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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)

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is published pursuant to Rules 13.09 and 13.10B of The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

As China Southern Airlines Company Limited has published the “Announcement on Resolutions passed at the Sixth Meeting of the Seventh Session of the Board of China Southern Airlines Company Limited” on the Shanghai Stock Exchange, the full text of the announcement is set out below for information purpose.

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

30 March 2015

*As at the date of this announcement, the Directors include Si Xian Min, Yuan Xin An and Yang Li Hua as non-executive Directors, Tan Wan Geng, Zhang Zi Fang and Li Shao Bin as executive Directors; and Wei Jin Cai, Ning Xiang Dong, Liu Chang Le and Tan Jin Song as independent non-executive Directors.*

**ANNOUNCEMENT ON RESOLUTIONS PASSED AT  
THE SIXTH MEETING OF THE SEVENTH SESSION OF THE BOARD OF  
CHINA SOUTHERN AIRLINES COMPANY LIMITED**

The board (the “**Board**”) of directors (the “**Directors**”) of China Southern Airlines Company Limited and all of its members confirm that the contents of this announcement do not contain misrepresentations, misleading statements or material omission, and jointly and severally accept full responsibilities for the truthfulness, accuracy and completeness of the information contained in this announcement.

**The convening of the Board meeting**

On 30 March 2015, China Southern Airlines Company Limited (the “**Company**”) held the sixth meeting of the seventh session of the Board at the No.1 Conference Room, 4th Floor, Pearl Hotel CSN, Baiyun International Airport, Guangzhou. The number of Directors supposed to be present was 10, of which 9 attended in person. Director Zhang Zi Fang, who did not attend the meeting because of business reasons, authorized Director Tan Wan Geng to attend the meeting and vote on his behalf. Mr. Si Xian Min chaired the meeting. The meeting was held in compliance with the relevant provisions of the Company Law of the People's Republic of China (the “**Company Law**”) and the Articles of Association of the Company.

**The consideration and approval on the Board meeting**

The following resolutions were considered by the Directors who attended the meeting and passed unanimously at the meeting:

I. considered and approved the full text and summary of the 2014 annual report and results announcement for the year 2014 (including financial statements prepared under the PRC accounting standards and the International Financial Reporting Standards (the “**IFRSs**”) as well as the Report of the Directors);

II. considered and approved the profit distribution proposal of the year 2014;

Under the PRC accounting standards, as at 31 December 2014, the Company realised the net profit of RMB1,378 million (excluding the undistributed revenue of the subsidiaries). According to the Company Law, after withdrawing 10% of the net profits of the Company as the statutory surplus reserve amounting to RMB138 million, the remaining distributable profits of the Company amounted to RMB1,240 million. Under the IFRSs, the Company realised the net profit of RMB1,064 million (excluding the undistributed revenue of the investment entities), and after withdrawing the statutory surplus reserve amounting to RMB138 million, the distributable profits of the Company amounted to RMB926 million.

The Board hereby proposed to declare a cash dividend of RMB393 million, or RMB0.4 per 10 shares (inclusive of applicable tax) based on the total share capital of 9,817,567,000 shares of the Company. The cash dividend is denominated and declared in RMB and payable in RMB to holders of A shares, and in HKD to holders of H shares. The profit distribution proposal is subject to approval by shareholders at the general meeting.

III. considered and approved the 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 2015 and PricewaterhouseCoopers to provide professional services to the Company for its Hong Kong financial reporting for the year 2015, and the authorization to the Board to fix their remuneration according to actual work conditions.

IV. considered and approved "The Performance of Duties Report of Independent Directors of China Southern Airlines Company Limited for the Year 2014";

The full text of the "The Performance of Duties Report of Independent Directors of China Southern Airlines Company Limited for the Year 2014" is published on the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

V. considered and approved the resolution regarding the renewal of the liability insurance for the Directors, supervisors and senior management of the Company;

VI. considered and approved the "2014 Internal Control Appraisal Report of China Southern Airlines Company Limited";

The full text of the "2014 Internal Control Appraisal Report of China Southern Airlines Company Limited" is published on the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

VII. considered and approved the "2014 Corporate Social Responsibility Report of China Southern Airlines Company Limited";

The full text of the "2014 Corporate Social Responsibility Report of China Southern Airlines Company Limited" is published on the website of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

VIII. considered and approved the proposal to be submitted to the general meeting to authorise the Board to allot, issue and deal with additional shares of the Company, and authorize the Board to increase the registered capital of the Company to reflect the issue of shares authorised under the foresaid authorisation;

As a special reminder, according to relevant laws and regulation of mainland China, given the foresaid authorisation, the Company is still subject to approval at the general meeting for issuing new A shares.

IX. considered and approved the proposal to be submitted to the general meeting to authorize

the Board to issue the debt financing instruments;

X. approved the convening of the Annual General Meeting for the year 2014 (the "AGM") to consider and approve, inter alia, the aforesaid resolutions I, II, III, VIII, IX and the Report of Supervisory Committee for the year 2014. The Company Secretary Office is hereby designated to attend to the relevant matters regarding the AGM. Further details of the arrangement of the AGM with timing, place, agenda and proposals will be announced separately.

**The Board of  
China Southern Airlines Company Limited**  
30 March 2015