

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 2290 OF 2006**

**In the Matter
Of
CHINA NATIONAL AVIATION COMPANY LIMITED
(中航興業有限公司)**

**and
In the Matter
Of
the COMPANIES ORDINANCE
Chapter 32 of the Laws of the Hong Kong Special Administrative Region**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an Order dated 14 November 2006 made in the above matters, the Court has directed a Meeting to be convened of the holders of the ordinary shares of HK\$0.10 each in the capital of the above-named China National Aviation Company Limited (中航興業有限公司) other than those shares held and registered in the name of Air China Limited for the purpose of considering and, if thought fit, approving (with or without modification) a Scheme of Arrangement proposed to be made between the Company and the aforementioned holders of the ordinary shares of HK\$0.10 each and that such Meeting 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 11:00 a.m. at which place and time all such holders of ordinary shares of HK\$0.10 each in the capital of the Company are requested to attend.

Any person entitled to attend the Meeting can obtain a copy of the printed composite document containing the Scheme of Arrangement and an Explanatory Statement required to be furnished pursuant to Section 166A of the above-mentioned Ordinance, together with a form of proxy, during business hours on any day prior to the day appointed for the Meeting (other than a Saturday afternoon, a Sunday or a public holiday) at the registered office of the Company at 5th Floor, CNAC House, 12 Tung Fai Road, Hong Kong International Airport, Lantau, Hong Kong and at the offices of the Company's solicitors mentioned below.

The above-mentioned holders of the ordinary shares of HK\$0.10 each in the capital of the Company may vote in person at the Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead.

It is requested that forms appointing proxies be lodged 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 appointed for the Meeting, but if forms are not so lodged they may be handed to the Chairman of the Meeting at the Meeting.

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(s) of the other joint holder(s) 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.

For the purpose of determining the entitlement to attend and vote at the Meeting, all properly executed instruments of transfer, together with the relevant share certificates, must be lodged with the share registrar of the Company not later than 4:00 p.m. on Tuesday, 12 December 2006.

By the same Order, the Court has appointed Li Kwok Heem, John or, failing him, Lok Kung Nam or, failing him, Chan Ching Har, Eliza to act as Chairman of the Meeting and has directed the Chairman to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent approval of the Court.

Dated 16 November 2006

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Solicitors for China National Aviation Company Limited

“Please also refer to the published version of this announcement in South China Morning Post.”