )  | (1,157 )                     |
| Net deferred tax assets  | 371                                | (267 )   | (11 )  | 93                           |

(c) Deferred tax assets not recognized

At December 31, 2015, the Group's deductible temporary differences amounting to RMB371 million (2014: RMB272 million) have not been recognized as deferred tax assets as it was determined by management that it is not probable that future taxable profits will be available for these deductible temporary differences to reverse in the foreseeable future.

Tax losses in the PRC are available for carrying forward to set off future assessable income for a maximum period of five years. At December 31, 2015, the Group's unused tax losses of RMB843 million (2014: RMB970 million) have not been recognized as deferred tax assets, as it was determined by management that it is not probable that future taxable profits against which the losses can be utilized will be available before they expire. The expiry dates of unrecognized unused tax losses are analyzed as follows:

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**29 Deferred tax assets/(liabilities) (continued)**

(c) Deferred tax assets not recognized (continued)

|              | <b>2015</b>    | <b>2014</b>    |
|--------------|----------------|----------------|
|              | <b>RMB</b>     | <b>RMB</b>     |
|              | <b>million</b> | <b>million</b> |
| Expiring in: |                |                |
| 2015         | -              | 95             |
| 2016         | 230            | 230            |
| 2017         | 200            | 201            |
| 2018         | 214            | 250            |
| 2019         | 194            | 194            |
| 2020         | 5              | -              |
|              | 843            | 970            |

**30 Other assets**

|  | <b>Prepayment<br/>for exclusive<br/>use right of<br/>an airport<br/>terminal</b> | <b>Software</b>    | <b>Leasehold<br/>improvement</b> | <b>Others</b>      | <b>Total</b>       |
|--|--|--------------------|----------------------------------|--------------------|--------------------|
|  | <b>RMB million</b>   | <b>RMB million</b> | <b>RMB million</b>               | <b>RMB million</b> | <b>RMB million</b> |
| At January 1, 2014                           | 260  | 174                | 91                               | 64                 | 589                |
| Additions                                    | -  | 18                 | 37                               | 8                  | 63                 |
| Acquisition of a subsidiary                  | -  | 5                  | -                                | 290                | 295                |
| Transferred from<br>construction in progress | -  | 63                 | 45                               | -                  | 108                |
| Disposal                                     | -  | (1                 | )                                | -                  | (1                 |
| Amortization for the year                    | (10  | )                  | (72                              | )                  | (36                |
|  | )  | )                  | )                                | )                  | )                  |
| At December 31, 2014                         | 250  | 187                | 137                              | 346                | 920                |

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|  |      |      |      |      |       |
|--|------|------|------|------|-------|
| At January 1, 2015                           | 250  | 187  | 137  | 346  | 920   |
| Additions                                    | -    | 29   | 3    | 7    | 39    |
| Transferred from<br>construction in progress | -    | 106  | 17   | -    | 123   |
| Disposal                                     | -    | -    | -    | (31) | (31)  |
| Amortization for the year                    | (10) | (75) | (39) | (39) | (163) |
| At December 31, 2015                         | 240  | 247  | 118  | 283  | 888   |

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**31 Inventories**

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| Consumable spare parts and maintenance materials | 1,519          | 1,587          |
| Other supplies                                   | 197            | 178            |
|  | 1,716          | 1,765          |
| Less: impairment                                 | (110 )         | (104 )         |
|  | 1,606          | 1,661          |

Impairment of inventory is shown as below:

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| At January 1   | 104            | 305            |
| Provision for impairment of inventories                      | 13             | -              |
| Provision for impairment written back                        | -              | (22 )          |
| Provision written off in relation to disposal of inventories | (7 )           | (179 )         |
| At December 31   | 110            | 104            |

**32 Trade receivables**

|                   | <b>2015</b>    | <b>2014</b>    |
|-------------------|----------------|----------------|
|                   | <b>RMB</b>     | <b>RMB</b>     |
|                   | <b>million</b> | <b>million</b> |
| Trade receivables | 2,613          | 2,716          |

|                          |       |       |
|--------------------------|-------|-------|
| Less: bad-debt provision | (33 ) | (33 ) |
|                          | 2,580 | 2,683 |

**(a) Ageing analysis**

Credit terms granted by the Group to sales agents and other customers generally range from one to three months. Ageing analysis of trade receivables is set out below:

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| Within 1 month                             | 2,157          | 2,133          |
| More than 1 month but less than 3 months   | 383            | 535            |
| More than 3 months but less than 12 months | 30             | 25             |
| More than 1 year                           | 43             | 23             |
|  | 2,613          | 2,716          |
| Less: bad-debt provision                   | (33 )          | (33 )          |
|  | 2,580          | 2,683          |

All of the trade receivables are expected to be recovered within one year.



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**32 Trade receivables (continued)****(b) Impairment of trade receivables**

Impairment loss in respect of trade receivables is recorded using an allowance account unless the Group is satisfied (i) that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (Note 2(k)).

The movements in the allowance for doubtful debts during the year are as follows:

|                                   | <b>2015</b>    | <b>2014</b>    |
|-----------------------------------|----------------|----------------|
|                                   | <b>RMB</b>     | <b>RMB</b>     |
|                                   | <b>million</b> | <b>million</b> |
| At January 1                      | 33             | 27             |
| Impairment loss recognized        | 4              | 12             |
| Impairment loss written back      | -              | (2 )           |
| Uncollectible amounts written off | (4 )           | (4 )           |
| At December 31                    | 33             | 33             |

As of December 31, 2015, trade receivables of RMB47 million (2014: RMB5 million) were past due but not (ii) impaired. These relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered.

The ageing analysis of these trade receivables is as follows:

| <b>2015</b>    | <b>2014</b>    |
|----------------|----------------|
| <b>RMB</b>     | <b>RMB</b>     |
| <b>million</b> | <b>million</b> |

|                |    |   |
|----------------|----|---|
| 3 to 12 months | 19 | 5 |
| Over 12 months | 28 | - |
|                | 47 | 5 |

As of December 31, 2015, trade receivables of RMB48 million (2014: RMB43 million) were impaired. The amount of the provision was RMB33 million as of December 31, 2015 (2014: RMB33 million). The individually (iii) impaired receivables mainly relate to customers, which are in unexpectedly difficult economic situations. It was assessed that a portion of the receivables is expected to be recovered. The ageing of these receivables is as follows:

|                | <b>2015</b>    | <b>2014</b>    |
|----------------|----------------|----------------|
|                | <b>RMB</b>     | <b>RMB</b>     |
|                | <b>million</b> | <b>million</b> |
| 3 to 12 months | 30             | 20             |
| Over 12 months | 18             | 23             |
|                | 48             | 43             |

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**32 Trade receivables (continued)**

**(c) Trade receivables that are not impaired**

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

|                               | <b>2015</b>    | <b>2014</b>    |
|-------------------------------|----------------|----------------|
|                               | <b>RMB</b>     | <b>RMB</b>     |
|                               | <b>million</b> | <b>million</b> |
| Neither past due nor impaired | 2,518          | 2,668          |

Trade receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

**(d) Trade receivables by currencies**

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

|                   | <b>2015</b>    | <b>2014</b>    |
|-------------------|----------------|----------------|
|                   | <b>RMB</b>     | <b>RMB</b>     |
|                   | <b>million</b> | <b>million</b> |
| Renminbi          | 2,016          | 2,231          |
| US dollar         | 218            | 118            |
| Euro              | 129            | 134            |
| Australian dollar | 49             | 36             |

|                  |       |       |
|------------------|-------|-------|
| Taiwan dollar    | 33    | 30    |
| UK pound         | 28    | 38    |
| Other currencies | 140   | 129   |
|                  | 2,613 | 2,716 |

As at December 31, 2015, the fair value of trade receivables approximate its carrying amount.

### 33 Other receivables

|   | <b>2015</b>        |   | <b>2014</b>        |   |
|---|--------------------|---|--------------------|---|
|   | <b>RMB million</b> |   | <b>RMB million</b> |   |
| VAT recoverable   | 1,596              |   | 1,562              |   |
| Rebate receivables on aircraft acquisitions                                       | 901                |   | 1,018              |   |
| Term deposit (Note)   | 761                |   | 2,454              |   |
| Deposits for aircraft purchase  | -                  |   | 239                |   |
| Interest receivables  | 66                 |   | 126                |   |
| Other rental deposits   | 119                |   | 73                 |   |
| Others  | 583                |   | 695                |   |
| Subtotal  | 4,026              |   | 6,167              |   |
| Less: impairment  | (2                 | ) | (3                 | ) |
|   | 4,024              |   | 6,164              |   |
| Less: non-current portion of term deposit recognized as non-current assets (Note) | (304               | ) | (300               | ) |
| Current portion of other receivables  | 3,720              |   | 5,864              |   |

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**Notes to the consolidated financial statements**

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**33 Other receivables (continued)**

Note:

As at December 31, 2015, the balance represents the term deposit amounting to RMB761 million at bank with maturity over 3 months (2014: RMB2,454 million). Term deposit with maturity over 1 years amounting to RMB304 million is classified as non-current asset(2014: RMB300 million). The weighted average annualized interest rate of term deposits as of December 31, 2015 is 3.26% (2014: 3.06%).

As at December 31, 2015, the fair value of other receivables approximates its carrying amount.

**34 Cash and cash equivalents****(a) Cash and cash equivalents comprise:**

|   | <b>2015</b>    | <b>2014</b>    |
|---|----------------|----------------|
|   | <b>RMB</b>     | <b>RMB</b>     |
|   | <b>million</b> | <b>million</b> |
| Deposits in banks and other financial institution           | 98             | 4,445          |
| Cash at bank and in hand                                    | 4,462          | 10,969         |
| Cash and cash equivalents in the statement of balance sheet | 4,560          | 15,414         |

As at December 31, 2015, the Group's deposits with SA Finance, this is a qualified financial institution amounted to RMB2,934 million (2014: RMB4,264 million) (Note 48(d)(ii)).

As at December 31, 2015, the fair value of cash and cash equivalents approximate its carrying amount.

The carrying amounts of the Group's cash and cash equivalents are denominated in the following currencies:

|                   | <b>2015</b>    | <b>2014</b>    |
|-------------------|----------------|----------------|
|                   | <b>RMB</b>     | <b>RMB</b>     |
|                   | <b>million</b> | <b>million</b> |
| Renminbi          | 3,756          | 13,649         |
| US dollar         | 587            | 1,296          |
| Euro              | 69             | 136            |
| Japanese Yen      | 15             | 5              |
| Hong Kong Dollars | 12             | 60             |
| Others            | 121            | 268            |
|                   | 4,560          | 15,414         |

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**Notes to the consolidated financial statements**

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**34 Cash and cash equivalents (continued)****(b) Reconciliation of profit before income tax to cash generated from operating activities:**

|   | Note    | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|---|---------|------------------------|------------------------|------------------------|
| <b>Profit before income tax</b>   |         | 6,118                  | 3,066                  | 3,484                  |
| Depreciation charges  | 13      | 11,766                 | 10,789                 | 9,338                  |
| Other amortisation  | 13      | 227                    | 195                    | 155                    |
| Amortisation of deferred benefits and gains   | 13      | (148 )                 | (156 )                 | (146 )                 |
| Impairment losses on property, plant, equipment   | 21      | 90                     | 215                    | 536                    |
| Share of profits of associates  | 24      | (460 )                 | (261 )                 | (294 )                 |
| Share of profits of joint ventures  | 25      | (108 )                 | (140 )                 | (96 )                  |
| (Gain)/losses on sale of property, plant and equipment, net and lease prepayments                   | 15      | (312 )                 | (267 )                 | 78                     |
| Other non-operating income  | 17      | -                      | (26 )                  | (25 )                  |
| Interest income   |         | (253 )                 | (376 )                 | (307 )                 |
| Interest expense  | 16      | 2,188                  | 2,193                  | 1,651                  |
| Dividend income from other investments in equity securities and available-for-sale financial assets | 26 & 27 | (13 )                  | (13 )                  | (14 )                  |
| Exchange losses/(gain), net   |         | 5,516                  | 292                    | (2,903 )               |
| Decrease in inventories   |         | 55                     | 15                     | 61                     |
| Decrease/(increase) in trade receivables  |         | 103                    | (391 )                 | (321 )                 |
| Decrease/(increase) in other receivables  |         | 418                    | 108                    | (959 )                 |
| Increase in prepaid expenses and other current assets   |         | (184 )                 | (203 )                 | (205 )                 |
| (Decrease)/increase in net amounts due to related companies   |         | (153 )                 | (154 )                 | 118                    |
| Increase/(decrease) in trade payables   |         | 843                    | 45                     | (418 )                 |
| Increase in sales in advance of carriage  |         | 1,030                  | 261                    | 961                    |
| Increase in accrued expenses  |         | 695                    | 308                    | 648                    |
| (Decrease)/increase in other liabilities  |         | (277 )                 | 369                    | 200                    |
| (Decrease)/increase in deferred revenue   |         | (75 )                  | (410 )                 | 463                    |
| Increase/(decrease) in provision for major overhauls  |         | 630                    | 244                    | (421 )                 |
| Decrease in provision for early retirement benefits   |         | (20 )                  | (28 )                  | (31 )                  |
| Increase/(decrease) in deferred benefits and gains  |         | 181                    | 151                    | (7 )                   |
| Cash generated from operating activities  |         | 27,857                 | 15,826                 | 11,546                 |

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**Notes to the consolidated financial statements**

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**35 Borrowings**

(a) As at December 31, 2015, borrowings are analyzed as follows:

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| Non-current                                  |                |                |
| Long-term bank borrowings                    |                |                |
| – secured(Note (i)(iii))                     | 7,819          | 19,846         |
| – unsecured                                  | 5,065          | 22,220         |
|  | 12,884         | 42,066         |
| Corporate Bond                               |                |                |
| –unsecured(Note (iv))                        | 3,000          | -              |
|  | 15,884         | 42,066         |
| Current                                      |                |                |
| Current portion of long-term bank borrowings |                |                |
| – secured(Note (i)(ii)(iii))                 | 1,696          | 3,834          |
| – unsecured                                  | 823            | 6,902          |
| Short-term bank borrowings                   |                |                |
| – secured(Note (ii))                         | -              | 232            |
| – unsecured                                  | 19,483         | 7,011          |
| Ultra short-term financing bills             |                |                |
| – unsecured(Note (v))                        | 8,000          | 3,000          |
|  | 30,002         | 20,979         |
| Total borrowings                             | 45,886         | 63,045         |
| The borrowings are repayable:                |                |                |
| Within one year                              | 30,002         | 20,979         |
| In the second year                           | 6,774          | 17,226         |
| In the third to fifth year inclusive         | 8,381          | 19,991         |
| After the fifth year                         | 729            | 4,849          |
| Total borrowings                             | 45,886         | 63,045         |

Notes:

As at December 31, 2015, borrowings of the Group totalling RMB9,100 million (2014: RMB22,946 million) were (i) secured by mortgages over certain of the Group's aircraft and other flight equipment with aggregate carrying amounts of RMB15,814 million (2014: RMB31,825 million).

(ii) As at December 31, 2015, none of the borrowings of the Group (2014: RMB532 million) were secured by pledged bank deposits (2014: RMB324 million).

As at December 31, 2015, borrowings of the Group amounting to RMB415 million (2014: RMB434 million) was (iii) secured by land use rights of RMB66 million (2014: RMB68 million) and investment property of RMB50 million (2014: RMB51 million).

The Group issued corporate bonds with aggregate nominal value of RMB 3,000 million on 20 November 2015 at (iv) a bond rate of 3.63%. The corporate bonds mature in five years. The Company will be entitled at its option to adjust its bond rate and the investors will be entitled to request the Company to redeem all or a portion of the bonds after three years of the issue date.

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**35 Borrowings (continued)**

(a) As at December 31, 2015, borrowings are analyzed as follows: (continued)

The Group issued the first tranche of Ultra-short-term Financing Bills for the year 2015 with an amount of RMB 3,000 million on 19 November 2015 at a bond rate of 3.20%, with a maturity period of 270 days.

(v) The Group issued the second tranche of Ultra-short-term Financing Bills for the year 2015 with an amount of RMB 2,000 million on 24 November 2015 at a bond rate of 3.04%, with a maturity period of 180 days.

The Group issued the third tranche of Ultra-short-term Financing Bills for the year 2015 with an amount of RMB 3,000 million on 30 November 2015 at a bond rate of 3.16%, with a maturity period of 268 days.

(b) As at December 31, 2015, the Group's weighted average interest rates on short-term borrowings were 3.66% per annum (2014: 3.30% per annum).

(c) Details of borrowings with original maturity over one year are as follows:

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| <b>Renminbi denominated loans</b>  |                |                |
| Fixed interest rate at 1.20% per annum as at December 31, 2015, with maturities through 2027   | 20             | 226            |
| Corporate Bond - Fixed bond rate at 3.63%  | 3,000          | -              |
| Floating interest rates 90%, 95%, 100% of benchmark interest rate (stipulated by PBOC) as at December 31, 2015, with maturities through 2022 | 783            | 570            |

**United States Dollars denominated loans**

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|   |        |           |
|---|--------|-----------|
| Fixed interest rates ranging from 1.89% to 3.30% per annum as at December 31, 2014  | -      | 927       |
| Floating interest rates ranging from one-month LIBOR + 1.20% to one-month LIBOR + 2.20% per annum as at December 31, 2015, with maturities through 2021     | 1,097  | 1,832     |
| Floating interest rates ranging from three-month LIBOR + 0.59% to three-month LIBOR + 2.80% per annum as at December 31, 2015, with maturities through 2024 | 10,327 | 38,546    |
| Floating interest rates at six-month LIBOR + 0.45% to six-month LIBOR + 2.55% per annum as at December 31, 2015, with maturities through 2022               | 3,176  | 10,701    |
|   | 18,403 | 52,802    |
| Less: loans due within one year classified as current liabilities   | (2,519 | ) (10,736 |
|   | 15,884 | 42,066    |

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**35 Borrowings (continued)**

(d) The remaining contractual maturities at the end of the financial year of the Group's borrowings, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of the financial year) and the earliest date the Group can be required to pay, are as follows:

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| <b>Contractual undiscounted cash flows</b> |                |                |
| Within 1 year                              | 30,789         | 22,293         |
| After 1 year but within 2 years            | 7,110          | 18,098         |
| After 2 years but within 5 years           | 8,700          | 20,758         |
| After 5 years                              | 744            | 5,040          |
|  | 47,343         | 66,189         |

(e) The carrying amounts of the borrowings are denominated in the following currencies:

|            | <b>2015</b>    | <b>2014</b>    |
|------------|----------------|----------------|
|            | <b>RMB</b>     | <b>RMB</b>     |
|            | <b>million</b> | <b>million</b> |
| Renminbi   | 30,145         | 4,444          |
| US Dollars | 15,110         | 58,601         |
| Euro       | 631            | -              |
|            | 45,886         | 63,045         |

The Group has significant borrowings balances as well as obligations under finance leases (Note 36) which are denominated in US dollars as at December 31, 2015. The net exchange loss of RMB5,953 million (2014: net exchange loss of RMB292 million; 2013: net exchange gain RMB2,903 million) recorded by the Group was mainly attributable

to the exchange loss/gain arising from translation of borrowings balances and finance lease obligations denominated in US dollars.

(f) As at December 31, 2015, loans to the Group from SA finance amounted to RMB105 million (2014: RMB105 million) (Note 48(d)(i)).

(g) As at December 31, 2015, the fair value of borrowings approximate their carrying amount. The fair value is within level 2 of the fair value hierarchy.

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(Expressed in Renminbi unless otherwise indicated)

**36 Obligations under finance leases**

The Group has commitments under finance lease agreements in respect of aircraft and related equipment. The majority of these leases have terms of 10 to 12 years expiring during the years 2016 to 2027. The Group has made careful assessment on the classification of leased aircraft pursuant to IAS 17 and believes all leased aircraft classified as finance lease meet one or more of the criteria as set out in IAS 17 that would lead to a lease being classified as a finance lease (i.e. the lease transfers ownership of the asset to the lessee by the end of the lease term; the lessee has the option to purchase the asset at a price that is expected to be sufficiently lower than the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception of the lease, that the option will be exercised; at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset).

As at December 31, 2015, future payments under these finance leases are as follows:

|   | <b>2015</b>     |                 |                 | <b>2014</b>     |                 |                 |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|   | <b>Present</b>  | <b>Total</b>    | <b>Future</b>   | <b>Present</b>  | <b>Total</b>    | <b>Interest</b> |
|   | <b>value</b>    | <b>minimum</b>  | <b>interest</b> | <b>value</b>    | <b>minimum</b>  |                 |
|   | <b>of the</b>   | <b>lease</b>    |                 | <b>of the</b>   | <b>lease</b>    |                 |
|   | <b>minimum</b>  | <b>payments</b> |                 | <b>minimum</b>  | <b>payments</b> |                 |
|   | <b>payments</b> |                 |                 | <b>payments</b> |                 |                 |
|   | <b>RMB</b>      | <b>RMB</b>      | <b>RMB</b>      | <b>RMB</b>      | <b>RMB</b>      | <b>RMB</b>      |
|   | <b>million</b>  | <b>million</b>  | <b>million</b>  | <b>million</b>  | <b>million</b>  | <b>million</b>  |
| Within 1 year   | 6,416           | 7,864           | 1,448           | 5,992           | 7,312           | 1,320           |
| After 1 year but within 2 years                                     | 7,369           | 8,613           | 1,244           | 5,487           | 6,643           | 1,156           |
| After 2 years but within 5 years                                    | 16,818          | 19,515          | 2,697           | 15,781          | 18,277          | 2,496           |
| After 5 years   | 25,221          | 26,731          | 1,510           | 22,651          | 24,345          | 1,694           |
|   | 55,824          | 62,723          | 6,899           | 49,911          | 56,577          | 6,666           |
| Less: balance due within one year classified as current liabilities | (6,416)         |                 |                 | (5,992)         |                 |                 |
|   | 49,408          |                 |                 | 43,919          |                 |                 |

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**36 Obligations under finance leases (continued)**

Details of obligations under finance leases are as follows:

|   | <b>2015</b>    | <b>2014</b>    |
|---|----------------|----------------|
|   | <b>RMB</b>     | <b>RMB</b>     |
|   | <b>million</b> | <b>million</b> |
| <b>United States Dollars denominated obligations</b>  |                |                |
| Fixed interest rates ranging from 2.09% to 6.01% per annum as at December 31, 2015  | 9,570          | 4,176          |
| Floating interest rates ranging from three-month LIBOR + 0.18% to three-month LIBOR + 3.30% per annum as at December 31, 2015         | 21,168         | 25,819         |
| Floating interest rates ranging from six-month LIBOR + 0.03% to six-month LIBOR + 3.30% per annum as at December 31, 2015             | 16,744         | 16,797         |
| <b>Singapore Dollars denominated obligations</b>  |                |                |
| Floating interest rate at six-month SIBOR + 1.44% per annum as at December 31, 2015   | 368            | 418            |
| <b>Japanese Yen denominated obligations</b>   |                |                |
| Floating interest rate at three-month TIBOR + 0.75% to three-month LIBOR + 1.90% per annum as at December 31, 2015                    | 1,524          | 1,610          |
| Floating interest rate at six-month TIBOR + 3.00% per annum as at December 31, 2015   | 325            | 331            |
| <b>Renminbi denominated obligations</b>   |                |                |
| Floating interest rate at 130 % of five-year RMB loan benchmark interest rate announced by the PBOC per annum as at December 31, 2015 | 369            | 438            |
| Floating interest rate at 100 % of five-year RMB loan benchmark interest rate announced by the PBOC per annum as at December 31, 2015 | 242            | 322            |
| Floating interest rate at 95 % of five-year RMB loan benchmark interest rate announced by the PBOC per annum as at December 31, 2015  | 435            | -              |

|  |        |        |
|--|--------|--------|
| Floating interest rate at three-month CHN HIBOR + 0.38%  | 551    | -      |
| <b>Euro denominated obligations</b>  |        |        |
| Floating interest rate ranging from three-month EURIBOR + 0.32% to three-month EURIBOR + 2.70% per annum as at December 31, 2015 | 2,951  | -      |
| Floating interest rate ranging from six-month EURIBOR + 1.45% to six-month EURIBOR + 1.80% per annum as at December 31, 2015     | 1,577  | -      |
|  | 55,824 | 49,911 |

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**36 Obligations under finance leases (continued)**

Charges over the assets concerned and relevant insurance policies are provided to the lessors as collateral and security. As at December 31, 2015, certain of the Group's aircraft with carrying amounts of RMB72,246 million (2014: RMB67,294 million) secured finance lease obligations totaling RMB55,824 million (2014: RMB49,911 million).

As at December 31, 2015, the fair value of obligation under finance leases approximate their carrying amount. The fair value is within level 2 of the fair value hierarchy.

**37 Trade payables**

|   | <b>2015</b>    | <b>2014</b>    |
|---|----------------|----------------|
|   | <b>RMB</b>     | <b>RMB</b>     |
|   | <b>million</b> | <b>million</b> |
| Within 1 month                            | 735            | 755            |
| More than 1 month but less than 3 months  | 504            | 633            |
| More than 3 months but less than 6 months | 843            | 107            |
| More than 6 months but less than 1 year   | 314            | 76             |
| More than 1 year                          | 104            | 86             |
|   | 2,500          | 1,657          |

As at December 31, 2015, the fair value of trade payable approximate their carrying amounts.

The carrying amounts of the Group's trade payable are denominated in the following currencies:

**2015**      **2014**

|            | <b>RMB<br/>million</b> | <b>RMB<br/>million</b> |
|------------|------------------------|------------------------|
| Renminbi   | 2,418                  | 1,558                  |
| US Dollars | 69                     | 86                     |
| Others     | 13                     | 13                     |
|            | 2,500                  | 1,657                  |

**38 Deferred revenue**

Deferred revenue represents the unredeemed credits under the frequent flyer award programme.

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(Expressed in Renminbi unless otherwise indicated)

**39 Amounts due from/to related companies****(a) Amounts due from related companies**

|                          | Note  | 2015<br>RMB<br>million | 2014<br>RMB<br>million |
|--------------------------|-------|------------------------|------------------------|
| CSAHC and its affiliates |       | 21                     | 78                     |
| Associates               |       | 226                    | 284                    |
| Joint ventures           |       | 86                     | 124                    |
|                          | 48(c) | 333                    | 486                    |

The amounts due from related companies are unsecured, interest free and have no fixed terms of repayment. They are expected to be recovered within one year.

**(b) Amounts due to related companies**

|                          | Note  | 2015<br>RMB<br>million | 2014<br>RMB<br>million |
|--------------------------|-------|------------------------|------------------------|
| CSAHC and its affiliates |       | 59                     | 144                    |
| A joint venture of CSAHC |       | 18                     | 112                    |
| An associate             |       | 13                     | 13                     |
| Joint ventures           |       | 60                     | 119                    |
| Other related company    |       | 2                      | 70                     |
|                          | 48(c) | 152                    | 458                    |

The amounts due to related companies are unsecured, interest free and have no fixed terms of repayment. They are expected to be settled within one year.

**40 Accrued expenses**

|   | <b>2015</b>    | <b>2014</b>    |
|---|----------------|----------------|
|   | <b>RMB</b>     | <b>RMB</b>     |
|   | <b>million</b> | <b>million</b> |
| Repairs and maintenance                           | 5,179          | 3,518          |
| Jet fuel costs                                    | 1,179          | 1,814          |
| Salaries and welfare                              | 2,434          | 2,385          |
| Landing and navigation fees                       | 2,003          | 2,240          |
| Computer reservation services                     | 340            | 338            |
| Provision for major overhauls (Note 42)           | 470            | 112            |
| Interest expense                                  | 385            | 471            |
| Air catering expenses                             | 307            | 311            |
| Provision for early retirement benefits (Note 43) | 12             | 20             |
| Others  | 772            | 913            |
|   | 13,081         | 12,122         |

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**41 Other liabilities**

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| Civil Aviation Development Fund and airport tax payable          | 1,335          | 1,379          |
| Payable for purchase of property, plant and equipment            | 767            | 703            |
| Sales agent deposits   | 384            | 418            |
| Other taxes payable  | 395            | 397            |
| Deposit received for chartered flights                           | 103            | 188            |
| Payable due to the former shareholder of a subsidiary (Note (a)) | 658            | 758            |
| Others   | 1,516          | 1,478          |
|  | <b>5,158</b>   | <b>5,321</b>   |

Note:

(a) Balance represented a loan of a subsidiary acquired by the Group in 2014 due to its former shareholder, which was interest-free previously and has started to bear interest with an annual rate of 6% since March 1, 2015. As at December 31, 2015, the fair value of the balance approximate their carrying amount.

**42 Provision for major overhauls**

Details of provision for major overhauls in respect of aircraft held under operating leases are as follows:

|              | <b>2015</b>    | <b>2014</b>    |
|--------------|----------------|----------------|
|              | <b>RMB</b>     | <b>RMB</b>     |
|              | <b>million</b> | <b>million</b> |
| At January 1 | 1,735          | 1,491          |

|                                 |        |        |
|---------------------------------|--------|--------|
| Additional provision            | 823    | 682    |
| Utilisation                     | (193 ) | (438 ) |
| At December 31                  | 2,365  | 1,735  |
| Less: current portion (Note 40) | (470 ) | (112 ) |
|                                 | 1,895  | 1,623  |

### 43 Provision for early retirement benefits

Details of provision for early retirement benefits in respect of obligations to early retired employees are as follows:

|                                  | <b>2015</b>    | <b>2014</b>    |
|----------------------------------|----------------|----------------|
|                                  | <b>RMB</b>     | <b>RMB</b>     |
|                                  | <b>million</b> | <b>million</b> |
| At January 1                     | 45             | 73             |
| Provision for the year (Note 14) | 3              | 7              |
| Financial cost (Note 16)         | 2              | 4              |
| Payments made during the year    | (25 )          | (39 )          |
| At December 31                   | 25             | 45             |
| Less: current portion (Note 40)  | (12 )          | (20 )          |
|                                  | 13             | 25             |



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**43 Provision for early retirement benefits (continued)**

The Group has implemented an early retirement plan for certain employees. The benefits of the early retirement plan are calculated based on factors including the remaining number of years of service from the date of early retirement to the normal retirement date and the salary amount on the date of early retirement of the employees. The present value of the future cash flows expected to be required to settle the obligations is recognized as provision for early retirement benefits.

**44 Deferred benefits and gains**

|   | <b>2015</b>    | <b>2014</b>    |
|---|----------------|----------------|
|   | <b>RMB</b>     | <b>RMB</b>     |
|   | <b>million</b> | <b>million</b> |
| Leases rebates (Note (i))                         | 145            | 184            |
| Maintenance rebates (Note (ii))                   | 455            | 367            |
| Gains relating to sale and leaseback (Note (iii)) | 77             | 103            |
| Government grants                                 | 190            | 177            |
| Others  | 19             | 22             |
|   | 886            | 853            |

Notes:

The Company was granted rebates by the lessors under certain lease arrangements when it fulfilled certain (i) requirements. The rebates are deferred and amortised using the straight line method over the remaining lease terms.

(ii) The Company was granted rebates by the engine suppliers under certain arrangements when it fulfilled certain requirements. The rebates are deferred and amortised using the straight line method over the beneficial period.

- (iii) The Company entered into sale and leaseback transactions with certain third parties under operating leases. The gains are deferred and amortised over the lease terms of the aircraft.

#### 45 Share capital

|  | <b>2015<br/>RMB<br/>million</b> | <b>2014<br/>RMB<br/>million</b> |
|--|---------------------------------|---------------------------------|
| Registered, issued and paid up capital:  |                                 |                                 |
| 4,039,228,665 domestic state-owned shares of RMB1.00 each (2014: 4,208,586,278 shares of RMB1.00 each) | 4,039                           | 4,209                           |
| 2,983,421,335 A shares of RMB1.00 each (2014: 2,814,063,722 shares of RMB1.00 each)                    | 2,984                           | 2,814                           |
| 2,794,917,000 H shares of RMB1.00 each (2014: 2,794,917,000 shares of RMB1.00 each)                    | 2,795                           | 2,795                           |
|  | 9,818                           | 9,818                           |

All the domestic state-owned, H and A shares rank pari passu in all material respects.

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**46 Reserves**

|  | <b>2015</b>    | <b>2014</b>    |
|--|----------------|----------------|
|  | <b>RMB</b>     | <b>RMB</b>     |
|  | <b>million</b> | <b>million</b> |
| <b>Share premium</b>   |                |                |
| At January 1 and December 31                                 | 14,131         | 14,131         |
| <b>Fair value reserve</b>                                    |                |                |
| At January 1   | 44             | 22             |
| Change in fair value of available-for-sale equity securities | 1              | 22             |
| Change in fair value of derivative financial instruments     | 10             | -              |
| At December 31   | 55             | 44             |
| <b>Statutory and discretionary surplus reserve</b>           |                |                |
| At January 1   | 1,306          | 1,169          |
| Appropriations to reserves (Note (a))                        | 246            | 137            |
| At December 31   | 1,552          | 1,306          |
| <b>Other reserve</b>   |                |                |
| At January 1   | 180            | 167            |
| Share of an associate's reserves movement                    | (5 )           | 14             |
| Acquisition of non-controlling interests in a subsidiary     | (52 )          | (1 )           |
| At December 31   | 123            | 180            |
| <b>Retained profits</b>                                      |                |                |
| At January 1   | 10,269         | 9,022          |
| Profit for the year  | 3,736          | 1,777          |
| Appropriations to reserves (Note (a))                        | (246 )         | (137 )         |
| Dividends approved in respect of the previous year           | (393 )         | (393 )         |
| At December 31   | 13,366         | 10,269         |
| <b>Total</b>   | <b>29,227</b>  | <b>25,930</b>  |

**(a) Appropriations to reserves**

According to the PRC Company Law and the Articles of Association of the Company and certain of its subsidiaries, the Company and the relevant subsidiaries are required to transfer 10% of their annual net profits after taxation, as determined under the PRC accounting rules and regulations, to a statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of dividend to shareholders and when there are retained profits at the end of the financial year.

Statutory surplus reserve can be used to offset prior years' losses, if any, and may be converted into share capital by the issue of new shares to shareholders in proportion to their existing shareholding or by increasing the par value of the shares currently held by them, provided that the balance after such issue is not less than 25% of the registered capital.

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**46 Reserves (continued)****(b) Dividends**

Dividends payable to equity shareholders of the Company attributable to the year

|  | <b>2015<br/>RMB<br/>million</b> | <b>2014<br/>RMB<br/>million</b> |
|--|---------------------------------|---------------------------------|
| Final dividend proposed after the end of the reporting year of RMB0.8 per 10 ordinary shares (2014: RMB0.4 per 10 ordinary shares) (inclusive of applicable tax) | 785                             | 393                             |

A dividend in respect of the year ended December 31, 2015 of RMB0.8 per 10 shares (inclusive of applicable tax) (2014: RMB0.4 per 10 shares (inclusive of applicable tax)), amounting to a total dividend of RMB785 million (2014: RMB393 million), was proposed by the directors on March 30, 2016. The final dividend proposed after the end of the financial year has not been recognized as a liability at the end of the financial year.

**47 Commitments****(a) Capital commitments**

Capital commitments outstanding at December 31, 2015 not provided for in the financial statements were as follows:

|  | <b>2015<br/>RMB million</b> | <b>2014<br/>RMB million</b> |
|--|-----------------------------|-----------------------------|
| Commitments in respect of aircraft and flight equipment<br>– authorised and contracted for | 83,427                      | 59,467                      |

## Investment commitments

|  |        |        |
|--|--------|--------|
| – authorised and contracted for                                    |        |        |
| – capital contributions for acquisition of interests in associates | 34     | 70     |
| – share of capital commitments of a joint venture                  | 56     | 52     |
|  | 90     | 122    |
| – authorised but not contracted for                                |        |        |
| – share of capital commitments of a joint venture                  | 41     | -      |
|  | 131    | 122    |
| Commitments for other property, plant and equipment                |        |        |
| – authorised and contracted for                                    | 2,550  | 1,512  |
| – authorised but not contracted for                                | 4,183  | 3,610  |
|  | 6,733  | 5,122  |
|  | 90,291 | 64,711 |

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**47 Commitments (continued)****(a) Capital commitments (continued)**

As at December 31, 2015, the approximate total future payments, including estimated amounts for price escalation through anticipated delivery dates for aircraft and flight equipment are as follows:

|                     | <b>2015</b>    | <b>2014</b>    |
|---------------------|----------------|----------------|
|                     | <b>RMB</b>     | <b>RMB</b>     |
|                     | <b>million</b> | <b>million</b> |
| 2015                | -              | 18,146         |
| 2016                | 19,074         | 11,628         |
| 2017                | 22,359         | 10,081         |
| 2018                | 18,898         | 7,552          |
| 2019 and afterwards | 23,096         | 12,060         |
|                     | 83,427         | 59,467         |

**(b) Operating lease commitments**

As at December 31, 2015, the total future minimum lease payments under non-cancellable operating leases in respect of properties, aircraft and flight equipment are as follows:

|                                 | <b>2015</b>    | <b>2014</b>    |
|---------------------------------|----------------|----------------|
|                                 | <b>RMB</b>     | <b>RMB</b>     |
|                                 | <b>million</b> | <b>million</b> |
| Payments due                    |                |                |
| Within 1 year                   | 6,560          | 5,072          |
| After 1 year but within 5 years | 18,582         | 15,496         |
| After 5 years                   | 10,967         | 8,230          |

36,109 28,798

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**48 Material related party transactions****(a) Key management personnel remuneration**

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 54, is as follows:

|                                 | <b>2015</b><br><b>RMB</b><br><b>thousand</b> | <b>2014</b><br><b>RMB</b><br><b>thousand</b> | <b>2013</b><br><b>RMB</b><br><b>thousand</b> |
|---------------------------------|--|--|--|
| Salaries, wages and welfare     | 8,907  | 13,013                                       | 12,412                                       |
| Retirement scheme contributions | 1,868  | 2,359  | 2,074  |
|                                 | 10,775                                       | 15,372                                       | 14,486                                       |

|  | <b>2015</b><br><b>RMB</b><br><b>thousand</b> | <b>2014</b><br><b>RMB</b><br><b>thousand</b> | <b>2013</b><br><b>RMB</b><br><b>thousand</b> |
|--|--|--|--|
| Directors and supervisors (Note 54(a)) | 2,471  | 3,241  | 3,108  |
| Senior management                      | 8,304  | 12,131                                       | 11,378                                       |
|  | 10,775                                       | 15,372                                       | 14,486                                       |

Total remuneration is included in "staff costs" (Note 14).

**(b) Transactions with CSAHC and its affiliates (the "CSAHC Group"), associates, joint ventures and other related company of the Group**

The Group provided or received various operational services to or by the CSAHC Group, associates, joint ventures and other related company of the Group during the normal course of its business.

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**48 Material related party transactions (continued)****(b) Transactions with CSAHC and its affiliates (the “CSAHC Group”), associates, joint ventures and other related company of the Group (continued)**

Details of the significant transactions carried out by the Group are as follows:

|   | Note   | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|---|--------|------------------------|------------------------|------------------------|
| <b>Income received from the CSAHC Group</b>           |        |                        |                        |                        |
| Charter flight and pallet income                      | (i)    | 19                     | 32                     | 107                    |
| Air catering supplies income                          | (ii)   | 1                      | 1                      | -                      |
| Cargo handling income                                 | (i)    | 1                      | -                      | 1                      |
| Aircraft material sales                               | (iii)  | 1                      | -                      | -                      |
| <b>Expenses paid to the CSAHC Group</b>               |        |                        |                        |                        |
| Repairing charges                                     | (iii)  | 1,324                  | 780                    | 796                    |
| Lease charges for land and buildings                  | (iv)   | 193                    | 173                    | 169                    |
| Handling charges                                      | (v)    | 114                    | 119                    | 121                    |
| Property management fee                               | (vi)   | 73                     | 61                     | 63                     |
| Air catering supplies expenses                        | (ii)   | 100                    | 89                     | 84                     |
| Cargo handling charges                                | (i)    | 109                    | 46                     | 33                     |
| Commission expenses                                   | (i)    | 98                     | 8                      | 19                     |
| Printing expenses                                     | (vii)  | 4                      | 4                      | -                      |
| Construction supervision expenses                     | (xx)   | 2                      | -                      | -                      |
| <b>Expenses paid to joint ventures and associates</b> |        |                        |                        |                        |
| Repairing charges                                     | (viii) | 1,714                  | 1,335                  | 1,783                  |
| Flight simulation service charges                     | (ix)   | 324                    | 316                    | 270                    |
| Training expenses                                     | (x)    | 112                    | 169                    | 120                    |
| Ground service expenses                               | (xi)   | 119                    | 111                    | 14                     |
| Air catering supplies                                 | (xii)  | 108                    | 102                    | -                      |
| Advertising expenses                                  | (xiii) | 67                     | 75                     | 77                     |

|   |         |    |    |    |
|---|---------|----|----|----|
| Commission expense  | (xiv)   | 1  | 29 | -  |
| Maintenance material purchase expenses                    | (viii)  | 29 | 24 | -  |
| Intercom rental expenses                                  | (xxi)   | 2  | -  | -  |
| Rental expense  | (xxii)  | 1  | -  | -  |
| <b>Income received from joint ventures and associates</b> |         |    |    |    |
| Entrustment income for advertising media business         | (xiii)  | 21 | 34 | 32 |
| Rental income   | (ix)    | 37 | 33 | 31 |
| Commission income   | (xv)    | 17 | 40 | 12 |
| Repairing income  | (xiv)   | 12 | 17 | 14 |
| Air catering supplies                                     | (xiv)   | 23 | 10 | 18 |
| Ground service income                                     | (xvi)   | 8  | 8  | 7  |
| Air ticket Income   | (xv)    | 1  | 2  | -  |
| Maintenance material sales revenue                        | (xvii)  | 1  | 2  | -  |
| Air catering supplies income                              | (xii)   | 1  | 1  | -  |
| <b>Income received from other related company</b>         |         |    |    |    |
| Air tickets income  | (xviii) | 10 | 12 | 12 |

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**48 Material related party transactions (continued)****(b) Transactions with CSAHC and its affiliates (the “CSAHC Group”), associates, joint ventures and other related company of the Group (continued)**

|   | Note    | 2015<br>RMB<br>million | 2014<br>RMB<br>million | 2013<br>RMB<br>million |
|---|---------|------------------------|------------------------|------------------------|
| <b>Expenses paid to other related company</b> |         |                        |                        |                        |
| Computer reservation services                 | (xix)   | 515                    | 435                    | 444                    |
| Advertising expenses                          | (xviii) | -                      | 20                     | 10                     |

China Southern Air Holding Ground Services Co.,Ltd (“CSA Groud Services”), a wholly- owned subsidiary of (i) CSAHC, purchases cargo spaces and charter flights from the Group. In addition, cargo handling income/charges are earned/payable by the Group in respect of the cargo handling services with CSA Ground Services.

Commission is earned by CSA Ground Services in connection with the air tickets sold by them on behalf of the Group. Commission is calculated based on the rates stipulated by the CAAC and International Air Transportation Association.

(ii) Shenzhen Air Catering Company Limited (“SZ Catering”) became a related party of the Group since its Chairman, Mr. Yuan Xin An was appointed as a non-executive Director of the Company in November 2011.

Air catering supplies income/expenses are earned/payable by the group in respect of certain in-flight meals and related services with SZ catering.

(iii) MTU Maintenance Zhuhai Co., Ltd, a joint venture of CSAHC, provides comprehensive maintenance services to the Group

(iv) The Group leases certain land and buildings in the PRC from CSAHC. The amount represents rental payments for land and buildings paid or payable to CSAHC.

The Group acquires aircraft, flight equipment and other airline-related facilities through Southern Airlines (Group)  
(v) Import and Export Trading Company Limited (“SAIETC”), a wholly-owned subsidiary of CSAHC, and pays handling charges to SAIETC.

(vi) Guangzhou China Southern Airlines Property Management Company Limited, a subsidiary of CSAHC, provides property management services to the Group.

(vii) Printing Plant of China Northern Airlines Vestibule School provides printing services for the Group.

Guangzhou Aircraft Maintenance Engineering Company Limited (“GAMECO”) and Shenyang Northern Aircraft Maintenance Limited, joint ventures of the Group, provide comprehensive maintenance services to the Group.  
(viii)

The Group purchases maintenance material from GAMECO.

(ix) Zhuhai Xiang Yi Aviation Technology Company Limited (“Zhuhai Xiang Yi”), a joint venture of the Group, provides flight simulation services to the Group.

In addition, the Group leased certain flight training facilities and buildings to Zhuhai Xiang Yi under operating lease agreements.

**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**48 Material related party transactions (continued)**

**(b) Transactions with CSAHC and its affiliates (the “CSAHC Group”), associates, joint ventures and other related company of the Group (continued)**

(x) China Southern West Australian Flying College Pty Limited (“Flying College”), a joint venture of the Group, provides training services to the Group.

(xi) Beijing Aviation Ground Services Co.,Ltd., and Shenyang Konggang Logistic Co. Ltd., associates of the Group provide ground service to the group .

(xii) Air catering supplies income/expenses are earned/payable by the Group in respect of certain in-flight meals and related services with Beijing Airport Inflight Kitchen Co.,Ltd., which is an associate of the Group.

(xiii) SACM, an associate of the Group, provides advertising services to the Group.

In addition, Xiamen Airlines provides certain media resources to Xiamen Airlines Culture and Media Co., Ltd., a subsidiary of SACM.

(xiv) Sichuan Airlines, an associate of the Group, provides commission service to the Group. The charge is determined according to the market price.

In addition, The Company provides aircraft maintenance services to Sichuan Airlines. The Group provides air catering services and repairing services to Sichuan Airlines.

(xv) The Group provides certain website resources to SA Finance for the sales of air insurance to passengers and provides commission service to Sichuan Airlines.

In addition, the Group sells tickets to SA Finance as a gift to passengers for the sales of insurance.

- (xvi) The Group provides ground services to Shenyang Konggang Logistic and Sichuan Airlines.
  
  - (xvii) The Group sells maintenance materials to Shenyang Northern Aircraft Maintenance Ltd., which is a joint venture of the Group.
  
  - (xviii) Phoenix Satellite Television Holdings Limited ("the Phoenix Group") is a related party of the Group as the board chairman of the Phoenix Group was appointed as a non-executive director of the Group. It provides advertising services to the Group.
- In addition, the Group Sells tickets to the Phoenix Group on market price.
- (xix) China Travel Sky Holding Company is a related party of the Group as a director of the Group was appointed as the director of China Travel Sky Holding Company. It provides computer reservation services to the Group.
  
  - (xx) CSA Construction Supervision Co. Ltd., an associate of the CSAHC, provides supervision services to the Group.
  - (xxi) Guangzhou Tuokang Communication Technology Co. Ltd. , an associate of the Group, provides intercom rental services to the Group.
  - (xxii) Shenyang Konggang Logistic Co. Ltd., an associate of the Group, provides facilities and buildings to the Group under operating lease agreement.



**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**48 Material related party transactions (continued)****(c) Balances with the CSAHC Group, associates, joint ventures and other related company of the Group**

Details of amounts due from/to the CSAHC Group, associates, joint ventures and other related company of the Group:

|                 | <b>2015</b>        | <b>2014</b>        |
|-----------------|--------------------|--------------------|
| Note            | <b>RMB million</b> | <b>RMB million</b> |
| Receivables:    |                    |                    |
| The CSAHC Group | 21                 | 78                 |
| Associates      | 226                | 284                |
| Joint ventures  | 86                 | 124                |
| 39(a)           | 333                | 486                |

|                       | <b>2015</b>        | <b>2014</b>        |
|-----------------------|--------------------|--------------------|
| Note                  | <b>RMB million</b> | <b>RMB million</b> |
| Payables:             |                    |                    |
| The CSAHC Group       | 77                 | 256                |
| Associates            | 13                 | 13                 |
| Joint ventures        | 60                 | 119                |
| Other related company | 2                  | 70                 |
| 39(b)                 | 152                | 458                |

|                       | <b>2015</b>        | <b>2014</b>        |
|-----------------------|--------------------|--------------------|
|                       | <b>RMB million</b> | <b>RMB million</b> |
| Accrued expenses:     |                    |                    |
| The CSAHC Group       | 571                | 451                |
| Associates            | 97                 | 92                 |
| Joint ventures        | 931                | 836                |
| Other related company | 282                | 269                |

1,881

1,648

The amounts due from/to the CSAHC Group, associates, joint ventures and other related company of the Group are unsecured, interest free and have no fixed terms of repayment.

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**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**48 Material related party transactions (continued)**

**(d) Loans from and deposits placed with related parties**

(i) Loans from related parties

At December 31, 2015, loans from SA Finance to the Group amounted to RMB105 million (2014: RMB105 million).

In 2015, CSAHC, SA Finance and the Group entered into an entrusted loan agreement, pursuant to which, CSAHC, as the lender, entrusted SA Finance to lend RMB105 million to the Group from April 27, 2015 to April 27, 2016. The interest rate is 90% of benchmark interest rate stipulated by PBOC per annum.

The unsecured loans are repayable as follows:

|               | <b>2015</b>        | <b>2014</b>        |
|---------------|--------------------|--------------------|
| Note          | <b>RMB million</b> | <b>RMB million</b> |
| Within 1 year | 105                | 105                |
| 35(f)         | 105                | 105                |

Interest expense paid on such loans amounted to RMB4 million (2014: RMB11 million; 2013: RMB28 million) and the interest rates ranged from 3.92% to 4.14% per annum during the year ended December 31, 2015(2014: 5.04% to 5.70% per annum; 2013: 5.54% to 5.84% per annum).

(ii) Deposits placed with SA Finance

At December 31, 2015 the Group's deposits with SA Finance are presented in the table below. The applicable interest rates are determined in accordance with the rates published by the PBOC.

|                                 |      | <b>2015</b>        | <b>2014</b>        |
|---------------------------------|------|--------------------|--------------------|
|                                 | Note | <b>RMB million</b> | <b>RMB million</b> |
| Deposits placed with SA Finance | 34   | 2,934              | 4,264              |

Interest income received on such deposits amounted to RMB70 million during the year ended December 31, 2015 (2014: RMB68 million; 2013: RMB66 million).

**(e) Commitments to CSAHC**

At December 31, 2015, the Group had operating lease commitments to CSAHC in respect of lease payments for land and buildings of RMB320 million (2014: RMB207 million).

## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 49 Employee benefits plan

#### (a) Retirement benefits

Employees of the Group participate in several defined contribution retirement schemes organised separately by the PRC municipal and provincial governments in regions where the major operations of the Group are located. The Group is required to contribute to these schemes at rates ranging from 13% to 21% (2014: 11% to 21%; 2013: 10% to 22%) of salary costs including certain allowances. A member of the retirement schemes is entitled to pension benefits from the Local Labour and Social Security Bureau upon his/her retirement. The retirement benefit obligations of all retired staff of the Group are assumed by these schemes. The Group, as its sole discretion, had made certain welfare subsidy payments to these retirees.

In 2014, the Company and its major subsidiaries joined a new defined contribution retirement scheme (“Pension Scheme”) that was implemented by CSAHC. The annual contribution to the Pension Scheme is based on a fixed specified percentage of prior year’s annual wage. There will be no further obligation beyond the annual contribution according to the Pension Scheme. The total contribution into the Pension Scheme in 2015 was approximately RMB438,000,000.

#### (b) Housing benefits

The Group contributes on a monthly basis to housing funds organised by municipal and provincial governments based on certain percentages of the salaries of employees. The Group’s liability in respect of these funds is limited to the contributions payable in each year.

In addition to the housing funds, certain employees of the Group are eligible to one of the following housing benefit schemes:

(i)

Pursuant to a staff housing benefit scheme effective on September 2002, the Group agreed to pay lump sum housing allowances to certain employees who have not received quarters from CSAHC or the Group according to the relevant PRC housing reform policy. An employee who leaves the Company prior to the end of the vesting benefit period is required to pay back a portion of the lump sum housing benefits determined on a pro rata basis of the vesting benefit period. The Group has the right to effect a charge on the employee's house and to enforce repayment through the sale of the house in the event of default in repayment. Any remaining shortfall is charged to income statement. The amount was fully amortised in 2012.

- (ii) The Group also pays cash housing subsidies on a monthly basis to eligible employees. The monthly cash housing subsidies are charged to income statement.

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## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 49 Employee benefits plan (continued)

#### (c) Share Appreciation Rights Scheme

On November 30, 2011, the Company's General Meeting approved the "H Share Appreciation Rights Scheme of China Southern Airlines Company Limited" and "Initial Grant under the H Share Appreciation Rights Scheme of China Southern Airlines Company Limited" ("the Scheme").

Under the Scheme, 24,660,000 units of SARs were granted to 118 employees of the Group at the exercise price of HKD3.92 per unit in December 2011. No shares will be issued under the Scheme and each SAR is notionally linked to one existing H share of the Company. Upon exercise of the SARs, a recipient will receive an amount of cash equal to the difference between the market share price of the relevant H share and the exercise price.

The SARs will have an exercise period of six years from the date of grant. Upon the satisfaction of certain performance conditions after the second, third and fourth anniversary of the date of grant, each one third of the SARs will become exercisable.

A dividend of RMB0.2 (equivalent to HKD0.25) (inclusive of applicable tax), a dividend of RMB 0.05 (equivalent to HKD0.06) (inclusive of applicable tax), a dividend of RMB0.04 (equivalent to HKD0.05) (inclusive of applicable tax) and a dividend of RMB0.04 (equivalent to HKD0.05) (inclusive of applicable tax) per share was approved by the Company's General Meeting on May 31, 2012, June 18, 2013, June 26, 2014 and 30 June, 2015 respectively (Note 46(b)), therefore, the exercise price for the SARs was adjusted to HKD3.51 per share in accordance with the predetermined formula stipulated in the Scheme.

The fair value of the liability for SARs is measured using the Black-Scholes option pricing model. The risk free rate, expected dividend yield and expected volatility of the share price are used as the inputs into the model. As at 31 December 2015, 24,660,000 units of SARs granted by the Company have all expired and correspondingly, the liability for SARs was RMB0.

## **50 Supplementary information to the consolidated cash flow statement**

### **Non-cash transactions-acquisition of aircraft**

During the year ended December 31, 2015, aircraft acquired under finance leases amounted to RMB11,251 million (2014: RMB19,163 million; 2013: RMB17,268 million).

### **51 Contingent liabilities**

The Group leased certain properties and buildings from CSAHC which located in Guangzhou, Wuhan and (a) Haikou, etc. However, to the knowledge of the Group, such properties and buildings lack adequate documentation evidencing CSAHC's rights thereto.

Pursuant to the indemnification agreement dated May 22, 1997 between the Group and CSAHC, CSAHC has agreed to indemnify the Group against any loss or damage arising from any challenge of the Group's right to use such properties and buildings.

In addition, as disclosed in notes 21 and 23, the Group is applying title certificates for certain of the Group's properties and land use rights certificates for certain properties and parcels of land. The Company is of the opinion that the use of and the conduct of operating activities at these properties and these parcels of land are not affected by the fact that the Group has not yet obtained the relevant certificates.



## Notes to the consolidated financial statements

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

### 51 Contingent liabilities (continued)

The Company and its subsidiary, Xiamen Airlines, entered into agreements with their pilot trainees and certain banks to provide guarantees on personal bank loans amounting to RMB627 million (December 31, 2014: RMB646 million) that can be drawn by the pilot trainees to finance their respective flight training expenses. As at (b) December 31, 2015, total personal bank loans of RMB454 million (December 31, 2014: RMB486 million), under these guarantees, were drawn down from the banks. During the year, the Group paid RMB4 million (2014: RMB2 million) to the banks due to the default of payments of certain pilot trainees.

The Company is engaged in International Court of Arbitration proceedings ("ICC arbitration proceedings") in London against a lessor SASOF TR-81 AVIATION IRELAND LIMITED, arising out of the redelivery of two Boeing 737 aircraft. The lessor has made various claims of approximately USD13 million in the arbitration proceedings relating to the redelivery condition of the aircraft, and the Company has counterclaimed against the (c) lessor for the recovery of approximately USD9.8 million. The hearing in the ICC arbitration proceedings commenced in London on March 7, 2016 and will conclude on April 19, 2016, and the award of the Arbitral Tribunal is awaited. As of the date of this report, the Company cannot reasonably predict the result and potential financial impact of this pending arbitration, if any. Therefore, no additional provision has been made against this pending arbitration.

With regard to the investigation of the Company's former chairman as a result of suspected severe disciplinary violation of Communist Party rules and regulations, management of the Company and the internal audit of the Company under the direction of the Audit Committee, have carried out a robust assessment by taking into (d) consideration the fact that the former chairman was a non-executive director and has not been involved in the operation of the Company. Based on the work carried out, we have not identified any possible material misstatements of the financial statements or impact on the internal control over financial reporting caused by the incident.

### 52 Immediate and ultimate controlling party

As at December 31, 2015, the Directors of the Company consider the immediate parent and ultimate controlling party of the Group to be CSAHC, a state-owned enterprise established in the PRC. CSAHC does not produce financial statements available for public use.

**53 Subsequent events**

On February 2, 2016, the Company entered into the “Equity Transfer Agreement between China Southern Airlines Company Limited and China Southern Air Holding Company in relation to transfer of 100% equity interest in (a) Southern Airlines (Group) Import and Export Trading Company” with CSAHC, the controlling shareholder of the Company, pursuant to which the Company agreed to acquire 100% equity interest in Southern Airlines (Group) Import and Export Trading Company at a consideration of RMB400,570,400.

(b) On March 7, 2016, the Group has completed the issuance of the 2016 Corporate Bonds (Frist Tranche) with nominal value of RMB5 billion for a term of three years and at nominal interest rate of 2.97%.

On March 8, 2016, the Board approved that, Xiamen Airlines shall make an application to the National Association of Financial Market Institutional Investors for the registration and issuance of ultra-short-term financing bills with (c) the aggregate maximum principal amount of RMB10 billion. The term of this issuance shall be no more than one year. The issuance of ultra-short-term financing is subject to the registration with the National Association of Financial Market Institutional Investors.

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**Notes to the consolidated financial statements**

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**54 Remuneration of directors, supervisors and senior management****(a) Directors' and supervisors' remuneration**

Details of directors' and supervisors' remuneration for the year ended December 31, 2015 are set out below:

| Name                                       | Directors' fees | Salaries, wages and welfare | Retirement scheme contributions | Total        |
|--|-----------------|-----------------------------|---------------------------------|--------------|
|  | RMB thousand    | RMB thousand                | RMB thousand                    | RMB thousand |
| <b>Non-executive directors</b>             |                 |                             |                                 |              |
| Wang Quan Hua (Note (i) & (ii))            | -               | -                           | -                               | -            |
| Yuan Xin An (Note (i))                     | -               | -                           | -                               | -            |
| Yang Li Hua (Note (i))                     | -               | -                           | -                               | -            |
| <b>Executive directors</b>                 |                 |                             |                                 |              |
| Tan Wan Geng (Note (i))                    | -               | -                           | -                               | -            |
| Zhang Zi Fang (Note (i))                   | -               | -                           | -                               | -            |
| Li Shao Bin                                | -               | 636                         | 137                             | 773          |
| <b>Supervisors</b>                         |                 |                             |                                 |              |
| Pan Fu (Note (i))                          | -               | -                           | -                               | -            |
| Li Jia Shi                                 | -               | 636                         | 139                             | 775          |
| Zhang Wei (Note (i))                       | -               | -                           | -                               | -            |
| Yang Yi Hua                                | -               | 240                         | 92                              | 332          |
| Wu De Ming                                 | -               | 451                         | 140                             | 591          |
| <b>Independent non-executive directors</b> |                 |                             |                                 |              |
| Ning Xiang Dong                            | 150             | -                           | -                               | 150          |
| Liu Chang Le                               | 150             | -                           | -                               | 150          |
| Tan Jin Song                               | 150             | -                           | -                               | 150          |
| Wei Jin Cai (Note (iii))                   | 75              | -                           | -                               | 75           |
| Guo Wei (Note (iv))                        | 75              | -                           | -                               | 75           |

|                         |     |       |     |       |
|-------------------------|-----|-------|-----|-------|
| Jiao Shu Ge (Note (iv)) | 75  | -     | -   | 75    |
|                         | 675 | 1,963 | 508 | 3,146 |

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**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**54 Remuneration of directors, supervisors and senior management (continued)****(a) Directors' and supervisors' remuneration (continued)**

Details of directors' and supervisors' remuneration for the year ended December 31, 2014 are set out below:

| Name                                       | Directors' fees | Salaries, wages and welfare | Retirement scheme contributions | Total        |
|--|-----------------|-----------------------------|---------------------------------|--------------|
|  | RMB thousand    | RMB thousand                | RMB thousand                    | RMB thousand |
| <b>Non-executive directors</b>             |                 |                             |                                 |              |
| Wang Quan Hua (Note (i) & (ii))            | -               | -                           | -                               | -            |
| Yuan Xin An (Note (i))                     | -               | -                           | -                               | -            |
| Yang Li Hua (Note (i))                     | -               | -                           | -                               | -            |
| <b>Executive directors</b>                 |                 |                             |                                 |              |
| Tan Wan Geng (Note (i))                    | -               | -                           | -                               | -            |
| Zhang Zi Fang (Note (i))                   | -               | -                           | -                               | -            |
| Li Shao Bin                                | -               | 636                         | 130                             | 766          |
| <b>Supervisors</b>                         |                 |                             |                                 |              |
| Pan Fu (Note (i))                          | -               | -                           | -                               | -            |
| Li Jia Shi                                 | -               | 636                         | 132                             | 768          |
| Zhang Wei (Note (i))                       | -               | -                           | -                               | -            |
| Yang Yi Hua                                | -               | 294                         | 140                             | 434          |
| Wu De Ming                                 | -               | 367                         | 140                             | 507          |
| <b>Independent non-executive directors</b> |                 |                             |                                 |              |
| Wei Jin Cai (Note (iii))                   | 150             | -                           | -                               | 150          |
| Ning Xiang Dong                            | 150             | -                           | -                               | 150          |
| Liu Chang Le                               | 150             | -                           | -                               | 150          |
| Tan Jin Song                               | 150             | -                           | -                               | 150          |
|  | 600             | 1,933                       | 542                             | 3,075        |

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**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

(Expressed in Renminbi unless otherwise indicated)

**54 Remuneration of directors, supervisors and senior management (continued)****(a) Directors' and supervisors' remuneration (continued)**

Details of directors' and supervisors' remuneration for the year ended December 31, 2013 are set out below:

| Name                                       | Directors' fees | Salaries, wages and welfare | Retirement scheme contributions | Total        |
|--|-----------------|-----------------------------|---------------------------------|--------------|
|  | RMB thousand    | RMB thousand                | RMB thousand                    | RMB thousand |
| <b>Non-executive directors</b>             |                 |                             |                                 |              |
| Wang Quan Hua (Note (i) & (ii))            | -               | -                           | -                               | -            |
| Yuan Xin An (Note (i))                     | -               | -                           | -                               | -            |
| Yang Li Hua (Note (i))                     | -               | -                           | -                               | -            |
| <b>Executive directors</b>                 |                 |                             |                                 |              |
| Tan Wan Geng (Note (i))                    | -               | -                           | -                               | -            |
| Zhang Zi Fang (Note (i))                   | -               | -                           | -                               | -            |
| Li Shao Bin                                | -               | 639                         | 120                             | 759          |
| <b>Supervisors</b>                         |                 |                             |                                 |              |
| Pan Fu (Note (i))                          | -               | -                           | -                               | -            |
| Li Jia Shi                                 | -               | 636                         | 120                             | 756          |
| Zhang Wei (Note (i))                       | -               | -                           | -                               | -            |
| Yang Yi Hua                                | -               | 291                         | 122                             | 413          |
| Liang Zhong Gao                            | -               | 300                         | 122                             | 422          |
| Wu De Ming                                 | -               | -                           | -                               | -            |
| <b>Independent non-executive directors</b> |                 |                             |                                 |              |
| Gong Hua Zhang                             | 150             | -                           | -                               | 150          |
| Wei Jin Cai (Note (iii))                   | 150             | -                           | -                               | 150          |
| Ning Xiang Dong                            | 150             | -                           | -                               | 150          |
| Liu Chang Le                               | 150             | -                           | -                               | 150          |

|              |     |       |     |       |
|--------------|-----|-------|-----|-------|
| Tan Jin Song | -   | -     | -   | -     |
|              | 600 | 1,866 | 484 | 2,950 |

Save as disclosed above, the Company's non-executive director, Mr. Si Xian Min resigned on January 15, 2016. For the years ended December 31, 2015, 2014 and 2013, Mr. Si Xian Min did not receive any remuneration for his service in the capacity of the non-executive director of the Company. He also held management positions in CSAHC and his salary were borne by CSAHC.

The Company's executive director, Mr. Xu Jie Bo resigned on January 5, 2015. For the year ended December 31, 2014, Mr. Xu Jie Bo's total remuneration was RMB766 thousand, including salaries, wages and welfare of RMB636 thousand and retirement scheme of RMB130 thousand. For the year ended December 31, 2013, Mr. Xu Jie Bo's total remuneration was RMB757 thousand, including salaries, wages and welfare of RMB636 thousand and retirement scheme of RMB121 thousand.

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**Notes to the consolidated financial statements**

(Prepared in accordance with International Financial Reporting Standards)

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**54 Remuneration of directors, supervisors and senior management (continued)**

**(a) Directors' and supervisors' remuneration (continued)**

Notes:

These directors or supervisors did not receive any remuneration for their services in the capacity of the directors or (i) supervisors of the Company. They also held management positions in CSAHC and their salaries were borne by CSAHC.

(ii) Resigned on 25 March 2015.

(iii) Resigned on 30 June 2015.

(iv) Appointed on 30 June 2015.

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