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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)

AMENDMENTS OF THE ARTICLES OF ASSOCIATION

Reference is made to (i) the announcement of Air China Limited (the “**Company**”) dated 12 March 2010 in relation to, inter alia, the specific mandates for issuances of new A Shares and new H Shares of the Company (the “**Issuances**”); (ii) the circular of the Company dated 15 March 2010 in relation to the Issuances (the “**Circular**”); (iii) the announcement of the Company dated 24 November 2010 in relation to the completion of the issuance of H Shares of the Company pursuant to the specific mandate; and (iv) the announcement of the Company dated 24 November 2010 in relation to the completion of the issuance of A Shares of the Company pursuant to the specific mandate. Terms used herein shall have the same meanings as ascribed to them in the Circular.

At the extraordinary general meeting of the Company on 29 April 2010, the Board, the chairman of the Board and persons delegated by the chairman of the Board were authorized by the Shareholders to amend the corresponding terms of the Articles of Association to reflect the increases in the registered capital of the Company as a result of the completion of the Issuances. As the Issuances were completed on 24 November 2010, the chairman of the Board has decided on 6 December 2010 that, in connection with the completion of the Issuances, certain provisions in the Articles of Association will be amended to reflect the completion of such Issuances.

The amendments to the Articles of Association are as follows:

1. The original sixth paragraph of Article 20 of the Articles of Association reads:

“The present share capital structure of the Company is as follows: the Company has a total of 12,251,362,273 ordinary shares in issue, of which 7,845,678,909 shares are held by holders of A Shares, representing 64.04% of the total ordinary shares of the Company in issue, and 4,405,683,364 shares are held by holders of H Shares, representing 35.96% of the total ordinary shares of the Company in issue.”

An additional provision shall be added as the sixth paragraph and the original sixth paragraph (now the seventh paragraph) of Article 20 is amended as follows:

“Upon the completion of the said additional issuance of H Shares, as approved by the approving authority authorised by the State Council, the Company has issued 483,592,400 new A Shares on a non-public issue basis and 157,000,000 new overseas-listed foreign shares (H Shares) to China National Aviation Corporation (Group) Limited, a shareholder of the Company, on a non-public issue basis in the year of 2010.”

“The present share capital structure of the Company is as follows: the Company has a total of 12,891,954,673 ordinary shares in issue, of which 8,329,271,309 shares are held by holders of A Shares, representing 64.61% of the total ordinary shares of the Company in issue, and 4,562,683,364 shares are held by holders of H Shares, representing 35.39% of the total ordinary shares of the Company in issue.”

2. The original Article 23 of the Articles of Association reads:

“The Company’s registered capital is RMB12,251,362,273.”

Article 23 is amended as:

“The Company’s registered capital is RMB12,891,954,673.”

The proposed amendments will become effective upon the approval of the relevant PRC government authorities.

By order of the Board
Air China Limited
Huang Bin Tam Shuit Mui
Joint Company Secretaries

Beijing, the PRC, 8 December 2010

As at the date of this announcement, the Directors of the Company are Mr. Kong Dong, Ms. Wang Yinxiang, Mr. Cao Jianxiong, Mr. Sun Yude, Mr. Christopher Dale Pratt, Mr. Ian Sai Cheung Shiu, Mr. Cai Jianjiang, Mr. Fan Cheng, Mr. Jia Kang, Mr. Fu Yang*, Mr. Han Fangming* and Mr. Li Shuang*.*

* *Independent non-executive Director of the Company*