



中航興業有限公司

CHINA NATIONAL AVIATION COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 1110)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China National Aviation Company Limited will be held at Tianshan – Lushan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 15 December 2006 at 11:30 a.m. (or so soon thereafter as the Meeting of the holders of the ordinary shares of HK\$0.10 each in the capital of the Company other than Air China Limited convened by direction of the High Court of the Hong Kong Special Administrative Region for the same place and date shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“THAT:

- (a) the Scheme of Arrangement dated 16 November 2006 (the “Scheme”) between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print which has been produced to this Meeting and for the purpose of identification signed by the Chairman of this Meeting, with any modification thereof or addition thereto or condition approved or imposed by the High Court of the Hong Kong Special Administrative Region, be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
 - (i) the authorized and issued capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) subject to and forthwith upon such reduction of capital taking effect, the authorized capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of HK\$0.10 each in the capital of the Company as is equal to the number of the Scheme Shares cancelled; and
 - (iii) the Company shall apply the credit arising in its books of account as a result of such reduction of capital in paying up in full at par the new ordinary shares of HK\$0.10 each in the capital of the Company to be created as aforesaid, which new shares shall be allotted and issued, credited as fully paid, to Air China Limited or such other party as Air China Limited may direct, and the directors of the Company be and are hereby unconditionally authorized to allot and issue the same accordingly.”

By Order of the Board
China National Aviation Company Limited
Li Man Kit
Company Secretary

Hong Kong, 16 November 2006

Registered Office:

5th Floor
CNAC House
12 Tung Fai Road
Hong Kong International Airport
Lantau
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company, but must attend the Meeting in person to represent him.
- (2) A white form of proxy for use at the Meeting is enclosed with this Notice.
- (3) In order to be valid, the white form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- (4) Completion and return of the white form of proxy will not preclude a member from attending and voting in person at the Meeting if he so wishes. If such member attends the Meeting, however, his white form of proxy will be deemed to have been revoked.
- (5) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote or votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.

As at the date of this announcement, the board of directors of CNAC comprises Kong Dong, Chuang Shih Ping, Zhang Xianlin, Zhao Xiaohang, Tsang Hing Kwong, Thomas, Gu Tiefei as executive directors, Lok Kung Nam, Hu Hung Lick, Henry, Ho Tsu Kwok, Charles, Li Kwok Heem, John, Chan Ching Har, Eliza as independent non-executive directors.