



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)

Attachment B

The number of H Shares to which this proxy form relates ¹	
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Second Form of Proxy for Annual General Meeting

I/We², _____,
residing at _____,
being the registered holder of³ _____ ordinary shares of the Company, HEREBY
APPOINT⁴ _____, residing at _____,

as my/our proxy/proxies to attend on my/our behalf the annual general meeting (the "AGM") of China Southern Airlines Company Limited (the "Company") to be held at No. 1 Conference Room, 4th Floor, Pearl Hotel CSN, No. 5 Road, Southern Work District, Baiyun International Airport, Guangzhou, Guangdong Province, the PRC at 2:30 p.m., on Thursday, 26 June 2014 and to act and vote on my/our behalf at the AGM in respect of the resolutions listed below, in accordance with my/our instructions below⁵.

Ordinary Resolutions		For ⁵	Against ⁵	Abstain ⁵
1.	To consider and approve the Report of the Directors of the Company for the year 2013.			
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year 2013.			
3.	To consider and approve the audited consolidated financial statements of the Company for the year 2013.			
4.	To consider and approve the profit distribution proposal for the year 2013.			
5.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP to provide professional services to the Company for its domestic financial reporting, U.S. financial reporting and internal control of financial reporting for the year 2014 and PricewaterhouseCoopers to provide professional services to the Company for its Hong Kong financial reporting for the year 2014, and authorize the Board to determine their remuneration.			
Special Resolutions		For ⁵	Against ⁵	Abstain ⁵
6.	To authorise the Board to allot, issue and deal with additional shares of the Company.			
7.	To authorise the Board to increase the registered capital and make such appropriate and necessary amendments to the Articles of Association of the Company to reflect such increase in the registered capital of the Company under the general mandate granted in the above resolution "to authorise the Board to allot, issue and deal with additional shares of the Company".			
8.	To consider and approve the authorization given to the Board, generally and unconditionally, to determine the specific debt financing instruments and issuance plan, and to issue, in one or multiple tranche(s), debt financing instruments within the permissible size for debt issuance in accordance with the provisions of the applicable laws and regulations.			
Additional Ordinary Resolution		For ⁵	Against ⁵	Abstain ⁵
9.	To consider and approve the acquisition of 80 new Airbus aircraft from Airbus S.A.S. by the Company.			

Signature⁷: _____

Date: _____

Notes:

- Please insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the name(s) and address(es) (as shown in the register of members) in block capital(s).
- Please insert the number of all the shares in the Company registered in your name(s).
- If no person is appointed as proxy, the Chairman of the AGM will be deemed to have been appointed by you as your proxy.
- If you wish to vote for any of the resolutions, please insert a "✓" in the box marked "FOR" or if you wish to vote against any of the resolutions, please insert a "✓" in the box marked "AGAINST"; or if you wish to abstain from voting for or against the resolution, please insert a "✓" in the box marked "ABSTAIN". If no indication is given, then your proxy/proxies may vote in such manner as he/she/they think(s) fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the AGM. The shares abstained will be counted in the calculation of required majority.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a company or an organization, either under the common seal or under the hand of any director or attorney duly authorised in writing. In any event, the execution shall be made in accordance with the articles of association of such company or organization.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarised copy of that power of attorney or other authority, must be delivered to Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in not less than 24 hours before the time appointed for the holding of the AGM.
- A proxy, on behalf of the shareholder, attending AGM shall bring along the proxy form duly completed and signed as well as the proof of identification of the proxy, in the case of a company or an organization, the proxy shall also bring along a notarised copy of the resolution of the board of directors or other governing body of the appointer or a letter of authorization.
- This proxy form shall be completed in form of a set of two copies, one of which shall be lodged to the Company pursuant to Note 7; and the other copy shall be produced upon the AGM by the proxy of the shareholder pursuant to Note 8.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned AGM should you so wish.