China Southern Airlines Company Limited

Procedural Rules of Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to standardize the nomination and appointment of the Directors and senior management of China Southern Airlines Company Limited (the "Company"), optimize the composition of the board of directors of the Company (the "Board") and improve the corporate governance structure, the Company established the nomination committee of the Board (the "Nomination Committee") and formulated the Procedural Rules in accordance with the "Company Law of the People's Republic of China", the "Code of for Corporate Governance for Listed Companies in China", the "Measures for the Administration of Independent Directors of Listed Companies", the "Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the "Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" and the "Articles of Association of China Southern Airlines Company Limited" (the "Articles of Association") and other relevant provisions.

Article 2 The Nomination Committee is a specialized committee established by the Board which shall be accountable to the Board, and is mainly responsible for, based on the operational needs of the Company, researching and making recommendations to the Board on the selection criteria and procedure for candidates of the Directors, president and other senior management of the Company; conducting extensive searches for qualified candidates of the Directors and senior management; reviewing and making recommendations

on candidates of the Directors and senior management; and executing other matters delegated by the laws, regulations, the Articles of Association and the Board.

Article 3 The Nomination Committee shall, under the leadership of the Board, carry out its work in accordance with the duties, authorities and relevant procedures of the Procedural Rules, and shall adhere to the spirit of integrity, conscientiousness and diligence in its practice, fulfill the resolutions of and the tasks assigned by the Board, and strive to safeguard the interests of the Company and all shareholders and shall not violate the laws, regulations, the requirements of the CSRC, the rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association.

Chapter 2 Composition

Article 4 The Nomination Committee shall comprise more than three Directors, over half of which shall be independent Directors.

Article 5 Members of the Nomination Committee shall be nominated by the chairman of the Board, over half of the independent Directors or more than one-third of all Directors and shall be elected and removed by the Board meeting.

Article 6 The Nomination Committee shall have a chairman, who shall be an independent Director elected from the members of the Nomination Committee and shall be responsible for presiding over the work of the Committee.

Article 7 The term of office of members of the Nomination Committee shall be in line with the term of office of the Board and the members may be re-elected upon

the expiry of the current term of office. Any member who ceases to be a Director of the Company or who acts as an independent Director but ceases to be independent as required by the Articles of Association during the term shall automatically lose the qualification as a member of the committee, and the replacement shall be made by the Board in accordance with the provisions of the Procedural Rules.

Article 8 The Office of the Board of the Company is the day-to-day supporting organization of the Nomination Committee and shall be responsible for the meeting materials, the day-to-day liaison and organizing meetings.

Chapter 3 Terms of Reference

Article 9 The major terms of reference of the Nomination Committee are:

(1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once annually and make recommendations on proposed changes to the Board members of the Company to complement the Company's corporate strategy;

(2) to make recommendations on the size and composition of the Board according to business activities, assets scale and equity structure of the Company;

(3) to research and make recommendations to the Board on the selection criteria and procedure of the Directors and senior management;

(4) to extensively look for individuals suitably qualified to be the Directors and senior management and review whether the candidates for Directors and senior management meet the qualifications;

(5) to assist the Board in maintaining a board skills matrix, and make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors;

(6) to evaluate the qualifications for appointment of Directors and to propose to the Board in a timely manner the removal of those who are found not to meet the qualifications for the position;

(7) to review and make recommendations to the Board on the appointment and dismissal of the Directors and senior management;

(8) to review the independence of independent Directors of the Company;

(9) to assist the Company to review the performance of the Board in a regular manner, and make recommendations on how to improve the performance of the Board;

(10) any other matters delegated by the Board.

Article 10 The Nomination Committee shall be accountable to the Board and its proposals are to be submitted to the Board for consideration and approval;

Article 11 Should the Board fails to adopt or fully adopt the recommendations from the Nomination Committee, the Company shall record the opinions from the Nomination Committee and the specific reasons for failure to adoption in the resolutions of the Board, and make disclosures.

When the Company discloses information about the candidates for Directors, it shall disclose the review opinions of the Nomination Committee of the Board at the same time.

Article 12 The chairman shall perform the following duties:

(1) to convene and preside over meetings of the Committee;

(2) to review and sign the reports of the Committee;

(3) to review the resolutions and recommendations of the Committee and the implementation thereof;

(4) to report to the Board on behalf of the Committee;

(5) other duties that shall be performed by the chairman of the Committee.

Article 13 In accordance with relevant laws and regulations as well as the provisions of the Articles of Association, the Nomination Committee shall study and resolve on the selection criteria, procedures and terms of office for the Directors and senior management with reference to the Company's actual situation. Any resolutions made in this regard shall be proposed to the Board for approval and shall be implemented accordingly.

Article 14 The selection procedures of the Directors and senior management:

(1) the Nomination Committee shall actively communicate with the relevant departments of the Company to research on the demand of the Company for new Directors and senior management and report the same in writing;

(2) the Nomination Committee may extensively look for the candidates of the Directors and senior management within the Company and its controlled (associated) companies as well as in the talent market;

(3) to obtain information regarding the occupation, academic qualification, job title, detailed working experience and all the part-time positions of the initially proposed candidates and to report the same in writing;

(4) to seek the nominees' acceptance on nomination, otherwise he or she shall not be put on the list of candidates of the Directors and senior management;

(5) to convene meetings of the Nomination Committee and to inspect the qualification of initially proposed candidates according to the job qualifications of the Directors and senior management;

(6) to make recommendations and submit relevant materials about the candidates of the Directors and senior management to the Board one to two months prior to the election of new Directors and the appointment of new senior management; and

(7) to conduct other follow-up work according to the decision and feedbacks of the Board.

Article 15 Where the Nomination Committee violates any laws, administrative regulations, departmental rules and the provisions of the Articles of Association and the Rules in the course of performing its duties and causes loss to the Company, it shall be liable for compensation.

Chapter 4 Rules of Procedure

Article 16 The Nomination Committee shall hold a meeting based on the actual needs, and the meeting notice shall be given to all members 5 days prior the date of the meeting. The meeting shall be convened and presided over by the chairman of the Committee. In the event that the chairman of the Nomination Committee is unable to attend the meeting, an independent Director shall be designated to preside over the meeting. The chairman of the Committee is

entitled to propose the convening of an extraordinary meeting. The timeframe of the notice may be less than 5 days after obtaining the approval from all members.

Article 17 The meeting of the Nomination Committee shall not be held unless more than two-thirds of members attend the meeting. Each member shall have one vote and the resolutions made by the meeting must be approved by over half of all members.

Article 18 Voting shall be conducted by show of hands or by way of poll (including by correspondence).

Article 19 A meeting of the Nomination Committee 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, etc. The members of the Committee should attend the meetings in person and express whether they vote in favor of, against or abstain from voting for the matters to be considered at such meetings. Should any member of the Committee be unable to attend the meeting in person, he/she should review the meeting materials in advance, form his/her specific opinion, and appoint another member of the Committee in writing to attend the meeting on his or her behalf. Among which, an independent Director shall authorize another independent Director to attend on his/her behalf. The power of attorney shall specify the extent of authorization and its time limit.

Article 20 The Directors and senior management may be invited by the Nomination Committee to attend its meetings as non-voting delegates when necessary. The invited departments shall made explanations or answers to the enquiries

and questions concerning the departments raised by the Nomination Committee.

Article 21 The Nomination Committee, if necessary, may appoint intermediate institutions to provide independent professional advice for its decision-making at the expense of the Company.

Article 22 The convening procedure, voting method of the meeting of the Nomination Committee as well as the resolutions passed at such meetings shall comply with the relevant laws, regulations, Articles of Association and the Procedural Rules.

Article 23 Where a member of the Nomination Committee is interested in any matter discussed at the meeting, such member shall abstain from voting. If a valid resolution cannot be made due to the member abstained from voting, such resolution shall be submitted directly to the Board for consideration.

Article 24 The meeting of the Nomination Committee shall have meeting resolutions and records (or minutes) of meetings. The resolutions and records (or minutes) of the meetings shall be signed by the members attending the meetings. Relevant documents, schemes, plans, meeting resolutions and records (or minutes of meetings) shall be handed over to, and maintained by, the Board Office.

Article 25 Resolutions passed by and voting results of the meeting of the Nomination Committee shall be reported to the Board in writing.

Article 26 Members of the Committee and all persons attending the meeting, together with the related personnel shall have the obligation for keeping the discussed matters confidential and shall not make any unauthorized disclosure.

Chapter 5 Supplementary Provisions

Article 27 The Procedural Rules shall be formulated by the Board of the Company and shall come into force since the date of the Board's approval by resolution.

Article 28 For the matters which are not covered by the Procedural Rules, they shall be executed in accordance with the relevant laws and regulations of the State, and the Articles of Association. In the event that the Procedural Rules are in conflicts with the laws and regulations promulgated by the State or the Articles of Association amended through valid procedure, the relevant laws and regulations of the State and the Articles of Association shall prevail, and the Procedural Rules shall be reported to the Board for amendment.

Article 29 The term “more than” referred to herein shall include the given figure, and “over” shall not include the given figure.

Article 30 The Procedural Rules shall be amended and interpreted by the Board of the Company. In the event of any inconsistency between the English and Chinese versions of the Procedural Rules, the Chinese version shall prevail.