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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 2008 will be held at 9:30 a.m. on Wednesday, 10 June 2009 at The Conference Room, 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 of the Company for the year 2008;
2. To consider and approve the report of the Supervisory Committee of the Company for the year 2008;
3. To consider and approve the audited consolidated financial statements of the Company for the year 2008 prepared under the Accounting Standards for Enterprises of the PRC and International Financial Reporting Standards;
4. To consider and approve the profit distribution proposal that no dividends be distributed for the year 2008 as recommended by the Board of Directors of the Company;
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 2009 and to authorise the Board of Directors of the Company to determine their remunerations;
6. To consider and approve the appointment of Mr. Cao Jianxiong as a non-executive director of the Company;
7. To consider and approve the appointment of Mr. Fu Yang as an independent non-executive director of the Company and the determination of his remuneration with reference to the emoluments of the independent non-executive Directors of the second session of the Board (which is RMB60,000);

8. To consider and approve the procurement of Directors and Officers Liability Insurance for the Directors, Supervisors and senior management of the Company and authorise the Board to determine any adjustments to the limits of liability and premiums and authorise the management of the Company to handle issues relating to the liability insurance on a yearly basis including but not limited to selection of the insurance company and execution of insurance contracts;
9. To consider and approve the following resolutions as special resolutions:

9A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Board of Directors of the Company during the Relevant Period (as hereafter defined in paragraph (d)) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Board of Directors 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;
- (c) the amount of additional A Shares and overseas-listed foreign Shares (“**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 Directors of the Company pursuant to the approval in paragraph (a) above, 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 special resolution; and
- (d) for the purpose of special resolution 9A:

“Relevant Period” means the period from the passing of special resolution 9A until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12 months period following the passing of special resolution 9A; and
- (iii) the revocation or variation of the authority given to the Board of Directors of the Company under this special resolution by a special resolution of the Company’s shareholders in general meetings.

9B. **“THAT** the Board of Directors 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 9A, 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.”

10. To consider and approve as a special resolution 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 24 April 2009 and an executive director 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 Amendments will be submitted to the relevant PRC authorities for approval after being approved at the AGM);
11. To consider and approve as a special resolution the proposed amendments to the Rules and Procedure of Shareholders' Meeting, the Rules and Procedure of Meetings of the Board of Directors and the Rules and Procedure of Meetings of the Supervisory Committee of the Company, the revised full text of which are set out in Appendix II, III and IV respectively of the circular despatched by the Company on 24 April 2009.

By order of the Board
Air China Limited
Kong Dong
Chairman of the Board

Beijing, PRC, 24 April 2009

As at the date of this notice, the Directors of the Company are Mr. Kong Dong, Ms. Wang Yinxiang, Mr. Wang Shixiang, Mr. Christopher Dale Pratt, Mr. Chen Nan Lok, Philip, Mr. Cai Jianjiang, Mr. Fan Cheng, Mr. Hu Hung Lick, Henry, Mr. Wu Zhipan*, Mr. Zhang Ke* and Mr. Jia Kang*.*

* *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 Monday, 11 May 2009 to Wednesday, 10 June 2009 (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 and qualify for the final dividends, 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, by 4:30 p.m. on Friday, 8 May 2009.

Shareholders of the Company whose names appear on the register of members of the Company at the close of business on Friday, 8 May 2009 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 Thursday, 21 May 2009. The notice of attendance may be delivered by hand, by post or by fax to the Company's H Share registrar. 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 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 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:

Room 1806-1807
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990