

Unless the context otherwise requires, terms used in this form have the same meanings as defined in the joint announcement dated 21 June 2006 issued by Air China Limited and China National Aviation Company Limited (the "Announcement").
除文義另有所指外，本表格內的用語，與Air China Limited及China National Aviation Company Limited於二零零六年六月二十一日刊發的聯合公佈（「公佈」）內對該等用語所作的定義，具有相同涵義。



中航興業有限公司

CHINA NATIONAL AVIATION COMPANY LIMITED

(Incorporated under the Companies Ordinance of Hong Kong with limited liability)
(根據香港公司條例註冊成立之有限公司)

(Stock Code : 1110)
(股份代號 : 1110)

FORM OF ACCEPTANCE OF OUTSTANDING OPTIONS RELATING TO SHARES IN THE SHARE CAPITAL OF CHINA NATIONAL AVIATION COMPANY LIMITED (THE "COMPANY") 有關接納CHINA NATIONAL AVIATION COMPANY LIMITED（「本公司」）股本中未行使購股權的表格

To be completed in all respects 每項均須填寫

To:
致：
Air China Limited

Registered office:
9th Floor, Blue Sky Mansion
28 Tianzhu Road
Zone A
Tianzhu Airport Industrial Zone
Shunyi District
Beijing
China
註冊辦事處：
中國
北京市
順義區
天竺空港工業區A區
天柱路28號
藍天大廈9層

Principal place of business
in Hong Kong:
5th Floor, CNAC House
12 Tung Fai Road
Hong Kong International Airport
Hong Kong

香港主要營業地點：
香港
香港國際機場
東輝路12號
中航大廈5樓

Insert the total number of Outstanding Options for which the Option Proposal is accepted. If no number is inserted or a number in excess of your Options is inserted, you will be deemed to have foregone the Option Proposal in respect of all your Options.
請填上接納購股權建議的未行使購股權總數。如無詳列數目或所填上的數目乃超過閣下持有的購股權，則閣下將被視作就名下全部購股權放棄購股權建議論。

FOR THE CONSIDERATION stated below the "Optionholder" named below hereby agrees to allow his right to exercise the number of Outstanding Options, each entitling the holder to subscribe for one new share of HK\$0.10 each in the share capital of the Company, specified below, to lapse on the Option Exercise Date subject to the terms and conditions contained herein and in the accompanying letter to the Optionholders from Air China Limited. 下述的「購股權持有人」現同意按下列代價，行使其權利將以下註明賦予各持有人權利認購本公司股本中一股每股面值0.10港元的新股份的未行使購股權數目（將於購股權行使日期到期）予以行使，惟須受本表格及隨附的由中國國際航空股份有限公司出具的致購股權持有人函件所載的條款及條件限制。

ACCEPT THE OPTION PROPOSAL 接納購股權建議 Number of Outstanding Options 未行使購股權數目	FIGURES 數目	WORDS 大寫
Details of Optionholder 購股權持有人資料	Surname(s) 姓氏	Other Name(s) 名字
	Registered address 登記地址	
	Telephone Number 電話號碼	
	CONSIDERATION 代價	
	HK\$1.66 in cash for each Outstanding Option 每份尚未行使購股權現金1.66港元	

SIGNED by the Optionholder, this _____ day of _____, 2006/7. 購股權持有人簽署日期：2006/7年_____月_____日

Signed by the Optionholder in the presence of:
購股權持有人在下列見證人見證下簽署：
SIGNATURE OF WITNESS
見證人簽署

Witness' Name 見證人姓名

Witness' Address 見證人地址

Witness' Occupation 見證人職業

Signature(s) of Optionholder
購股權持有人簽署

OPTIONHOLDER
MUST SIGN
HERE (all
joint holders
must sign)
購股權持有人
須於本欄個別簽
署（所有聯名持
有人均須簽署）

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this form or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

本表格乃重要文件，請即處理。閣下如對本表格任何方面或應採取的行動有任何疑問，應諮詢持牌證券商、銀行經理、律師、專業會計師或其他專業顧問。

This form should be read in conjunction with the Scheme Document and the Announcement.

本表格須與計劃文件及公佈一併閱讀。

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this form, which forms part of the letter to Optionholders from Air China, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this form.

香港聯合交易所有限公司對本表格(本表格為中國國航致購股權持有人函件的一部分)的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就本表格全部或任何部分內容或產生或因倚賴該等內容而引致的任何損失承擔任何責任。

HOW TO COMPLETE THIS FORM

填寫本表格的方法

Optionholders are advised to read the Scheme Document, the letter to the Optionholders from Air China and the Announcement before completing this form. To accept the Option Proposal for your agreement to allow your right to exercise your Outstanding Options to lapse on the Option Exercise Date at a cash consideration of HK\$1.66 per Outstanding Option (the "Offer"), you should complete and sign the form of acceptance overleaf and forward this entire form, together with the relevant letter or other document evidencing the grant of your Outstanding Options to you and/or any other documents(s) of title or entitlement (and/or satisfactory indemnity or indemnities required in respect thereof), for the whole of your Outstanding Options or, if applicable, for not less than the number of Outstanding Options in respect of which you propose to accept the Offer, by post or by hand, marked "Option Proposal" to Air China, at 9th Floor, Blue Sky Mansion, 28 Tianzhu Road, Zone A, Tianzhu Airport Industrial Zone, Shunyi District, Beijing, China or 5th Floor, CNAC House, 12 Tung Fai Road, Hong Kong International Airport, Hong Kong, as soon as possible, but in any event to reach Air China by no later than 4:00 p.m. on 24 January 2007 or such later time and/or date as Air China and CNAC shall determine and announce. The accompanying letter to Optionholders is incorporated into and forms part of this form.

務請購股權持有人細閱計劃文件、中國國航致購股權持有人函件及公佈，然後才填寫本表格。閣下如欲接納徵求，閣下同意按現金代價每份未行使購股權1.66港元行使權利將。閣下將於購股權行使日期到期之未行使購股權予以行使之購股權建議(「收購建議」)，應填妥及簽署背頁的接納表格，然後將本表格整份連同有關閣下的全部未行使購股權或(如適用)不少於閣下擬接納收購建議的未行使購股權數目的有關證明函件或證明獲授予未行使購股權的其他文件及/或任何其他所有權文件或權利文件(及/或其所需的適當賠償保證)放入信封面註明「購股權建議」字樣的信封內，盡快寄抵或送達中國國航，地址為中國北京市順義區天竺空港工業區A區天柱路28號藍天大廈9層或香港香港國際機場東輝路12號中航大廈5樓，惟無論如何最遲須於二零零七年一月二十四日下午四時正前或由中國國航及中航興業決定及公佈的其他較後時間及/或日期送達中國國航。隨附的購股權持有人函件收錄於本表格內並構成本表格的一部分。

PERSONAL DATA

Personal information collection statement

The main provisions of the Personal Data (Privacy) Ordinance (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This Personal Information Collection Statement informs Optionholders, as the data subject, of the policies and practices of Air China and/or Most Known Investments (as defined in the Scheme Document) in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

From time to time it is necessary for Optionholders to supply their latest correct personal data to Air China and/or Most Known Investments in relation to the Offer for the Outstanding Options.

Failure to supply the requested data may result in delay or inability of Air China and/or Most Known Investments to comply with the Offer terms. It is important that Optionholders must inform Air China and/or Most Known Investments immediately of any inaccuracies in the data supplied.

2. Purpose

Your personal data may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and verification of compliance with the terms and application procedures set out in this form and the Scheme Document and the Announcement;
- conducting or assisting to conduct signature verifications, any verification or exchange of information;
- establishing benefit entitlements of the Optionholders;
- distributing communications from Air China and/or Most Known Investments;
- making disclosure as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable Air China and/or Most Known Investments to discharge their obligations to Optionholders and/or regulators and any other purposes to which Optionholders may from time to time agree.

3. Transfer of personal data

Personal data held by Air China or its nominee relating to you will be kept confidential but Air China and/or Most Known Investments may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) your personal data to, from or with any and all of the following persons and entities:

- Air China and/or Most Known Investments and CNAC or any of their appointed agents such as financial advisers, receiving bankers and registrars;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to Air China and/or Most Known Investments in connection with the operation of their business;
- the Stock Exchange, the SFC and any other regulatory or government bodies; and
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants or stockbrokers, etc.

By signing this form, you agree to all of the above.

4. Access to and correction of personal data

The Ordinance provides Optionholders with rights to ascertain whether Air China and/or Most Known Investments holds their personal data, to obtain a copy of such data, and to correct any personal data that is inaccurate.

In accordance with the Ordinance, Air China and/or Most Known Investments has the right to charge a reasonable fee for the processing of any data access requests. All requests for access to or correction of personal data or for information regarding policies and practices and kinds of data held should be addressed to Air China and/or Most Known Investments.

By signing this form, you agree to all of the above.

個人資料

個人資料收集聲明

個人資料(私隱)條例(「條例」)中的主要條文已於一九九六年十二月二十日在香港生效，此份個人資料收集聲明是向各購股權持有人(資料所涉者)說明中國國航及/或Most Known Investments(定義見計劃文件)就個人資料及條例而制訂的政策及實際應用條文。

1. 收集 閣下個人資料的原因

各購股權持有人須不時向中國國航及/或Most Known Investments就未行使購股權的收購建議提供最新準確個人資料。

若未能提供所需資料，會導致中國國航及/或Most Known Investments遵從收購建議的條款時受到延誤或無法進行。各購股權持有人所提供的資料如有任何不正確，必須即時知會中國國航及/或Most Known Investments。

2. 資料用途

閣下的個人資料可被採用及以任何方式持有及/或保存，以作下列用途：

- 處理 閣下的認購申請及核實是否遵守本表格及計劃文件及公佈所列的條款及申請手續；
- 核對或協助核對簽名或作任何核對或交換資料；
- 確立購股權持有人的利益配額；
- 派發中國國航及/或Most Known Investments通訊；
- 遵照法例、規則或規例的要求作出披露(不論是否法定)；
- 披露有關資料以便作權利索償；及
- 與上述有關的任何其他附帶或相關目的及/或令中國國航及/或Most Known Investments履行彼等對各購股權持有人及/或監管機構的責任及各購股權持有人不時同意的任何其他目的。

3. 向他人提供個人資料

中國國航及/或Most Known Investments會把 閣下的個人資料保密，但中國國航及/或Most Known Investments可能會作出彼等認為必要的查詢以確定個人資料的準確性，以便資料可用作上述任何用途，尤其可能會將 閣下的個人資料向或自下列任何或所有人士及實體披露、獲取或提供有關資料(不論在香港或外地)：

- 中國國航及/或Most Known Investments或中航興業或其委任的任何代理人，例如財務顧問、收款銀行及過戶登記處；
- 任何向中國國航及/或Most Known Investments提供與其業務運作有關的行政、電訊、電腦、付款或其他服務的代理人、承包商或第三者服務供應商；
- 聯交所、證監會及任何其他監管或政府機關；及
- 與 閣下有業務往來或擬有業務往來的任何其他人士或機構，例如銀行、律師、會計師或股票經紀等。

簽署本表格後，即表示 閣下同意上述各項。

4. 查閱及更正個人資料

條例賦予各購股權持有人權利審查中國國航及/或Most Known Investments是否持有其個人資料，並有權索取資料副本及更正任何不正確的個人資料。

依據條例，中國國航及/或Most Known Investments有權就處理任何查閱資料的要求收取合理費用。所有關於查閱或更正個人資料或關於資料政策及實際應用及資料類別的要求，應向中國國航及/或Most Known Investments提出。

簽署本表格後，即表示 閣下同意上述各項。