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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)

MAJOR TRANSACTION
ACQUISITION OF AIRCRAFT

The Board hereby announces that on 4 November 2010 (after trading hours), the Company entered into the Airbus Aircraft Acquisition Agreement with Airbus SNC to purchase the Airbus Aircraft from Airbus SNC.

Pursuant to Rule 14.22 of the Listing Rules, the relevant applicable percentage ratios for the Acquisition, aggregated with the Previous Airbus Aircraft Purchase with regards to the consideration test under Rule 14.07 of the Listing Rules is above 25%, and less than 100%, the Acquisition together with the Previous Airbus Aircraft Purchase together constitute a major acquisition of the Company, and therefore is subject to approval by the Shareholders under Rule 14.49 of the Listing Rules. A circular containing, amongst other things, further information on the Acquisition together with a notice convening the EGM, will be despatched to the Shareholders on or before 31 January 2011.

The Acquisition is also subject to the approval of the relevant government authorities in the PRC.

On 4 November 2010 (after trading hours), the Company entered into the Airbus Aircraft Acquisition Agreement, pursuant to which the Company agreed to purchase the Airbus Aircraft from Airbus SNC in accordance with the terms and conditions thereof.

Parties

- (i) The Company, as the purchaser. The principal business activity of the Company is that of civil aviation.
- (ii) The Airbus SNC, a company incorporated in Toulouse, as the vendor. The principal business activity of Airbus SNC is that of aircraft manufacturing. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Airbus SNC and its ultimate beneficial owner is a third party independent of the Company and connected persons (as defined in the Listing Rules) of the Company, and is not a connected person of the Company.

Aircraft to be acquired

Six Airbus A330 aircraft and 30 Airbus A320 series aircraft

Consideration

According to the information provided by Airbus SNC, the catalogue price of six Airbus A330 aircraft and 30 Airbus A320 series aircraft is US\$1.205 billion and US\$2.575 billion, respectively. Such catalogue price includes price for airframe and engine.

The Airbus Aircraft Acquisition Agreement was negotiated and entered into with customary business and industry practice. The aggregate actual consideration for the Airbus Aircraft, which is payable in cash, and determined after arm's length negotiation between the parties, is significantly lower than the catalogue price as provided by Airbus SNC because of certain price concessions granted by Airbus SNC in relation to the Airbus Aircraft, in the form of credit memoranda which could be used to purchase the aircraft, spare parts, or any other goods or services from Airbus SNC. Such credit memoranda were determined after arm's length negotiation between the parties. The Board (including the independent non-executive Directors) is of the view that there is no material impact of the price concessions obtained in the Acquisition on the operating costs of the Group.

In respect of the Acquisition, the Airbus Aircraft Acquisition Agreement contains confidentiality provisions restricting, among other things, disclosure of the consideration of the Acquisition. In addition, consistent with the customary practice of the local aviation industry, the consideration for the acquisition of the Airbus Aircraft is not customarily disclosed to the public. The Company has on separate occasions sought the consents of Airbus SNC to the Company's disclosure of certain information as required under Chapter 14 of the Listing Rules (including the relevant actual consideration involved) in the relevant announcements and circulars. Nonetheless, Airbus SNC rejected the Company's request in this respect, and insisted preservation of the confidentiality carried with such information to the extent possible. Disclosure of the actual consideration will result in the loss of the significant price concessions and hence a significant negative impact on the Group's cost for the Acquisition and will therefore not be in the interest of the Company and its Shareholders as a whole. The Company has made an application to the Stock Exchange for a waiver from strict compliance with the relevant provisions under the Listing Rules in respect of the disclosure of the actual consideration for the Airbus Aircraft.

The Board is of the view that the extent of the price concessions granted to the Company in the Acquisition is comparable with the price concessions that the Group had obtained in the Previous Airbus Aircraft Purchase. The Company also believes that there is no material difference between the effect of the price concessions obtained in the Acquisition and each of the Previous Airbus Aircraft Purchase on the Group's operating costs taken as a whole.

Payment and delivery terms

The aggregate consideration for the Acquisition will be partly payable by cash and partly by financing arrangements with banking institutions. The six Airbus A330 aircraft will be delivered in stages to the Company during the period commencing from 2013 to 2014 and the 30 Airbus A320 series aircraft will be delivered in stages to the Company during the period commencing from 2012 to 2015.

Source of funding

The Acquisition will be funded partly by internal resources of the Company and partly through commercial loans by commercial banks. Such commercial banks are not and will not be connected persons (as defined in the Listing Rules) of the Company. As of the date hereof, the Company has not entered into any agreement with any of these commercial banks for

financing the Acquisition. The Company will follow the necessary legal procedures and will make the necessary disclosure in accordance with the Articles of Association and comply with the applicable Listing Rules when the Company enters into any agreement with any commercial bank for financing the Acquisition.

Reasons for the Acquisition

The Directors (including the independent non-executive Directors) consider that the Acquisition is consistent with the development strategy and the aircraft fleet structure plan of the Company; and the Acquisition will facilitate the optimization of the structures of the Group's aircraft fleet and traffic capacity, thus enhancing the competitiveness and core competence of the Group. The Airbus Aircraft will increase the ATKs of the Group by 13.9% when compared to the ATKs of the Group as at 31 December 2009.

The Directors, including the independent non-executive Directors, consider that the Acquisition is in the ordinary and usual course of business of the Group, the terms of the Airbus Aircraft Acquisition Agreement are fair and reasonable, are on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

IMPLICATION UNDER THE LISTING RULES

Pursuant to Rule 14.22 of the Listing Rules, the relevant applicable percentage ratio for the Acquisition, aggregated with the Previous Airbus Aircraft Purchase with regards to the consideration test under Rule 14.07 of the Listing Rules is above 25%, and less than 100%, the Acquisition together with the Previous Airbus Aircraft Purchase together constitute a major acquisition of the Company, and therefore is subject to approval by the Shareholders under Rule 14.49 of the Listing Rules. A circular containing, amongst other things, further information on the Acquisition, will be despatched to the Shareholders on or before 31 January 2011, as additional time will be required for the preparation of the indebtedness statement for inclusion in the Circular.

The Acquisition is also subject to the approval of the relevant government authorities in the PRC.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Acquisition”		the acquisition of the Airbus Aircraft under the Airbus Aircraft Acquisition Agreement
"Articles of Association"		the articles of association of the Company
“available kilometers” or “ATKs”	tonne	the tones of capacity available for the transportation of revenue load (passengers and/or cargo) multiplied by the kilometers flown
“Board”		the board of Directors
“Airbus Aircraft”		six Airbus A330 aircraft and 30 Airbus A320 series aircraft, the subject matter of the Airbus Aircraft Acquisition Agreement
“Airbus Aircraft Acquisition Agreement”	Aircraft	the aircraft acquisition agreement entered into between Airbus SNC and the Company on 4 November 2010, pursuant to which the Company agreed to acquire and Airbus SNC agreed to sell the

	Airbus Aircraft
"China" or "PRC"	the People's Republic of China and, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"Company"	China Southern Airlines Company Limited, a company incorporated under the laws of the PRC whose H Shares, A Shares and American depositary shares are listed on the Stock Exchange, the Shanghai Stock Exchange and the New York Stock Exchange, Inc., respectively
"Director(s)"	the director(s) of the Company
"EGM"	the forthcoming extraordinary general meeting of the Company to be held to approve, inter alia, the Acquisition
"Group"	the Company and its subsidiaries (as defined under the Listing Rules)
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Previous Airbus Aircraft Purchase"	the Company's acquisition from Airbus SNC of 20 Airbus A320 series on 20 January 2010
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	share of RMB1.00 each in the capital of the Company
"Shareholder(s)"	the holders of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US dollars" or "US\$"	United States dollars, the lawful currency of the United States of America

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

Guangzhou, the People's Republic of China

4 November 2010

As at the date of this announcement, the Directors include Si Xian Min, Li Wen Xin, Wang Quan Hua, Liu Bao Heng, Tan Wan Geng, Zhang Zi Fang, 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.

