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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Air China Limited (the “**Company**”) for the year ended 31 December 2011 will be held at 10:00 a.m. on Thursday, 24 May 2012 at The Conference Room, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, PRC for the following purposes:

1. To consider and approve the report of the board of directors (the “**Board**”) of the Company for the year 2011;
2. To consider and approve the report of the supervisory committee of the Company for the year 2011;
3. To consider and approve the audited consolidated financial statements of the Company for the year 2011 prepared under the PRC Accounting Standards and the International Financial Reporting Standards;
4. To consider and approve the profit distribution proposal and the dividends distribution proposal for the year 2011 as recommended by the Board (including approving the appropriation of 10% of the balance of the net profit of the Company of the year 2011 as set out in the financial statements prepared under the PRC Accounting Standards into the discretionary surplus reserve of the Company and the distribution of a cash dividend of RMB1,521,000,000, or RMB0.1180 (including tax) per share based on the total number of 12,891,954,673 shares of the Company, for the year 2011) and to authorise the Board to implement such proposals;
5. To consider and approve the reappointment of Ernst & Young as the Company’s international auditors and Ernst & Young Hua Ming CPAs Limited Company as the Company’s domestic auditors for the year ending 31 December 2012 and to authorise the management of the Company to determine their remunerations for the year 2012;

To consider and approve the following resolutions as special resolutions (items 6 and 7):

6. “**THAT** the authorisation of the Board of the Company to allot, issue and deal with additional shares of the Company be and is hereby approved.

- (1) subject to paragraph (3) of this resolution, the exercise by the Board of the Company during the Relevant Period (as defined in paragraph (4) of this resolution) of all the powers of the Company to allot, issue and deal with additional A Shares and/or H Shares of the Company (hereinafter referred to as “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (2) this approval shall authorise the Board of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (3) the amount of additional A Shares and H Shares (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board of the Company pursuant to the approval in paragraph (1) of this resolution shall not exceed 20% of each of the Company’s existing A Shares and H Shares (as the case may be) in issue at the date of passing this resolution; and
- (4) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12 months period following the passing of this resolution; and
- (c) the revocation or variation of the authority given to the Board of the Company under this resolution by a special resolution of the Company’s shareholders in general meetings.”

7. “**THAT** the Board of the Company be and is hereby authorised to increase the registered capital of the Company to reflect the issue of Shares authorised under special resolution 6, and to make such appropriate and necessary amendments to the Articles of Association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.”

By order of the Board  
**Air China Limited**  
**Wang Changshun**  
*Chairman of the Board*

Beijing, PRC, 10 April 2012

*As at the date of this announcement, the directors of the Company are Mr. Wang Changshun, 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\* and 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 AGM**

Holders of H Shares of the Company are advised that the register of members of the Company will close from Tuesday, 24 April 2012 to Thursday, 24 May 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 AGM, 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 Monday, 23 April 2012.

Shareholders of the Company whose names appear on the register of members of the Company on the close of business on Monday, 23 April 2012 are entitled to attend the AGM.

#### **2. Notice of attendance**

H Share shareholders who intend to attend the AGM should complete and lodge the accompanying notice of attendance and return it to the Company’s H Share registrar on or before Friday, 4 May 2012. 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, Wan Chai, Hong Kong. Completion and return of the notice of attendance do not affect the right of a shareholder to attend the AGM. However, the failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the AGM by 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 AGM.

### **3. Proxy**

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

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointor 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 appointed for the holding of the AGM. 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 AGM is expected to last for two hours. 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