



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)

FORM OF PROXY FOR ANNUAL 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/A Shares
(please delete as appropriate) 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 annual general meeting (or at any adjournment thereof) of the Company to be held at 9:30 a.m. on 30 May 2008 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 6)	AGAINST ^(Note 6)
1.	To consider and approve the report of the Board of Directors of the Company for the year 2007.		
2.	To consider and approve the report of the Supervisory Committee of the Company for the year 2007.		
3.	To consider and approve the audited consolidated financial statements of the Company for the year 2007.		
4.	To consider and approve the profit distribution proposal and the dividends distribution proposal for the year 2007 as recommended by the Board of Directors of the Company and to authorize the management of the Company to implement such proposals.		
5.	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 2008 and to authorise the Board of Directors to determine their remunerations.		
6.	To consider and approve the report on the use of proceeds from the previous issue of A shares by the Company.		

SPECIAL RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)
7A.	To authorise the Board of Directors 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 in issue at the date of passing this resolution.		
7B.	To authorise the Board of Directors 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 above general mandate.		
7C.	To approve the proposed amendment of the Articles of Association of the Company in respect of the number of the Directors of the Board.		
7D.	To approve the proposed amendment of the Articles of Association of the Company in respect of the share capital structure of the Company.		

Dated this _____ day of _____, 2008 Signature ^(Note 7) _____

- Notes:
- 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).
 - Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 - Please insert the total number of shares registered in your name(s).
 - 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.
 - If you appoint more than one proxy, the voting rights may only be exercised by way of poll.
 - 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. On a show of hands, a member is entitled to one vote. On a poll, 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. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with the larger number or, in case of an equal number in both boxes, the voting proxy will cast his vote at his discretion.
 - 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.
 - 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, Room 1806-1807, 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). For holders of A Shares, the above documents must be delivered to the Secretariat of the Board of Directors of the Company within the same period.
 - A Shareholder who has not lodged the First Proxy Form in accordance with the instructions printed thereon is requested to lodge this new proxy form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
 - A Shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
 - if this new proxy form is not lodged in accordance with the instructions printed thereon, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him or her;
 - if this new proxy form is lodged in accordance with the instructions printed thereon, this new proxy form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him or her;
 - if this new proxy form is lodged after the closing time set out in the notice of AGM, this new proxy form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or this new proxy form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge this new proxy form after the specified closing time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.
 - 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.
 - ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
 - 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.