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中國國際航空股份有限公司
AIR CHINA LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00753)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Air China Limited (the “Company”) will be held at the Conference Room 2811, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, PRC at 9:30 a.m. on Friday, 20 January 2012 to consider and, if thought fit, to pass the following resolution.

ORDINARY RESOLUTION

To consider and approve the appointment of Ernst & Young Hua Ming Certified Public Accountants as the Company’s internal control auditor for the year 2011 to review the effectiveness of the Company’s internal control for the year 2011 and to issue the internal control audit report, and the authorisation to the management of the Company to determine their corresponding remunerations for the year 2011.

Pursuant to the joint requirements of Ministry of Finance of the PRC, China Securities Regulatory Commission, National Audit Office of the PRC, China Banking Regulatory Commission and China Insurance Regulatory Commission, a company listed both in the PRC and overseas shall disclose an internal control self-evaluation report when disclosing its annual financial statement from the year 2011 going forward. In this regard, a corresponding audit report from an accounting firm is also required. In light of the abovementioned requirement, on 6 December 2011, the Board approved the appointment of Ernst & Young Hua Ming Certified Public Accountants as the Company’s internal control auditor for the year 2011 and the authorisation to the management of the Company to determine their corresponding remunerations for the year 2011.

By Order of the Board
Air China Limited
Chairman
Kong Dong

Beijing, the PRC, 6 December 2011

As at the date of this announcement, the directors of the Company are Mr. Kong Dong, Ms. Wang Yinxiang, Mr. Cao Jianxiong, Mr. Sun Yude, Mr. Christopher Dale Pratt, Mr. Ian Sai Cheung Shiu, Mr. Cai Jianjiang, Mr. Fan Cheng, Mr. Fu Yang, Mr. Li Shuang*, Mr. Han Fangming* and Mr. Yang Yuzhong*.*

* *Independent non-executive director of the Company*

Notes:

1. Closure of register of members and eligibility for attending the EGM

Holders of H shares of the Company are advised that the register of members of the Company will close from Wednesday, 21 December 2011 to Friday, 20 January 2012 (both days inclusive), during which time no transfer of H Shares of the Company will be effected and registered. In order to qualify for attendance at the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Tuesday, 20 December 2011.

Shareholders of the Company whose names appear on the register of members of the Company at the close of business on Tuesday, 20 December 2011 are entitled to attend the EGM.

2. Notice of attendance

H-share shareholders who intend to attend the EGM should complete and lodge the accompanying notice of attendance and return it to the Company's H Share registrar on or before Friday, 30 December 2011. The notice of attendance may be delivered by hand, by post or by fax to the Company's H Share registrar Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the notice of attendance do not affect the right of a shareholder to attend the EGM. However, the failure to return the notice of attendance may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM by returning the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the EGM.

3. Proxy

Every shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his/her behalf at the EGM.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar for holders of H Shares not less than 24 hours before the time specified for the holding of the EGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar.

4. Other businesses

- (i) The EGM is expected to last for one hour. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990