



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: 753)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the announcement issued by the Company on 28 October 2008 in relation to, inter alia, the change in supervisor and to the announcement issued by the Company on 4 November 2008 in relation to the medium-term notes program.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Air China Limited (the “Company”) will be held at 10:30 a.m. on Monday, 22 December 2008 at The Conference Room, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, PRC for the following purposes:

1. To consider and approve the following resolution as an ordinary resolution:

“**THAT** the appointment of Mr. He Chaofan as a shareholder representative supervisor for the second session of the supervisory committee of the Company be and is hereby approved”;

2. To consider and approve the following resolution as special resolution:

“**THAT**

(a) a medium-term notes program of the Company (the “Program”) be and is hereby approved on the following terms:

(i) issuance of medium-term notes with a term of three or five years in the inter-bank bond market in the People’s Republic of China, which may be issued in tranches, with an aggregate amount not exceeding RMB6 billion;

(ii) the main use of proceeds from the Program is to adjust the debt structure of the Company and supplement its working capital;

(b) the Chairman of the Board, or an Executive Director or any person authorised by the Chairman of the Board of the Company be and is hereby authorised to deal with all matters in connection with the issuance of the medium-term notes, including but not limited to:

(i) determine the details of timing, amount, the number of tranches, interest rate, use of proceeds and all other matters relating to the reporting and issuance of the medium-term notes;

(ii) signing the necessary documents in connection with the Program, including but not limited to the document in relation to the issuance application, issuance prospectus, underwriting agreement and all announcements relating thereto;

- (iii) deal with the necessary procedural matters, including but not limited to the relevant registration matters; and
- (iv) to do all other acts or things and execute all other documents as may be necessary to give effect to the Program.”

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

Beijing, PRC, 5 November 2008

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

* *Independent non-executive Directors of the Company*

Notes:

1. Closure of register of members and eligibility for attending the EGM

Holders of H Shares of the Company are advised that the register of members of the Company will close from Saturday, 22 November 2008 to Monday, 22 December 2008 (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 EGM, 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 4:00 p.m. on Friday, 21 November 2008.

Shareholders of the Company whose names appear on the register of members of the Company at the close of business on Friday, 21 November 2008 are entitled to attend the EGM.

2. Notice of attendance

For holders of H Shares, if you intend to attend the EGM in person or by proxy, you are required to complete and return the notice of attendance to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, on or before 2 December 2008. 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 EGM. However, the failure to return the notice of attendance may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM 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 EGM.

3. Proxy

Every shareholder who has the right to attend and vote at the EGM 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 EGM.

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 EGM. 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 EGM is expected to last for one and a half (1.5) 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