



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 ANNUAL 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 annual general meeting (or at any adjournment thereof) of the Company to be held at 2:00 p.m. on Friday, 22 May 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.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and approve the 2014 work report of the board of directors (the "Board") of the Company.		
2.	To consider and approve the 2014 work report of the supervisory committee of the Company.		
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.		
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.		
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.		
6.	To consider and approve the appointment of Mr. Stanley Hui Hon-chung as an independent non-executive director of the Company.		
SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
7.	To authorise the Board of the Company 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 of the Company 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.		
8.	To consider and approve the resolution in relation to the grant of a general mandate to the Board of the Company to issue debt financing instruments.		

ORDINARY RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
9.	<p>To consider and approve the resolution concerning the entry into of the financial services agreement by the Company and China National Aviation Finance Co., Ltd. (“CNAF”), and the financial services agreement by CNAF and China National Aviation Holding Company (“CNAHC”), and their respective annual caps:</p> <p>(1) the financial services agreement dated 29 April 2015 entered into between the Company and CNAF in relation to the provisions of a range of financial services by CNAF to the Company and its subsidiaries (the “Group”), including the provision of deposit services as stipulated thereunder and the proposed maximum daily balance of deposits (including accrued interest) placed by the Group with CNAF being RMB12 billion, RMB14 billion and RMB15 billion for each of the three years ending 31 December 2015, 2016 and 2017, respectively; and</p> <p>(2) the financial services agreement dated 29 April 2015 entered into between CNAF and CNAHC in relation to the provisions of a range of financial services by CNAF to CNAHC, its subsidiaries and its associates (excluding the Group) (“CNAHC Group”), including the provision of loans and other credit services as stipulated thereunder and the proposed maximum daily balance of loans and other credit services (including accrued interest) granted by CNAF to the CNAHC Group being RMB8 billion, RMB9 billion and RMB10 billion for each of the three years ending 31 December 2015, 2016 and 2017, respectively.</p>		

Dated this _____ day of _____, 2015 Signature ^(Note 6) _____

Notes:

- 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the total number of shares registered in your name(s).
- 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.
- 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.
- 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.
- 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 (the “Closing Time”) (or any adjournment thereof).
- 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.
- ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- 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.
- 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.**
- IMPORTANT: If you have already lodged the Original Proxy Form with the Company’s H Share registrar, you should note that:**
 - 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.
 - 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.