



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)

REVISED FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

Number of shares to which this revised form of proxy relates ^(Note 1) _____

I/We ^(Note 2) _____

of _____

being the registered holder(s) of ^(Note 3) _____

H Shares in the share capital of Air China Limited (the "Company") HEREBY APPOINT ^(Note 4) _____ the chairman of the meeting and/or ^(Note 4) _____

of _____

as my/our proxy/proxies: (a) to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 2:00 p.m. on Tuesday, 22 December 2015 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, PRC (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions (the "Resolutions") as set out in the notice (the "Notice") and the supplemental notice (the "Supplemental Notice") convening the Meeting; and (b) at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the Notice and the Supplemental Notice.

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and approve the proposed amendments to the articles of association of the Company as set out in Appendix I of the circular despatched by the Company on 7 November 2015 and the chairman and/or any person authorised by the chairman be authorised to adjust, at his or her discretion, the said amendments in accordance with the opinion of the relevant PRC authorities (the proposed amendment to the Articles of Association will be submitted to the relevant PRC authorities for approval and filing after being approved at the Meeting).		
2.	To consider and approve the proposed amendments to the Rules and Procedure of Shareholders' Meetings of the Company as set out in Appendix II of the circular despatched by the Company on 7 November 2015.		
3.	To consider and approve the proposed amendments to the Rules and Procedure of Meetings of the Board of Directors of the Company as set out in Appendix III of the circular despatched by the Company on 7 November 2015.		

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
4.	To consider and approve the proposed adoption of the shareholders' return plan for the three years from 2015 to 2017 as set out in Appendix IV of the circular despatched by the Company on 7 November 2015.		
5.	To consider and approve the resolutions concerning the entry into continuing connected transaction agreements for the three years from 1 January 2016 to 31 December 2018 and their respective annual caps.		
6.	To consider and approve the appointment of Mr. Li Dajin as an independent non-executive director of the Company.		

Dated this _____ day of _____, 2015

Signature ^(Note 6) _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this revised proxy form relates. If no number is inserted, this revised form of proxy will be deemed to relate to all shares registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. Please insert the total number of shares registered in your name(s).
4. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies of his own choice to attend and vote instead of him. A proxy need not be a member of the Company. If any proxy other than the chairman of the Meeting is preferred, please strike out the words "the chairman of the meeting and/or" and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. In the event that two or more persons (other than the chairman of the Meeting) are named as proxies and the words "the chairman of the meeting and/or" are not deleted, those words and references shall be deemed to have been deleted.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. A member is entitled to one vote for every fully-paid share held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly. The total number of shares referred to in the two boxes for the same resolution cannot exceed the number of Shares stated above as held by you.
6. This revised form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under seal or under the hand of a director or attorney duly authorised. If this revised form of proxy is signed by your attorney, the power of attorney or other document of authorisation must be notarised.
7. In order to be valid, this revised form of proxy, together with the notarised copy of the power of attorney or other document of authorisation (if any) under which it is signed, for holders of H Shares, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours prior to the time appointed for holding the Meeting (or any adjournment thereof).
8. Completion and delivery of a revised form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish.
9. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
10. To attend and represent the shareholder(s) at the Meeting, the proxy so appointed must produce beforehand his identification document and any power of attorney duly signed by his appointor(s) or the legal representative(s) of his appointor(s). The power of attorney must state the date of issuance.
11. **IMPORTANT: If you have not yet lodged the original form of proxy which was sent to you together with the Notice (the "Original Proxy Form") with the Company's H share registrar, you are requested to lodge this revised form of proxy if you wish to appoint proxies to attend the Meeting on your behalf. In this case, the Original Proxy Form should not be lodged with the Company's H Share registrar.**
12. **IMPORTANT: If you have already lodged the Original Proxy Form with the Company's H Share registrar, you should note that:**
 - (i) If this revised form of proxy is not lodged with the Company's H share registrar before the Closing Time as mentioned in point 7 above or if it is incorrectly completed, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the Meeting other than those referred to in the Notice and the Original Proxy Form, including the newly added resolution as set out in the Supplemental Notice.
 - (ii) If you have lodged this revised form of proxy with the Company's H share registrar before the Closing Time as mentioned in point 7 above, this revised form of proxy will revoke and supersede the Original Proxy Form previously lodged by you provided that this revised form of proxy is correctly completed.