



# 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 revised form of proxy relates <sup>(Note 1)</sup> \_\_\_\_\_

I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_

H Shares in the share capital of Air China Limited (the “Company”) **HEREBY APPOINT** <sup>(Note 4)</sup> \_\_\_\_\_ the chairman of the meeting and/or <sup>(Note 4)</sup> \_\_\_\_\_

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 2:00 p.m. on Friday, 27 October 2017 at The Conference Room C313, No. 30, Tianzhu Road, Airport Industrial Zone, Shunyi 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 (“Notice”) and the supplemental notice (“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 <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the emoluments of the directors of the fifth session of the board of directors of the Company (the “Board”):  The emoluments of Mr. Stanley Hui Hon-chung and Mr. Li Dajin be RMB150,000 per person per year, the emoluments of Mr. Wang Xiaokang and Mr. Liu Deheng be determined pursuant to relevant policies as prescribed by the The State-owned Assets Supervision and Administration Commission of the State Council and the other proposed directors of the Company will not receive any emoluments for serving as a director of the Company.			
2.	To consider and approve that the supervisors of the fifth session of the supervisory committee of the Company (the “Supervisory Committee”) will not receive any emoluments from the Company.			
SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
3.	To consider and approve the proposed amendments to the articles of association of the Company as set out in Appendix III of the circular despatched by the Company on 7 September 2017.			
4.	To consider and approve the proposed amendments to the Rules and Procedure of Shareholders' Meetings of the Company as set out in Appendix IV of the circular despatched by the Company on 7 September 2017.			
5.	To consider and approve the proposed amendments to the Rules and Procedure of Meetings of the Board of Directors of the Company as set out in Appendix V of the circular despatched by the Company on 7 September 2017.			

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
6.	To consider and approve the renewal of the trademark licence framework agreement dated 28 October 2014 entered into between the Company and China National Aviation Holding Company (the “CNAHC”) for a term of three years from 1 January 2018 to 31 December 2020.			
7.	To consider and approve the entry into of the financial services framework agreement dated 30 August 2017 between the Company and China National Aviation Finance Co., Ltd. (the “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 interests) placed by the Group with CNAF, being RMB12 billion, RMB14 billion and RMB15 billion for each of the three years ending 31 December 2018, 2019 and 2020, respectively.			
8.	To consider and approve the entry into of the financial services framework agreement dated 30 August 2017 between CNAF and CNAHC in relation to the provisions of a range of financial services by CNAF to CNAHC, its subsidiaries and their associates, companies falling within the definition of commonly held entity under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as any other CNAHC member company which, in accordance with the listing rules of the places where the shares of the Company are listed as in force and as amended from time to time, is a connected person or related party of the Company (excluding the Group) (the “CNAHC Group”), including the provision of loans, finance lease and other credit services (the “Credit Services”) as stipulated thereunder and the proposed maximum daily balance of Credit Services (including accrued interests) provided by CNAF to the CNAHC Group, being RMB8 billion, RMB9 billion and RMB10 billion for each of the three years ending 31 December 2018, 2019 and 2020, respectively.			
ORDINARY RESOLUTIONS (By cumulative voting method)		FOR <sup>(Note 11)</sup>	AGAINST <sup>(Note 11)</sup>	ABSTAIN <sup>(Note 11)</sup>
9.00.	To consider and approve the election of the non-independent directors of the fifth session of the Board:			
9.01	to consider and approve the election of Mr. Cai Jianjiang as a non-executive director of the fifth session of the Board;			
9.02	to consider and approve the election of Mr. Song Zhiyong as an executive director of the fifth session of the Board;			
9.03	to consider and approve the election of Mr. John Robert Slosar as a non-executive director of the fifth session of the Board.			
10.00.	To consider and approve the election of independent non-executive directors of the fifth session of the Board:			
10.01	to consider and approve the election of Mr. Wang Xiaokang as an independent non-executive director of the fifth session of the Board;			
10.02	to consider and approve the election of Mr. Liu Deheng as an independent non-executive director of the fifth session of the Board;			
10.03	to consider and approve the election of Mr. Stanley Hui Hon-chung as an independent non-executive director of the fifth session of the Board;			
10.04	to consider and approve the election of Mr. Li Dajin as an independent non-executive director of the fifth session of the Board.			
11.00.	To consider and approve the election of the supervisors of the fifth session of the Supervisory Committee:			
11.01	to consider and approve the election of Mr. Wang Zhengang as a shareholder representative supervisor of the fifth session of the Supervisory Committee;			
11.02	to consider and approve the election of Mr. He Chaofan as a shareholder representative supervisor of the fifth session of the Supervisory Committee.			
SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
12.	To consider and approve the proposed expansion of the scope of business of the Company and the corresponding amendment to the articles of association of the Company.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature<sup>(Note 6)</sup> \_\_\_\_\_

*Notes:*

1. 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).
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". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN"**. 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 three boxes for the same resolution cannot exceed the number of Shares stated above as held by you. The shares abstained will be counted in the calculation of the required majority.
6. 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.
7. 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 (or any adjournment thereof (the "Closing Time")).
8. 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.
9. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALLED 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.
11. "Cumulative voting" will be used in respect of Resolutions no. 9.00, no. 10.00 and no. 11.00 whereas other Resolutions will be voted by normal voting.

In "cumulative voting" for every share held by a shareholder who participates in the voting, the shareholder will have the same number of voting rights which equals the number of directors/supervisors to be elected. Such shareholder may cast all his votes on one single candidate or different candidates separately. Cumulative voting will be used in carrying out the voting and the counting of voting results in respect of Resolutions no. 9.00, no. 10.00 and no. 11.00.

Set out below is an example illustrating the voting method using cumulative voting in respect of Resolution no. 9.00. Please fill in your intention of voting in accordance with the following instructions:

- (i) In relation to Resolution no. 9.00, for every share held by you, you will have the same number of voting rights which equals the number of directors to be elected. For example, if you are holding 1 million shares and three directors are to be elected at the Meeting, the aggregate number of votes which you will have will be 3 million (i.e. 1 million shares x 3 = 3 million voting shares) for Resolution no. 9.00.
- (ii) You may cast on every candidate such votes which represent the same number of shares held by you; or cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate. If you wish to cast equal number of votes to each candidate for director, please tick in the boxes marked "FOR", "AGAINST" or "ABSTAIN" as appropriate. Otherwise, please specify the number of votes cast for each of the three candidates for director in the boxes marked "FOR", "AGAINST" or "ABSTAIN". For example, if you are holding 1 million shares, the number of your votes regarding Resolution no. 9.00 is 3 million. You may choose to cast the 3 million votes equally among the three candidates (FOR, AGAINST or ABSTAIN); or to cast all your 3 million votes on one candidate (FOR, AGAINST or ABSTAIN); or cast 1.5 million votes to candidate A for director (FOR, AGAINST or ABSTAIN), 0.5 million votes to candidate B for director (FOR, AGAINST or ABSTAIN), and cast 1.0 million votes to candidate C for director (FOR, AGAINST or ABSTAIN), etc.
- (iii) Where the total number of votes cast by a shareholder for one or several of the candidate(s) of directors is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidate(s) of directors by a shareholder is less than the number of votes carried by the total number of shares held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder.
12. **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.**
13. **IMPORTANT: If you have already lodged the Original Proxy Form with the Company's H Share registrar, you should note that:**
  - (i) 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.
  - (ii) 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.