

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2015 ANNUAL GENERAL MEETING

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 2015 held on 25 May 2016 (the “**AGM**”).

Reference is made to: (i) the circulars of the Company dated 8 April 2016 and 10 May 2016, respectively (the “**Circulars**”); (ii) the notice of the AGM dated 8 April 2016; and (iii) the supplemental notice of the AGM dated 10 May 2016, 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 Wednesday, 25 May 2016 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC.

RESULTS OF THE AGM

As at the date of the AGM, the total number of shares of the Company entitling the holders to attend and vote for or against the proposed resolutions at the AGM was 13,084,751,004. The shareholders and authorised proxies holding in aggregate 10,326,215,789 shares were present at the AGM. There were no 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 2015 work report of the Board. | 10,325,866,789 (99.9966%) | 104,800 (0.0010%) |
| 2. | To consider and approve the 2015 work report of the supervisory committee of the Company. | 10,325,866,789 (99.9966%) | 104,800 (0.0010%) |
| 3. | To consider and approve the audited consolidated financial statements of the Company for the year 2015 prepared under the PRC Accounting Standards and the International Financial Reporting Standards. | 10,325,866,789 (99.9966%) | 104,800 (0.0010%) |
| 4. | To consider and approve the profit distribution proposal for the year 2015 as recommended by the Board. | 10,326,170,989 (99.9996%) | 44,800 (0.0004%) |
| 5. | To consider and approve the re-appointment of KPMG as the Company's international auditor and KPMG Huazhen LLP as the Company's domestic auditor and internal control auditor, respectively, for the year ending 31 December 2016 and to authorise the management of the Company to determine their remunerations for the year 2016. | 10,326,057,389 (99.9985%) | 117,900 (0.0011%) |
| 6. | To consider and approve the proposed remedial measures to the dilutive impact of the non-public A share issue on immediate returns for shareholders. | 10,301,792,981 (99.7635%) | 24,382,308 (0.2361%) |
| 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 option which might require the exercise of such powers in connection with not exceeding 20% of each of the existing A shares and H share (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. | 9,802,576,805 (94.9290%) | 521,422,597 (5.0495%) |
| 8. | To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue debt financing instruments. | 9,932,470,454 (96.1869%) | 382,352,623 (3.7027%) |
| As more than two-thirds of the votes were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions. | | | |

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 RMB1.0700 (including tax) per ten shares (equivalent to HK\$1.2699 (including tax) per ten shares) for the year ended 31 December 2015. 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 2015 at the AGM (RMB0.842586 equivalent to HK\$1.00). The Company will make further announcement on details of the payment of such dividend as and when appropriate.

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

Beijing, the PRC, 25 May 2016

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. Pan Xiaojiang, Mr. Simon To Chi Keung*, Mr. Stanley Hui Hon-chung* and Mr. Li Dajin*.*

* *Independent non-executive director of the Company*