

 **NYSE Regulation**
Foreign Private Issuer
Section 303A
Annual Written Affirmation

China Southern Airlines Company Limited (ZNH) (the "Company") has checked the appropriate box:

The Company hereby affirms the following to the New York Stock Exchange ("NYSE") without qualification:

or

Subject to any noncompliance that is specifically described on Exhibit A¹ to this Annual Written Affirmation, the Company hereby affirms the following to the NYSE:²

A. Audit Committee (Section 303A.06³)

The Company has an audit committee meeting the requirements of Securities Exchange Act Rule 10A-3 ("Rule 10A-3") or the Company is exempt therefrom. To the extent the Company is relying on an exemption provided under Rule 10A-3, a specific, brief description of the basis for such reliance and a citation to the relevant portion of Rule 10A-3 is provided on Exhibit B.

To the extent that the Company has an audit committee, each member satisfies the independence requirements set out in Rule 10A-3. To the extent the Company is relying on an exemption from Rule 10A-3 with respect to any individual member of the audit committee, a specific, brief description of the basis for such reliance and a citation to the relevant portion of Rule 10A-3 is provided on Exhibit B.

Attached on Exhibit C is a list of those individuals who currently comprise the full membership of the audit committee of the board of directors. With respect to each member of the audit committee who is also a director of the Company, the Company has also provided on Exhibit C a brief biography, including disclosure regarding share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company, as applicable. If any or all such biographical information is available through an EDGAR filing,

¹ The Company must provide detailed disclosure on Exhibit A noting which standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance. To the extent that this Annual Written Affirmation has been signed by the Company's CEO, the Company need not also submit a notice of noncompliance as required by Section 303A.12(b).

² If the Company is unable to execute this Annual Written Affirmation without qualification, it must check this box.

³ Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

the Company can specify the location of such disclosure on Exhibit C in lieu of restating the information.

B. Statement of Significant Differences (Section 303A.11)

The Company has provided the statement of significant corporate governance differences required by Section 303A.11. The location of such disclosure has been provided on Exhibit B.

Certification

This Affirmation is signed by a duly authorized officer of, and on behalf of

China Southern Airlines Company Limited (ZNH)

(Name of Company)

By: _____

Print Name: Si Xian Min

Title: Chairman of the Board of Directors

Date: July 20, 2009

There is no specified form for Exhibit A or Exhibit C. The form of Exhibit B is specified and is available on www.nyse.com.

The completed form may be sent, faxed or emailed to:

Corporate Governance Department
NYSE Regulation, Inc.
20 Broad Street, 13th Floor
New York, NY 10005
Telephone: 212-656-4542

Fax: 212-656-5780

Email: corporategovernanceintl@nyse.com

Note: THE NYSE WILL NOT ACCEPT IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED. If you have any questions regarding applicability to your Company's circumstances, please call the Corporate Governance Department prior to submission.

**Exhibits to
Foreign Private Issuer
Section 303A Written Affirmation**

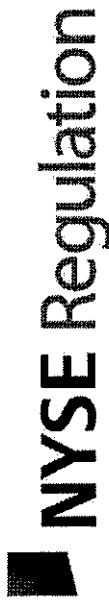
China Southern Airlines Company Limited (ZNH)

Exhibit C - Audit Committee (Section 303A.06)

Following is the list of those individuals who currently comprise the full membership of the audit committee of the board of directors.

The members who are deemed independent are marked with an asterisk (*)

Audit committee member	Exemption(s)
Gong Hua Zhang*	No Exemption taken
Sui Guang Jun*	No Exemption taken
Wang Zhi*	No Exemption taken



**Exhibit B to
Foreign Private Issuer
Section 303A Annual Written Affirmation**

Company name and ticker symbol: China Southern Airlines Company Limited (ZNH)			
1	2	3	4
Section 303A.06 Audit Committee Requirements	Applicable Exemption	Securities Exchange Act Rule 10A-3 ("Rule 10A-3") Disclosure	Location of Disclosure Name of document/page number where disclosure is located, if applicable
<p>Disclose in column (2) whether the Company or any individual member of the Company's audit committee is relying on an exemption provided by Rule 10A-3 and provide a specific, brief description of the basis for such reliance and reference to the provision of Rule 10A-3 being relied upon. In addition, if an individual member of the Company's audit committee is relying on an exemption from Rule 10A-3, provide the name of that individual.</p> <p>For ease of reference, a brief description of the available Rule 10A-3 exemptions is provided on page 3.</p>	Not Applicable	<p>Rule 10A-3(d) requires the Company to disclose its reliance on certain exemptions provided by Rule 10A-3 (for convenience, an indication of whether or not disclosure is required is provided on page 3), as well as to provide an assessment of the impact of such reliance, in the Company's Form 10-K, 20-F or 40-F filed with the U.S. Securities and Exchange Commission. If the Company is relying on one of these exemptions, provide a specific reference to the location of such disclosure in column (4).</p>	Not Applicable

1	2	3	4
Section 303A.11 Significant Corporate Governance Differences	Method of Disclosure	Required Location of Disclosure	Location of Disclosure URL of Company website and link to specific web page OR Name of document/page number where disclosure is located
<p>Disclose in column (2) the method by which the Company has disclosed the significant ways in which its corporate governance practices differ from those required by domestic companies under NYSE standards.</p>	<p>Website</p>	<p>Provide the location of the required Section 303A.11 disclosure in column (4).</p>	<p>http://www.csair.com/en/investor/other/CSAFORM20_F_2008.pdf</p>

Available exemptions under Rule 10A-3 for a foreign private issuer:

Rule 10A-3(b)(1)(iv)(A) - This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.

Rule 10A-3(b)(1)(iv)(B) - This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

Rule 10A-3(b)(1)(iv)(C) - This provision provides an exemption to allow an employee who is not an executive officer to serve on the audit committee if elected/named to the board or the audit committee pursuant to the listed company's governing law or documents, an employee collective bargaining agreement or other similar agreement or other home country legal or listing requirements.

Rule 10A-3(b)(1)(iv)(D) - This provision provides an exemption to allow a director who is an affiliate of or a representative of an affiliate of the listed company to be a member of the audit committee to the extent that the director is not a voting member or chairperson of the audit committee and to the extent that neither the director nor the affiliate the director represents is an executive officer of the company.

Rule 10A-3(b)(1)(iv)(E) - This provision provides an exemption for a director who is the representative or designee of a foreign government or foreign governmental entity that is an affiliate of the company to the extent the director is not an executive officer of the company.

Rule 10A-3(c)(1) - This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

The above summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of SEC rules.

Rule 10A-3(c)(2) – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

Rule 10A-3(c)(3) – This provision provides a general exemption from the requirement to have an audit committee for a company that meets the following requirements:

- The company has a board of auditors (or similar body) or has statutory auditors, established and selected pursuant to home country legal or listing provisions.
- The board or body, or statutory auditors, is required by home country legal or listing requirements to be either: (A) separate from the board of directors; or (B) composed of one or more members of the board of directors and one or more members that are not also members of the board of directors.
- The board or body, or statutory auditors, are not elected by management of the company and no executive officer of the company is a member of such board or body.
- Home country legal or listing provisions set forth or provide for standards for the independence of such board or body, or statutory auditors, from the company or its management.
- Such board or body, or statutory auditors, in accordance with any applicable home country legal or listing requirements or the company's governing documents, are responsible, to the extent permitted by law, for the appointment, retention and oversight of the work of any public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company.
- The audit committee requirements of paragraphs 10A-3(b)(3) (Complaint procedures), 10A-3(b)(4) (Authority to engage advisors) and 10A-3(b)(5) (Funding) apply to the extent permitted by law.

The above summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of SEC rules.