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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)

**POLL RESULTS OF 2010 ANNUAL GENERAL MEETING  
AND  
PAYMENT OF THE FINAL DIVIDEND**

The board of directors of Air China Limited (the “**Company**”) is pleased to announce the results of the resolutions passed at the annual general meeting of the Company for the year ended 31 December 2010 held on 26 May 2011 (the “**AGM**”).

The Company’s shareholders approved the profit distribution proposal and declaration of a final dividend of RMB0.1182 per share (equivalent to HK\$0.1412 per share) (inclusive of applicable tax) for the year ended 31 December 2010. The final dividend will be paid on or around 15 June 2011.

**RESULTS OF THE AGM**

At the AGM of the Company, the total number of shares of the Company entitling the holders to attend and vote for or against the proposed resolutions at the AGM was 12,891,954,673. The total number of shares of the Company present at the AGM was 9,682,603,188 including shares represented by proxies. There were no restrictions on any shareholder’s ability to cast his/her votes on any of the following resolutions at the AGM. All resolutions were approved by shareholders and the voting details are as follows:

| ORDINARY RESOLUTIONS   | Votes of Shareholders       |         |
|--|-----------------------------|---------|
|  | For                         | Against |
| 1. To consider and approve the report of the board of directors (the “ <b>Board</b> ”) of the Company for the year 2010.   | 9,682,393,979<br>(99.9978%) | 120,200 |
| 2. To consider and approve the report of the supervisory committee of the Company for the year 2010.   | 9,682,393,979<br>(99.9978%) | 120,100 |
| 3. To consider and approve the audited consolidated financial statements of the Company for the year 2010 prepared under the PRC Accounting Standards and the International Financial Reporting Standards. | 9,682,391,979<br>(99.9978%) | 120,100 |

| ORDINARY RESOLUTIONS  | Votes of Shareholders       |             |
|---|-----------------------------|-------------|
|   | For                         | Against     |
| 4. To consider and approve the profit distribution proposal and the dividends distribution proposal for the year 2010 as recommended by the Board and to authorise the Board to implement such proposals.   | 9,682,470,179<br>(99.9986%) | 120,100     |
| 5. To consider and approve the proposed appointment of Mr. Yang Yuzhong as a new independent non-executive director of the Company as recommended by the Board.   | 9,678,297,068<br>(99.9555%) | 120,111     |
| 6. To consider and approve the proposed emoluments of independent non-executive directors of the Company as recommended by the Board.   | 9,678,760,179<br>(99.9603%) | 150,100     |
| 7. 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 2011 and to authorise the Board of the Company to determine their remunerations for the year 2011.   | 9,682,532,579<br>(99.9993%) | 70,500      |
| As more than 50% of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.   |                             |             |
| SPECIAL RESOLUTIONS   | Votes of Shareholders       |             |
|   | For                         | Against     |
| 8. 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. | 9,441,271,181<br>(97.5076%) | 241,331,907 |
| 9. 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 granted in Resolution 8 above.   | 9,677,655,028<br>(99.9489%) | 4,874,051   |
| 10. To approve the resumption of the first issue of the stock appreciation rights programme of the Company and related matters.   | 9,424,286,986<br>(97.3322%) | 255,313,193 |
| As more than two-thirds of the votes were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.   |                             |             |

Grant Thornton was the scrutineer for the vote-taking at the AGM.

## PAYMENT OF THE FINAL DIVIDEND

The Board wishes to inform shareholders that details of the payment of the final dividend are as follows:

The Company will pay a final dividend of RMB0.1182 per share (equivalent to HK\$0.1412 per share) (inclusive of applicable tax) for the year ended 31 December 2010. The final dividends will be paid to shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 26 May 2011. Dividends payable to the Company's shareholders shall be denominated and declared in Renminbi. Dividends payable to the holders of A shares shall be paid in Renminbi while dividends payable to the holders of H shares shall be paid in Hong Kong dollars. The amount of Hong Kong dollars payable shall be calculated on the basis of the mean of the middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the calendar week prior to the declaration of the final dividends at the AGM (RMB0.836844 equivalent to HK\$1.00).

Reference is made to the announcement "Notice of Annual General Meeting" of the Company dated 11 April 2011. In accordance with the Enterprise Income Tax Law of the People's Republic of China and the Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China, both implemented in 2008, with effect from 1 January 2008, the Company shall be obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise shareholders with a tax rate of 10% when the Company distributes any dividends to non-resident enterprise shareholders whose names appear on the register of members of H shares of the Company. As such, any H shares of the Company which are not registered in the name(s) of individual(s) (which, for this purpose, includes shares registered in the name of HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups) shall be deemed to be H shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Non-resident enterprise shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements such as tax agreements (arrangements) upon receipt of any dividends. Shareholders are recommended to consult their taxation advisors regarding the owning and disposing of H shares of the Company in the PRC and in Hong Kong and other tax effects.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent the final dividends declared for payment to holders of H shares. The Receiving Agent will pay the final dividends on or around 15 June 2011. Relevant cheques will be dispatched on the same day to holders of H shares entitled to receive such dividends by ordinary post and at their own risk.

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

Beijing, the PRC, 26 May 2011

*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. Fu Yang\*, Mr. Li Shuang\*, Mr. Han Fangming\* and Mr. Yang Yuzhong\*.*

\* *Independent non-executive Director of the Company*