

Air China Limited
Working Rules of the Nomination Committee of the Board of Directors
(Formulated in 2023)

Chapter 1 General Principles

Article 1 In order to further establish a sound directors and senior management nomination system of Air China Limited (the “Company”) and maintain a sound corporate governance structure, the Company established the Nomination Committee (hereinafter referred to as the “Committee”) of the Board of Directors (the “Board”) and these working rules (the “Working Rules”) in accordance with the Company Law of the People’s Republic of China and with reference to the Code of Corporate Governance for Listed Companies issued by the China Securities Regulatory Commission, the listing regulatory rules of the jurisdictions in which the shares of the Company are listed such as the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Air China Limited (the “AOA”) and other relevant rules and regulations.

Article 2 As a dedicated committee established by the Board in accordance with the shareholders’ resolution in a general meeting of the Company, the Committee is accountable to the Board, and provides advice and recommendations for the decision-making of the Board. The Committee is mainly responsible for studying and making proposals to the Board on the criteria and procedures for selecting candidates for directors and senior management members in accordance with the operational and management needs of the Company; selecting qualified candidates for directors and senior management members in accordance with relevant requirements of board diversity; reviewing and making recommendations on candidates for director and senior management member as well as other matters authorized by the laws and regulations, the AOA and the Board.

Chapter 2 Composition

Article 3 The Committee shall consist of three to seven directors, and a majority of the Committee members shall be independent non-executive directors.

Article 4 The members of the Committee shall be appointed by the Board upon nomination by the chairman of the Board, more than one-half of the independent non-executive directors, or more than one-third of all directors of the Board.

Article 5 The Committee shall have one chairman (the “Chairman”), which shall be held by the chairman of the Board. The Chairman shall preside over the work of the Committee.

Article 6 Members of the Committee shall have a term equal to the term of a director of the Company and may be re-elected upon expiration of such term. Any member of the Committee shall concurrently cease to be a member of the Committee if he or she ceases to be a director of the Company. The vacancy shall be filled by the Board in accordance with Articles 3 to 5 herein.

Chapter 3 Powers and Responsibilities

Article 7 The Committee shall have the powers and authorities to:

- (1) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's strategy;
- (2) study and propose to the Board the criteria and procedures for selecting candidates for directors and senior management members of the Company;
- (3) make recommendations to the Board on the appointment or re-appointment of directors, appointment of senior management members and succession planning for directors (in particular the chairman and the president of the Company);
- (4) select qualified candidates for directors and senior management members in accordance with relevant requirements of board diversity as well as review and make recommendations to the Board on candidates for director and senior management member;
- (5) assess the independence of the independent non-executive directors of the Company;
- (6) address other matters authorized by the Board.

Article 8 The Committee shall be accountable to the Board and resolutions adopted by the Committee shall be submitted to the Board for its consideration.

Article 9 If the Board has not adopted or fully adopted the recommendations of the Committee, it shall state the opinions of the Committee and the specific reasons for not adopting in the resolutions of the Board, and disclose such matter.

Chapter 4 Procedural Rules

Article 10 The Committee shall hold a meeting based on the actual requirements of the Company. The meeting shall be called and presided by the Chairman, or if the Chairman is unable to attend the meeting, by an independent non-executive director member delegated by the Chairman.

Article 11 The meeting notice shall be issued 5 days before the date of meeting, and the aforesaid advance notice period may be waived by the unanimous consent of all Committee members. Meeting papers shall be sent 3 days before the date of meeting.

Article 12 The quorum of a meeting of the Committee shall be two-thirds of all Committee members. Each member present shall have one vote. The resolution of the meeting must be passed by more than half of all the members before such resolution becomes effective.

Article 13 The Committee's meetings may be held in the form of, including but not limited to, physical meetings, teleconference such as video meetings and conference call meetings, combination of physical meeting and teleconference, or by way of written resolutions. The Committee members should attend the meetings in person and express whether they vote in favor of, against or abstain from voting for the matters to be decided in such meetings. Should any Committee member be unable to attend the meeting in person, he or she may deliver a proxy letter in writing duly signed by such Committee member, appointing another Committee member to attend the meeting and to express opinions on his or her behalf. The proxy letter should clearly state the extent of authorization and its time limit. An independent non-executive committee member who cannot attend in person shall authorize another independent non-executive committee member to attend on his or her behalf.

Article 14 Should the Committee members deem it necessary, the directors, supervisors and senior management of the Company may be invited to attend the meeting.

Article 15 The Committee shall establish a joint working group, comprising the senior management of the Company and/or the person in charge of the relevant functional departments, to provide support to the Committee. The Committee may, if necessary, engage experts or intermediary institutions to provide professional opinions in its decision-making process and any reasonable cost arising therefrom shall be borne by the Company.

Article 16 A Committee member shall abstain from considering any matter in which he or she has a personal interest in a Committee meeting.

Article 17 The procedures for holding, methods of voting of, and resolutions passed by the meeting of the Committee must comply with the relevant laws and regulations, the AOA and the Working Rules.

Article 18 The Committee shall prepare minutes of its meetings, which shall be signed by the Committee members who have attended the meeting and shall be kept by the office of the Board.

Article 19 The resolutions passed by, and the results of voting conducted at, the Committee meetings shall be reported in writing to the Board.

Article 20 Members attending a Committee meeting shall keep any matter discussed at the meeting confidential, and shall not disclose any related information unless duly authorized for such disclosure.

Chapter 5 Board Diversity Policy

Article 21 The board diversity shall contribute to enhancing the business vision of the Company and optimizing the decision-making process of the Board, thereby supporting the Company to achieve a sustainable and balanced development while keeping competitive edge in industry. The Company will seek to achieve board diversity under the guidance of the Working Rules.

Article 22 The board diversity may be taken into consideration from various aspects, including but not limited to professional experience and qualifications, cultural and educational background, skills, industry knowledge and reputation, knowledge of the laws and regulations applicable to the Company, gender, age, language skills and length of service. The Board shall not be a single gender board.

While reviewing the structure of the Board, as well as making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, the Committee shall take into overall consideration of the abovementioned factors and actual situations such as business operation, development and strategy of the Company.

Article 23 The Committee shall monitor the implementation of the board diversity policy on an ongoing basis, and report on board diversity, including the summary of this policy, any measurable objectives set for implementing this policy and the progress on achieving those objectives, in the corporate governance report of the annual report of the Company.

The Committee shall review this policy in due course and make recommendation to the Board on making appropriate amendments to this policy.

Chapter 6 Supplementary Provisions

Article 24 The Working Rules are formulated by the Board and shall become effective upon the approval of the Board.

Article 25 In case of any matters not provided herein or conflicts with the provisions of the laws, administrative regulations, other relevant regulatory documents or the AOA promulgated after the Working Rules come into effect, such provisions of the laws, administrative regulations, other relevant regulatory documents or the AOA shall prevail.

Article 26 The Board reserves the rights to amend and interpret the Working Rules.