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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)

**POLL RESULTS OF 2014 ANNUAL GENERAL MEETING
AND
APPOINTMENT OF DIRECTOR**

The board of directors (the “**Board**”) of Air China Limited (the “**Company**”) is pleased to announce the results of the resolutions passed at the annual general meeting of the Company for the year ended 31 December 2014 held on 22 May 2015 (the “**AGM**”).

The Board is also pleased to announce that Mr. Stanley Hui Hon-chung has been appointed as an independent non-executive director of the Company, with effect upon the conclusion of the AGM.

Reference is made to: (i) the circulars of the Company dated 2 April 2015 and 8 May 2015, respectively (the “**Circulars**”); (ii) the notice of the AGM dated 2 April 2015; and (iii) the supplemental notice of the AGM dated 8 May 2015, containing details of the resolutions tabled at the AGM. Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circulars.

The Board is pleased to announce that all the proposed resolutions set out in the revised form of proxy for the AGM were duly passed by the Shareholders by way of poll at the AGM held on Friday, 22 May 2015 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, PRC.

RESULTS OF THE AGM

As at the date of the AGM, the total number of shares entitling the Shareholders to attend and vote for or against the resolutions nos. 1 to 8 proposed at the AGM was 13,084,751,004. The Shareholders and authorised proxies holding in aggregate 10,292,336,975 shares, entitling them to vote for or against the resolutions nos. 1 to 8, were present at the AGM.

CNAHC, being a substantial shareholder of the Company and CNAF, and CNACG, the wholly-owned subsidiary of CNAHC, have a material interest in the proposed resolution no. 9, and are required to abstain, and have abstained, from voting on the resolution no. 9 at the AGM. As at the date of the AGM, CNAHC and CNACG held an aggregate of 6,983,881,013 shares. Accordingly, the total number of shares entitling the Shareholders to attend and vote for or against the resolution no. 9 was 6,100,869,991 shares. The Shareholders and authorised proxies holding in aggregate 3,475,307,962 shares, entitling them to vote for or against the resolution no. 9, were present at the AGM.

Save as disclosed above, there were no other restrictions on any Shareholders to cast votes on any of the following resolutions proposed at the AGM.

The poll results in respect of the proposed resolutions at the AGM were as follows:

ORDINARY RESOLUTIONS		Votes of Shareholders	
		For	Against
1.	To consider and approve the 2014 work report of the Board.	10,288,690,575 (99.9646%)	1,119,400 (0.0109%)
2.	To consider and approve the 2014 work report of the supervisory committee of the Company.	10,288,690,575 (99.9646%)	1,119,400 (0.0109%)
3.	To consider and approve the audited consolidated financial statements of the Company for the year 2014 prepared under the PRC Accounting Standards and the International Financial Reporting Standards.	10,288,692,575 (99.9646%)	1,119,400 (0.0109%)
4.	To consider and approve the profit distribution proposal for the year 2014 as recommended by the Board and to authorise the Board to implement such proposal.	10,291,764,575 (99.9944%)	15,400 (0.0001%)
5.	To consider and approve the re-appointment of KPMG as the Company's international auditor and KPMG Huazhen (Special General Partnership) as the Company's domestic auditor and internal control auditor respectively for the year ending 31 December 2015 and to authorise the management of the Company to determine their remunerations for the year 2015.	10,291,764,575 (99.9944%)	15,400 (0.0001%)
6.	To consider and approve the appointment of Mr. Stanley Hui Hon-chung as an independent non-executive director of the Company.	10,290,537,575 (99.9825%)	1,240,400 (0.0121%)
As more than 50% of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.			

SPECIAL RESOLUTIONS		Votes of Shareholders	
		For	Against
7.	To authorise the Board to exercise the powers to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers in connection with not exceeding 20% of each of the existing A Shares and H Shares (as the case may be) in issue at the date of passing this resolution, and to authorise the Board to increase the registered capital and amend the Articles of Association of the Company to reflect such increase in the registered capital of the Company under the general mandate.	9,768,705,310 (94.9124%)	523,074,665 (5.0822%)
8.	To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue debt financing instruments.	9,875,992,797 (95.9548%)	393,151,538 (3.8198%)
As more than two-thirds of the votes were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.			
ORDINARY RESOLUTION		Votes of Shareholders	
		For	Against
9.	To consider and approve the resolution concerning the entry into of the financial services agreement by the Company and CNAF, and the financial services agreement by CNAF and CNAHC, and their respective annual caps.	2,942,792,224 (84.6772%)	510,777,278 (14.6973%)
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.			

Zhongxinghua Certified Public Accountants LLP was the scrutineer for the vote-taking at the AGM.

The Shareholders approved the profit distribution proposal and declaration of a final dividend of RMB0.5223 per ten shares (equivalent to HK\$0.6626 per ten shares) (including tax) for the year ended 31 December 2014. The amount of Hong Kong dollars payable shall be calculated on the basis of the average of the middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the calendar week prior to the declaration of the final dividend for the year ended 31 December 2014 at the AGM (RMB0.78829 equivalent to HK\$1.00). The Company will make further announcement on details of the payment of such dividend as and when appropriate.

APPOINTMENT OF DIRECTOR

Reference is made to the announcement of the Company dated 24 November 2014 in relation to the resignation of Mr. Yang Yuzhong as an independent non-executive director of the Company. The Board further announces that Mr. Yang Yuzhong has ceased to act as an independent non-executive director of the Company with effect from the conclusion of the AGM. Mr. Yang has confirmed that

he has no disagreement with the Board and that he is not aware of any matter relating to his resignation that needs to be brought to the attention of the Shareholders. The Board wishes to take this opportunity to express its sincere gratitude to Mr. Yang for his contribution to the Company during his tenure.

The Board hereby announces that Mr. Stanley Hui Hon-chung has been appointed as an independent non-executive director of the Company, with the term of service being the same as the fourth session of the Board, which shall commence upon the conclusion of the AGM and end on the expiry of the term of the current session of the Board. Please refer to the circular of the Company dated 2 April 2015 for the biographical details of Mr. Stanley Hui Hon-chung.

By order of the Board
Air China Limited
Rao Xinyu Tam Shuit Mui
Joint Company Secretaries

Beijing, the PRC, 22 May 2015

As at the date of this announcement, the directors of the Company are Mr. Cai Jianjiang, Ms. Wang Yinxiang, Mr. Cao Jianxiong, Mr. Feng Gang, Mr. John Robert Slosar, Mr. Ian Sai Cheung Shiu, Mr. Song Zhiyong, Mr. Fan Cheng, Mr. Fu Yang, Mr. Pan Xiaojiang*, Mr. Simon To Chi Keung* and Mr. Stanley Hui Hon-chung*.*

* *Independent non-executive director of the Company*