Air China Limited
Working Rules of the Remuneration and Appraisal Committee of the Board of Directors
(Amended on 30 December 2025)

Chapter 1 General Principles

Article 1 In order to further develop and improve the remuneration and appraisal management system for the directors and senior management members of Air China Limited (the "Company") and to optimize the corporate governance structure of the Company, the Remuneration and Appraisal Committee (the "Committee") of the Board of Directors (the "Board") is established and these working rules (the "Working Rules") are made 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 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 under the Board, the Committee provides advice and recommendations for the decision-making of the Board and is accountable to the Board.

Chapter 2 Composition

Article 3 The Committee shall consist of three to seven directors, with more than half of them being independent directors.

Article 4 The composition of the Committee and adjustment thereof shall be proposed by the chairman of the Board after consultation with the relevant directors, and shall take effect after being approved by the Board.

Article 5 The Committee shall have one chairman (the "Chairman"), who shall be an independent director of the Company and appointed by the Board. The Chairman shall preside over the work of the Committee.

Article 6 The 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 automatically lose his or her membership at 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) be responsible for formulating appraisal standards for and conducting appraisal of directors and senior management members, formulating and reviewing the remuneration determination mechanisms, decision-making procedures and other remuneration policies and proposals of directors and senior management members;

(2) formulate or amend the shares incentive schemes and employee share ownership plans, entitlements granted to incentive recipients, exercise conditions and the fulfillment thereof;

(3) make recommendations to the Board regarding the arrangement of share ownership plans for directors and senior management members in relation to a proposed spin-off of a subsidiary;

(4) review and approve compensation payable to executive directors and senior management of the Company for loss or termination of their office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable;

(5) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise fair and appropriate;

(6) study the Company's total payroll budget and settlement, employee income distribution, corporate annuity and other remuneration and benefits policies and proposals;

(7) other matters stipulated by laws, administrative regulations, regulatory authorities, the listing rules of the stock exchange(s) where the Company is listed and the AOA, and those authorized by the Board.

Article 8 Remuneration plans for directors of the Company proposed by the Committee shall be approved by the Board and submitted to the shareholders' meeting for approval before they can be implemented. The remuneration distribution proposal for senior management members of the Company shall be submitted to the Board for approval.

Article 9 The Committee shall be accountable to the Board and resolutions adopted by the Committee shall be submitted to the Board for its consideration. The Board has the right to veto any remuneration plan or proposal that is detrimental to the interests of the shareholders.

Article 10 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 11 The Committee shall convene a meeting in accordance with the practical needs of the Company. The meeting shall be convened and chaired by the Chairman, or if the Chairman is unable to attend the meeting, by an independent director member designated by the Chairman.

Article 12 The meeting notice shall be issued 5 days before the date of the 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 the meeting.

Article 13 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 14 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. A member who cannot attend in person shall authorize another member to attend on his or her behalf.

Article 15 The secretary to the Board shall be responsible for organizing and coordinating the work between the Committee and other relevant departments. The secretary to the Board shall be present at the meetings of the Committee.

The Committee may, if necessary, invite directors and senior management members of the Company to attend its meetings.

Article 16 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 17 A Committee member concerned shall abstain from considering any matter in which he or she has a personal interest in a Committee meeting.

Article 18 The procedures for holding meetings, the methods of voting and any resolution adopted at the meetings by the Committee shall comply with the relevant laws and regulations, the AOA and the Working Rules.

Article 19 The Committee shall prepare meeting 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 20 The resolutions passed by, and the results of voting conducted at, the Committee meetings shall be reported in writing to the Board.

Article 21 The members attending a Committee meeting shall keep any matter discussed at the meeting confidential and shall not disclose any related information unless authorised.

Chapter 5 Supplementary Provisions

Article 22 The Working Rules are formulated by the Board and shall come into effect upon approval of the Board.

Article 23 In case of any matters not provided herein or conflicts with the provisions of the laws, administrative regulations, other relevant regulatory documents, the relevant regulations of the stock exchange(s) where the Company is listed or the AOA promulgated after the Working Rules come into effect, such provisions of the laws, administrative regulations, other relevant regulatory documents, the relevant regulations of the stock exchange(s) where the Company is listed or the AOA shall prevail.

Article 24 The Board reserves the right to amend and interpret the Working Rules.