



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 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 10:00 a.m. on Thursday, 28 October 2010 at The Conference Room, 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 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 continuing connected transactions between the Company and Cathay Pacific Airways Limited.		
2.	To consider and approve the proposal on the emolument of the directors of the third session of the board of the Company and the appointment of the directors of the third session of the board of the Company where:		
	(1) Mr. Kong Dong is appointed as a non-executive director;		
	(2) Ms. Wang Yinxiang is appointed as a non-executive director;		
	(3) Mr. Cao Jianxiong is appointed as a non-executive director;		
	(4) Mr. Sun Yude is appointed as a non-executive director;		
	(5) Mr. Christopher Dale Pratt is appointed as a non-executive director;		
	(6) Mr. Ian Sai Cheung Shiu is appointed as a non-executive director;		
	(7) Mr. Cai Jianjiang is appointed as an executive director;		
	(8) Mr. Fan Cheng is appointed as an executive director;		
	(9) Mr. Jia Kang is appointed as an independent non-executive director;		
	(10) Mr. Fu Yang is appointed as an independent non-executive director;		
	(11) Mr. Han Fangming is appointed as an independent non-executive director;		
	(12) Mr. Li Shuang is appointed as an independent non-executive director; and		
	(13) To consider and approve the proposal on the emolument of the directors of the third session of the board of the Company.		
3.	To consider and approve the proposal on the emolument of the supervisors of the third session of the supervisory committee of the Company and the appointment of the supervisors representing the shareholders of the third session of the supervisory committee of the Company where:		
	(1) Mr. Li Qingling is appointed as a supervisor representing the shareholders of the Company;		
	(2) Mr. Zhang Xueren is appointed as a supervisor representing the shareholders of the Company;		
	(3) Mr. He Chaofan is appointed as a supervisor representing the shareholders of the Company; and		
	(4) To consider and approve the proposal on the emolument of the supervisors of the third session of the supervisory committee of the Company.		
SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
4.	To consider and approve the Company's purchase of 20 Boeing 737-800 aircraft from Boeing Company; to consider and approve Shenzhen Airlines Limited (a subsidiary of the Company)'s purchase of 10 Airbus 320-series aircraft from Airbus Company; to consider and approve the Company's purchase of 15 Boeing 787-9 aircraft from Boeing Company; and to consider and approve the Company's purchase of 4 Boeing 777-300ER aircraft from Boeing Company.		

Dated this _____ day of _____, 2010

Signature ^(Note 6) _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this 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 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 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 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 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 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.