

CHINA EASTERN AIRLINES CORPORATION LIMITED

DETAILED WORKING RULES FOR THE NOMINATIONS AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

(Considered and Approved at the 36th ordinary meeting of the 5th session of the Board of Directors of the Company held on March 19, 2010)

(First Amendments at the 2012 3rd regular meeting of the 6th session of the Board of Directors of the Company held on April 27, 2012)

(Second Amendments at the 2015 3rd regular meeting of the Board of Directors of the Company held on April 29, 2015)

(Third Amendments at the 2019 4th regular meeting of the Board of Directors of the Company held on August 30, 2019)

CHAPTER 1. GENERAL PROVISIONS

Article 1. Pursuant to the relevant provisions of the *Rules for the Governance of Listed Companies*, *Measures for the Administration of Independent Directors of Listed Companies* and *the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules")* and *the Articles of Association of China Eastern Airlines Co., Ltd.*, the Company hereby establishes the Nominations and Remuneration Committee of the Board of Directors in order to further standardize the selection of the directors and senior management personnel of China Eastern Airlines Co., Ltd. ("the Company"), establish and perfect the mechanism for incentivizing and assessing the Company's directors and senior management personnel, perfect the Company's governance structure and promote the realization of the Company's long-term strategic targets, and has formulated these Detailed Rules therefor.

Article 2. The Nominations and Remuneration Committee of the Board of Directors is a dedicated organization subordinate to the Board of Directors responsible for discussing and proposing the criteria and procedures for nominating and selecting the Company's directors and senior management personnel, for studying and examining the policies and plans for remunerating the Company's directors and senior management personnel, and for studying the criteria for assessing the Company's directors and senior management personnel, conducting such assessments and making recommendations.

CHAPTER 2. MEMBERSHIP

Article 3. The Company's Nominations and Remuneration Committee shall be composed of three to five directors, of whom the majority should be independent directors.

Article 4. The members of the Nominations and Remuneration Committee may be nominated by the Chairman of the Board, a majority of the independent directors, or not less than one-third of all of the directors. The candidates shall be selected and appointed by the Board of Directors.

Article 5. The Nominations and Remuneration Committee shall have one Chairman who shall preside over the work of the Committee. The Chairman shall be selected and appointed by the Board of Directors from among the members of the Committee.

Article 6. The term of office of the members of the Nominations and Remuneration Committee shall be the same as the term of office of the members of the Board of Directors. Upon expiration of his/her term of office, a Committee member may serve consecutive terms if reappointed. If, during his/her term of office, a Committee member ceases to be a director of the Company, he/she shall automatically lose his/her membership status, and the Committee shall appoint a replacement pursuant to the procedures for selection specified herein.

Article 7. The Nominations and Remuneration Committee shall have one Secretary, who shall be appointed by the Committee Chairman. The Secretary to the Nominations and Remuneration Committee shall be responsible for preparing and submitting the materials required for the meetings of the Nominations and Remuneration Committee, arranging the convening of such meetings, and attending such meetings in a non-voting capacity.

Article 8. The Secretary to the Board of Directors shall be responsible for providing support and assisting the Nominations and Remuneration Committee to perform its duties and carry out its tasks.

CHAPTER 3. FUNCTIONS AND POWERS

Article 9. Pursuant to the laws, administrative regulations and other relevant provisions of the place of listing, the Nominations and Remuneration Committee is responsible for formulating the criteria and procedures for selecting directors and senior management personnel, selecting and examining candidates for directors and senior management personnel and their qualifications, formulating the criteria for assessing directors and senior management personnel and conducting such assessments, formulating and examining the policies and plans for remuneration of directors and senior management personnel, and making recommendations to the Board of Directors on the following matters:

- (1) to make recommendations to the Board of Directors regarding its size and composition in the light of specific circumstances such as the characteristics of the Company's equity structure;
- (2) to make recommendations on the nomination or appointment or dismissal of directors, the appointment or dismissal of senior management personnel;
- (3) to make recommendations on the remuneration of the directors and senior management personnel;
- (4) to make recommendations on the formulation or modification of the share option incentive scheme and the employee share ownership plan, the grant of interests to the participants and the fulfilment of the conditions for exercise of interests;
- (5) to make recommendations on the arrangement of the shareholding plan of the proposed spin-off subsidiary to directors and senior management personnel;
- (6) to evaluate the independence of independent directors;

- (7) other matters stipulated in laws, administrative regulations, provisions of the China Securities Regulatory Commission and the Company's Articles of Association.

Article 10. Where the recommendations of the Nominations and Remuneration Committee are not adopted or not fully adopted by the Board of Directors, the opinions of the Nominations and Remuneration Committee and the specific reasons thereof shall be recorded in the resolutions of the Board of Directors and disclosed. The Nominations and Remuneration Committee shall report to the Board of Directors, and its proposals shall be submitted to the Board of Directors for deliberation.

Article 11. Board Diversity Policy:

- (1) when fulfilling the relevant duties, the Nomination and Remuneration Committee shall consider the diversity policy for the Board of Directors stipulated in this document; be responsible for supervising the implementation of such policy, and when appropriate, review and amend such policy to ensure its effectiveness;
- (2) when the Nomination and Remuneration Committee reviews the size and composition of the Board of Directors, searches for and nominates candidates for the Board of Directors, it should consider the relevant factors to achieve diversity of the Board of Directors according to the business model and specific requirements of the Company. The Nomination and Remuneration Committee may consider diversity of the Board of Directors from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, etc. After the above relevant factors have been taken into account, the Nomination and Remuneration Committee may make the final appointment proposal to the Board of Directors according to the merit of the candidate(s) and the contributions he/she may bring to the Board of Directors.

Article 12. When performing its duties, the Nominations and Remuneration Committee may, depending on its work needs, invite persons with the relevant experience and experts from independent professional consulting organizations to attend meetings or convene an expert review meeting. It may also engage independent professional consulting organizations to participate in such tasks as studying and designing the plans for the remuneration and assessment of directors and senior management personnel. The costs required for the above-mentioned tasks shall be borne by the Company.

CHAPTER 4. WORKING PROCEDURES

Article 13. The Nominations and Remuneration Committee shall study the qualifications, selection procedures, terms of office, assessment criteria and remuneration policies for the Company's directors and management personnel on the basis of relevant laws and regulations and the Company's Articles of Association, and in the light of the Company's actual circumstances. After drafting a resolution thereon, the Nominations and Remuneration Committee shall submit the same to the Board of Directors for deliberation and adoption, after which it shall implement the resolution as adopted.

Article 14. The procedure for selecting directors and management personnel is as follows:

- (1) the Nominations and Remuneration Committee shall actively liaise with the relevant departments of the Company to study the requirement for directors and management personnel, and produce a written document thereon;
- (2) the Nominations and Remuneration Committee may conduct a wide-ranging search for candidates for the positions of director and manager within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;
- (3) the profession, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled as a written document;
- (4) the Nominations and Remuneration Committee shall listen fully to the opinion of the nominee regarding his/her nomination;
- (5) a meeting of the Nominations and Remuneration Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of directors and managers, the qualifications of independent director nominees shall be examined and clear review opinions shall be produced;
- (6) before the selection of a new director or the engagement of a new member of the management personnel, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;
- (7) the Nominations and Remuneration Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

CHAPTER 5. RULES OF PROCEDURE

Article 15. The Nominations and Remuneration Committee shall convene not less than two regular meetings each year. The Nominations and Remuneration Committee may convene interim meetings as required in light of the Company's actual circumstances.

Article 16. Meetings shall be presided over by the Chairman. If the Chairman is unable to attend a meeting, he may appoint another member of the Committee (an independent director) to preside over the meeting. The Chairman has the right to request the convening of interim meetings. To convene a regular meeting of the Nominations and Remuneration Committee, all of its members must be notified seven days prior to the meeting in writing or by fax, email or telephone, etc.

Article 17. Meetings of the Nominations and Remuneration Committee may be held only if they are attended by not less than two-thirds of the members. Each member shall have one vote. In order to be submitted to the Board of Directors, a resolution made at a meeting must have been adopted by a majority of all of the Committee members.

Article 18. Voting at the meetings of the Nominations and Remuneration Committee shall be by show of hands or by ballot. Interim meetings may be convened by means of voting by correspondence.

Article 19. If the Nominations and Remuneration Committee deems it to be necessary, it may invite Company directors, supervisors and other senior management personnel to attend its meetings in a non-voting capacity.

Article 20. If the Nominations and Remuneration Committee deems necessary, it may independently engage, at the Company's expense, an intermediary organization to offer professional advice in respect of its recommendations.

Article 21. The procedures for convening meetings of the Nominations and Remuneration Committee and the method of voting and adoption of motions at meetings must comply with relevant state laws and regulations as well as the Company's Articles of Association and these Detailed Rules.

Article 22. Minutes shall be kept of the meetings of the Nominations and Remuneration Committee, and shall be signed by the Committee members present at the meeting. The minutes shall be kept by the Secretary to the Board of Directors of the Company for a period of ten years.

Article 23. The motions adopted and the results of votes taken at meetings of the Nominations and Remuneration Committee shall be reported to the Company's Board of Directors in writing.

Article 24. The Committee members and others present at meetings have a non-disclosure obligation in respect of the matters discussed thereat, and may not disclose relevant information without authorization.

CHAPTER 6. SUPPLEMENTARY PROVISIONS

Article 25. These Detailed Rules shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.

Article 26. Any matters not provided for in these Detailed Rules shall be handled in accordance with relevant state laws and regulations and the Company's Articles of Association. If these Detailed Rules conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and these Detailed Rules shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.

Article 27. The right to interpret these Detailed Rules vests in the Board of Directors of the Company.

Note: The Detailed Working Rules for the Nomination and Remuneration Committee were originally drafted in Chinese and the English translation is for reference only. In case of any inconsistencies between the Chinese and the English version, the Chinese version shall prevail.