

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



**中國東方航空股份有限公司**  
**CHINA EASTERN AIRLINES CORPORATION LIMITED**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 00670)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2022 annual general meeting (the “**AGM**”) of China Eastern Airlines Corporation Limited (the “**Company**”) will be held at the Conference Room on Second Floor, CEA Development Co., Ltd., Auxiliary Building, No. 99 Konggang Third Road, Changning District, Shanghai, the People’s Republic of China (中國上海市長寧區空港三路99號東航實業集團有限公司輔樓二樓會議室) at 2:00 p.m. on Tuesday, 30 May 2023, or any adjournment thereof, for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions:

1. Ordinary Resolution: “**THAT**, to consider and approve the report of the board of directors of the Company for the year 2022.”
2. Ordinary Resolution: “**THAT**, to consider and approve the report of the supervisory committee of the Company for the year 2022.”
3. Ordinary Resolution: “**THAT**, to consider and approve the financial reports of the Company for the year 2022.”
4. Ordinary Resolution: “**THAT**, to consider and approve the Company’s profit distribution proposal for the year 2022.” (*Note 1*)
5. Ordinary Resolution: “**THAT**, to consider and approve the resolution in relation to the appointment of the Company’s PRC domestic and international auditors for financial reporting and the auditors for internal control for the year 2023.”

6. Special Resolution: “**THAT**, to consider and approve the resolution on granting of a general mandate to the board of directors to issue bonds:

Details of the general mandate to be granted to the board of directors to issue bonds of the Company, which is to be submitted to the general meeting for consideration, are as follows:

Agreed the board of directors to issue debt financing instruments in one or multiple tranches within the limits of bonds issuable under the requirements of applicable laws, upon obtaining general and unconditional mandate from the general meeting:

- (a) Type of debt financing instruments: debt financing instruments include but are not limited to corporate bonds, super short-term commercial papers, short-term commercial papers, medium-term notes, bonds denominated in offshore Renminbi or US Dollars or other currencies, asset-backed securities, enterprise bonds, perpetual bonds or other onshore and offshore debt financing instruments issuable upon approval by or filing with the China Securities Regulatory Commission, Securities Association of China and other relevant authorities in accordance with relevant regulations. However, bonds issued and/or debt financing instruments adopted under this mandate shall not include bonds that are convertible to shares of the Company.
- (b) Issuer: the Company and/or its wholly-owned or controlled subsidiaries. The actual issuer shall be determined by the board of directors according to the needs of issuance.
- (c) Issuance size: the amount of debt financing instruments permitted to be issued under this mandate shall fall within the outstanding balance available for issuance of such type of instruments under the requirements of applicable laws. The actual issuance size shall be determined by the board of directors according to funding requirements and market conditions.
- (d) Term and type: save for perpetual bonds, not more than 15 years and may have single or multiple maturities. The actual term and issuance size of each type of the debt financing instruments shall be determined by the board of directors according to relevant requirements and market conditions.
- (e) Use of proceeds: the proceeds raised from the issuance are expected to be used in ways which are in accordance with the requirements of laws and regulations, such as to fund the production and operation needs of the Company, to adjust the debt structure, to supplement working capital and/or to make project investment. The actual use of proceeds shall be determined by the board of directors according to funding requirements.

- (f) Effective period of the mandate: one year from the date of approving this resolution at the general meeting of the Company.

Where the board of directors and/or its authorised representatives have, during the effective period of the mandate, decided the issuance, and provided that the Company has also, during the effective period of the mandate, obtained the approval or permission from or registration with regulatory authorities on the issuance, the Company may, during the effective period of such approval, permission or registration, complete the issuance.

- (g) Guarantees and other arrangements: the guarantees and other credit enhancement arrangements shall be determined based on the features of the onshore and offshore debt financing instruments and the issuance needs in accordance with the laws.
- (h) Target subscribers and arrangements on placement to shareholders of the Company: the target subscribers shall be the investors who meet the conditions for subscription in accordance with the requirements of laws and regulations. The specific target subscribers shall be determined in accordance with relevant laws, the market conditions and other specific matters related to the issuance.
- (i) Authorisation to the board of directors

The board of directors proposes to the general meeting to grant the general and unconditional mandate to the board of directors for the following purposes, after taking into account of the specific requirements of the Company and other market conditions:

- (i) to confirm the issuer, type, actual type, actual terms and conditions and other matters in relation to the issuance, including but not limited to the actual issuance size, actual aggregate amount, currency, issuance price, interest rate or methods of determining interest rate, issuance place, timing of issuance, term, whether to issue on multi-tranche issuances, number of tranches of issuance, whether to incorporate terms of repurchase or redemption, rating arrangement, guarantees and other arrangements, term of repayment of principal and payment of interest, use of proceeds and underwriting arrangement, etc.
- (ii) to undertake actions and procedures necessary and ancillary to each issuance, including but not limited to the engagement of intermediary agencies to deal with procedures such as applying approval from, registering and filing with relevant regulatory authorities relating to the issuance on behalf of the Company, signing all legal documents necessary and relating to the issuance, and handling other matters such as repayment of principal and payment of interest during the duration and trading and circulation.

- (iii) to approve, confirm and ratify the aforementioned actions and procedures given the Company has taken any of the actions and procedures in respect of any issuance.
- (iv) to make relevant adjustments to relevant matters relating to actual proposal for issuance within the scope of the mandate granted to the board of directors according to the advice of regulatory authorities or the then prevailing market conditions in the event of changes in the issuance policy of regulatory authorities or market conditions, unless re-approval at the general meeting of the Company is otherwise required pursuant to the relevant laws, regulations and the articles of association of China Eastern Airlines Corporation Limited.
- (v) to decide and deal with relevant matters relating to the listing of issued debt financing instruments upon the completion of issuance.
- (vi) to approve, sign and dispatch announcements and circulars relating to the issuance to disclose relevant information according to the applicable regulatory rules at the places of listing of the Company.
- (vii) to adjust the currency structure and interest rate structure of bonds within the duration of the bonds according to market conditions.
- (viii) to assign the aforementioned mandate to other candidates whom the board of directors finds appropriate.”

7. Special Resolution: “**THAT**, to consider and approve the general mandate of the issuance of shares of the Company:

Details of the general mandate to be granted to the board of directors to issue shares, which is to be submitted to the general meeting for consideration, are as follows:

- (a) Under the premise of the following conditions, the board of directors is granted unconditional and general mandate and is agreed to further authorise the management of the Company to deal with, at its sole discretion, relevant matters in connection with the issuance of shares of the Company during the relevant period (as defined below), in accordance with the Company’s specific needs, other market conditions and the conditions below:
  - (i) The board of directors approves the Company to, either separately or concurrently, issue, allot and deal with, or conditionally or unconditionally agree to, either separately or concurrently, issue, allot or deal with the domestic shares (“**A shares**”) and overseas-listed foreign shares (“**H shares**”) of the Company (including corporate bonds convertible into shares) for not more than 20% of the A shares

and H shares of the Company at the date of this resolution being considered and approved at the general meeting, respectively; and approves the Company to determine the number of A shares and/or H shares to be issued, allotted or dealt with within such limit, under the premise of item (iii) of this article;

- (ii) The board of directors formulates and implements specific issuance plans, including but not limited to the class of new shares to be issued, the pricing methods and/or the issuance price (including the price range), number of shares to be issued, target subscribers and use of proceeds, etc., determines the timing of issuance, period of issuance and whether to place to existing shareholders;
  - (iii) The board of directors approves, signs, amends and performs or facilitates to sign, perform and amend all documents, indentures and matters it finds related to any issuance, allotment or dealing of A shares and/or H shares pursuant to the exercise of the aforementioned general mandate; and
  - (iv) The board of directors only exercises the aforementioned power pursuant to the Company Law of the People's Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or all applicable laws, regulations and rules of any other government or regulatory authorities. The Company can complete the issuance only after obtaining approvals from the China Securities Regulatory Commission and/or any other relevant Chinese government authorities.
- (b) In respect of this special resolution, the general mandate shall not exceed the relevant period. Yet, if the board of directors has resolved to issue during the relevant period, the Company can complete the issuance under such mandate upon the completion of approval from relevant Chinese government authorities. "Relevant period" refers to the period from the date of passing of this special resolution to the following dates, whichever is earlier:
- (i) the conclusion of the next annual general meeting of the Company following the date when this special resolution is passed;
  - (ii) the expiry of 12 months from the date when this special resolution is passed; and
  - (iii) the date of the passing of the special resolution by the shareholders of the Company at the general meeting revoking or varying the general mandate given to the board of directors by this resolution.
- (c) Decision is made to authorise the board of directors to increase the registered capital of the Company under the premise of separate or concurrent issuance of shares in paragraph (a) of this special resolution, to show that the Company is authorised to issue

shares under paragraph (a) of this special resolution. Decision is also made to authorise the board of directors to amend the articles of association of the Company as it finds appropriate and necessary, to show the increase in the registered capital of the Company; and to undertake other necessary actions and necessary procedures to achieve the separate or concurrent issuance of shares under paragraph (a) of this special resolution and the increase in the registered capital of the Company.”

8. Ordinary Resolution: “**THAT**, to consider and approve the resolution in relation to the unrecovered losses of the Company amounting to one-third of the total paid-up share capital.”
9. Special Resolution: “**THAT**, to consider and approve the resolution in relation to the amendments to certain provisions of the Articles of Association.”
10. Special Resolution: “**THAT**, to consider and approve the resolution in relation to the amendments to certain provisions of the Rules for Procedures for General Meetings.”

By order of the Board  
**CHINA EASTERN AIRLINES CORPORATION LIMITED**  
**Wang Jian**  
*Company Secretary*  
Shanghai, the People’s Republic of China  
13 April 2023

*As at the date of this notice, the directors of the Company include Li Yangmin (Vice Chairman, President), Tang Bing (Director), Lin Wanli (Director), Cai Hongping (Independent non-executive Director), Dong Xuebo (Independent non-executive Director), Sun Zheng (Independent non-executive Director), Lu Xiongwen (Independent non-executive Director) and Jiang Jiang (Employee Representative Director).*

*Notes:*

**1. Profit distribution proposal for the year ended 31 December 2022**

The board of directors recommended the Company not to distribute profit for 2022.

The independent non-executive directors of the Company consider that the Company’s 2022 profit distribution proposal is in line with the objective situation of the Company, that the consideration procedures are legal and valid, and that the proposal is in line with the PRC Company Law, the PRC Securities Law, relevant laws and regulations of the China Securities Regulatory Commission and the Shanghai Stock Exchange and the relevant provisions of the articles of association of the Company. The proposal does not damage the interests of investors, especially the interests of small and medium shareholders. The independent non-executive directors of the Company agreed to submit the 2022 profit distribution proposal to the AGM for consideration.

For details, please refer to the announcement of the Company published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) on 30 March 2023.

## **2. Persons entitled to attend the AGM**

Persons who hold H shares of the Company and are registered as holders of the H shares on the register of members maintained by Hong Kong Registrars Limited at the close of business on 28 April 2023 will be entitled to attend the AGM upon completion of the necessary registration procedures. Notice will be made to the holders of the A shares of the Company separately.

## **3. Registration procedures for attending the AGM**

- (1) Holders of the H shares of the Company shall deliver their written replies for attending the AGM, copies of transfers or copies of their share certificates or copies of receipts of share transfers, together with copies of their identity cards or other documents of identity, to the place of business of the Board Office of China Eastern Airlines Corporation Limited located at 5/F, Block A2, Northern District, CEA Building, 36 Hongxiang 3rd Road, Minhang District, Shanghai, the PRC (postal code: 201100) (please indicate the detailed address on the letter for the Company to reply) from 9:00 a.m. to 4:00 p.m. on 10 May 2023 (if by facsimile (fax no: +86 21 62686116)) or between 4 May 2023 and 10 May 2023 (if by post). If proxies are appointed by shareholders to attend the AGM, they shall, in addition to the aforementioned documents, deliver the proxy forms and copies of their identity cards or other documents of identity to the above place of business of the Company.
- (2) Shareholders can deliver the necessary documents for registration to the Company in the following manner: by post or by facsimile.

## **4. Appointing proxies**

- (1) Shareholders who have the right to attend and vote at the AGM are entitled to appoint in writing one or more proxies (whether a member of the Company or not) to attend and vote at the meeting on their behalf.
- (2) The instrument appointing a proxy must be duly authorised in writing by the appointor or his/her attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign (or other documents of authorisation) must be notarially certified. For the holders of the H shares of the Company, the notarially certified power of attorney or other documents of authorisation and proxy forms must be delivered to Hong Kong Registrars Limited, the Company's H share registrar, not less than 24 hours before the time scheduled for the holding of the AGM in order for such documents to be considered valid.
- (3) If more than one proxy has been appointed by any shareholder of the Company, such proxies shall not vote at the same time.

## **5. Other matters**

Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.

**6. Closure of books**

The H share register of members of the Company will be closed from 29 April 2023 to 30 May 2023, both days inclusive, during which period no transfer of the H shares of the Company will be effected. Where applicable, holders of the H shares of the Company intending to attend the AGM are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to Hong Kong Registrars Limited, the Company's H share registrar, by 4:30 p.m. on 28 April 2023.

The address and contact details of Hong Kong Registrars Limited are as follows:

**Hong Kong Registrars Limited**

Rooms 1712–1716, 17th Floor, Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

Telephone: +852 2862 8628

Fax: +852 2865 0990

**7. Abstention from voting**

No person is required to abstain from voting in respect of any resolution set out in this notice.