



# 中国南方航空股份有限公司 CHINA SOUTHERN AIRLINES COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1055)

## **Announcement of the Resolution Passed at the First A Shares Class Meeting for the Year 2008 of China Southern Airlines Company Limited**

The first A shares class meeting of the Company for the year 2008 was held on 25 June 2008 at the 1st Conference Room, 4/F, Guangzhou Baiyun International Airport Southern Airlines Pearl Hotel. All resolution proposed at the A Shares Class Meeting was duly passed by the shareholders of the Company.

The Company and all members of its board of directors hereby confirm the truthfulness, accuracy and completeness of the contents of this announcement and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.

### Important Notices:

1. No resolutions proposed at the first A shares class meeting of the Company for the year 2008 (the "A Shares Class Meeting") of China Southern Airlines Company Limited (the "Company") were being vetoed or amended;
2. The resolution in relation to the proposed bonus shares issue by way of conversion of capital reserve ("Bonus Shares Issue") passed at the A Shares Class Meeting is still subject to the approval by the Ministry of Commerce of the People's Republic of China (the "PRC"). The Company will issue a separate announcement regarding the expected timetable for the Bonus Shares Issue after obtaining approval from the Ministry of Commerce of the PRC.

The A Shares Class Meeting was held at 11:30 a.m. on 25 June 2008 at No. 1 Conference Room, 4/F, Pearl Hotel CSN, No. 5 Road, Southern Work District, Baiyun International Airport, Guangzhou, Guangdong Province, the PRC. The A Shares Class Meeting was convened by the board of the Company and chaired and presided by the Chairman, Mr. Liu Shao Yong.

6 shareholders or authorized proxies holding an aggregate of 2,205,453,161 A shares carrying voting rights, which represented 66.83% of the total share capital of the Company, were present at the AGM, which was in compliance with the requirements of the Company Law of the PRC and the provisions of articles of association of the Company.

The following resolution was passed at the A Shares Class Meeting:

**1. The proposed Bonus Shares Issue with the following details was reviewed and approved:**

**The capital reserve of the Company as at 31 December 2007 was RMB5.979 billion. The Bonus Shares Issue will be made by conversion of capital reserve on the basis of 5 new shares, credited as fully paid, for every 10 existing shares of the Company then held. Based on 4,374,178,000 shares in issue as at 31 December 2007, there will be approximately 2,187,089,000 new shares to be issued and a total of 6,561,267,000 shares will be in issue after completion of the Bonus Shares Issue. This proposal is still subject to the approval of the Ministry of Commerce before it can be implemented. Further announcement will be made as to the expected timetable for the Bonus Shares Issue.**

This resolution was a special resolution. Number of valid votes: 2,205,453,161 A shares; votes in favor of the resolution: 2,205,453,161 A shares, representing 100% of the total valid votes; votes against the resolution: 0 share.

According to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, KPMG was appointed as the scrutineer in respect of voting at the A Shares Class Meeting.

Lv Hui and Zheng Yi Ling, PRC lawyers from Z & T Law Firm, attended the A Shares Class Meeting and issued a legal opinion stating that the convening and holding of the A Shares Class Meeting, the procedures for the holding of the A Shares Class Meeting, the eligibility of the persons who attended the A Shares Class Meeting and the procedures for voting at the A Shares Class Meeting were in compliance with the PRC Company Law, the Opinion on the Regulation of the Shareholders' Meeting of a Listed Company, and the articles of association of the Company, and that the resolutions passed at the A Shares Class Meeting were lawful and valid.

*Note:* The poll results were subject to scrutiny by KPMG, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By order of the Board  
**China Southern Airlines Company Limited**  
**Liu Wei and Xie Bing**  
*Joint Company Secretaries*

Guangzhou, the People's Republic of China  
25 June, 2008

*As at the date of this announcement, the Directors of the Company include Liu Shao Yong, Li Wen Xin, Wang Quan Hua, Zhao Liu An, Si Xian Min, Tan Wan Geng, Xu Jie Bo and Chen Zhen You as executive Directors; and Wang Zhi, Sui Guang Jun, Gong Hua Zhang and Lam Kwong Yu as independent non-executive Directors.*