

# CHINA EASTERN AIRLINES CORPORATION LIMITED

## DETAILED WORKING RULES FOR THE AUDIT AND RISK MANAGEMENT COMMITTEE OF THE BOARD OF DIRECTORS

(Revised at the 11th Meeting of the Board of Directors of the Company on 30 October 2025)

### CHAPTER I GENERAL PROVISIONS

Article 1. **Purpose and Basis** In order to strengthen risk control and internal supervision of China Eastern Airlines Corporation Limited (the “Company”) and standardise the operation of the Audit and Risk Management Committee of the Board of Directors, these Working Rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “Company Law”), the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Guidelines for the Work of Audit Committees of Listed Companies, and the Articles of Association of China Eastern Airlines Corporation Limited (the “Articles of Association”).

Article 2. **Establishment** The Audit and Risk Management Committee is a special committee subordinate to the Board of Directors of the Company. It is responsible for inspecting and supervising the Company’s external audit, internal audit, financial reporting, risk management, internal control, legal compliance system development, and exercising the powers of the Board of Supervisors as stipulated in the Company Law.

### CHAPTER II COMPOSITION AND WORKING STRUCTURE

Article 3. **Composition** The composition of the Audit and Risk Management Committee of the Company shall meet the following conditions:

- (I) It shall consist of three to five directors;
- (II) Members shall not be senior management of the Company;
- (III) The number of independent directors shall constitute a majority;
- (IV) All members shall meet the relevant requirements for appointment as a committee member as stipulated in the Hong Kong Listing Rules.

Article 4. **Appointment of the Chairman** The Audit and Risk Management Committee shall have one Chairman who shall be selected from among those committee members who are independent non-executive directors, and appointed by the Board of Directors. The Chairman shall be responsible for presiding over the work of the Audit and Risk Management Committee. The Chairman shall be an accounting professional.

Article 5. **Term of Office** The term of office of the members of the Audit and Risk Management Committee shall be the same as that of other directors of the Company and shall not exceed three years for each term. Upon the expiration of their term, members may be re-elected for consecutive terms, provided that independent directors shall not serve for more than six consecutive years. If any member ceases to serve as a director of the Company due to resignation or other reasons during the term of office, he/she shall automatically resign from the Audit and Risk Management Committee upon ceasing to hold the office of director.

If the resignation of a member results in the number of members of the Audit and Risk Management Committee falling below the statutory minimum number, or if there is a lack of accounting professionals, the outgoing member shall continue to perform his/her duties before the new member takes office.

Article 6. **Performance Guarantee** The Audit Department, as the lead supporting unit for the Audit and Risk Management Committee, shall conduct internal audit and risk control in accordance with relevant national laws and regulations and company regulations, submit status reports to the Audit and Risk Management Committee on a regular basis, and complete other tasks assigned by the Audit and Risk Management Committee. The Financial Management Department and the Legal and Compliance Department, as supporting units for the Audit and Risk Management Committee, shall implement the relevant tasks of the Audit and Risk Management Committee in accordance with their respective responsibilities. The Board Office, as the daily administrative office of the Audit and Risk Management Committee, shall assist the Secretary of the Board in daily liaison and meeting organization of the Audit and Risk Management Committee.

When the Audit and Risk Management Committee performs its duties, the Company's management and relevant departments shall cooperate. Directors and senior management shall truthfully provide relevant information and materials to the Audit and Risk Management Committee, shall not hinder the Audit and Risk Management Committee from exercising its powers, and shall ensure that the Audit and Risk Management Committee performs its duties without interference. The expenses necessary for the exercise of powers by the Audit and Risk Management Committee shall be borne by the Company.

### **CHAPTER III DUTIES AND POWERS**

Article 7. **Duties and Powers** The main duties and powers of the Audit and Risk Management Committee include:

- (I) Overseeing and evaluating the work of the external auditor, including but not limited to:
  1. Formulating policies, procedures and relevant internal control systems for the selection and appointment of the external auditor in accordance with the authorisation of the Board of Directors;
  2. Making recommendations to the Board of Directors on the appointment, dismissal, non-renewal, and audit fees of the external auditor;

3. Assessing the independence and professionalism of external auditors;
4. Discussing and communicating with the external auditor on the audit scope, audit plan, audit methodology and significant matters identified during the audit;
5. Reviewing audit reports issued by the external auditor;
6. Overseeing and evaluating whether the external auditor is diligent and responsible, and receiving work reports from the external auditor.

The Audit and Risk Management Committee serves as the principal liaison between the Company and the external auditor and is responsible for overseeing the relationship between the two parties.

The Audit and Risk Management Committee shall regularly submit to the Board of Directors an evaluation report on the performance of the engaged external auditor and a report on the performance of the external auditor in fulfilling its supervisory duties.

The Audit and Risk Management Committee shall communicate with the annual auditing accountant before the external auditor commences engagement, after the annual auditing accountant issues its preliminary audit opinion, and before the Board meeting to review the annual report. During the annual report audit, the Audit and Risk Management Committee shall hold meetings with the external auditor without the participation of the Company's management.

- (II) Overseeing and evaluating the Company's internal audit work, including but not limited to:
1. Directing and overseeing the establishment and implementation of the internal audit system;
  2. Reviewing the Company's annual internal audit work plan;
  3. Urging the implementation of the Company's internal audit plan;
  4. Directing the effective operation of the internal auditor department;
  5. Reporting to the Board of Directors on the progress and quality of internal audit, as well as any significant issues or leads discovered;
  6. Coordinating the relationship between the internal auditor and external audit bodies, including the external auditor and national audit agencies.

The internal auditor shall conduct an inspection every six months on the use of the Company's raised funds, provision of guarantees, related party transactions, securities investments and derivatives trading, provision of financial assistance, purchase or sale of assets, outbound investments, significant financial transactions, and financial transactions between the Company and its directors, senior management, controlling shareholders, actual controllers, and their related parties. The internal auditor shall issue an inspection report and submit it to the Audit and Risk Management Committee for review.

The internal auditor shall report its work to the Audit and Risk Management Committee. All audit reports submitted to management by the internal auditor, as well as the rectification plans for identified audit issues and the status of their implementation, shall be submitted to the Audit and Risk Management Committee. Any significant issues or leads identified by the internal auditor shall be promptly reported to the Audit and Risk Management Committee.

(III) Reviewing of the Company's financial information and its disclosure, including but not limited to:

1. Reviewing the financial information contained in the Company's financial reports and periodic reports, and provide opinions on the truthfulness, accuracy, and completeness of the reports;
2. Reviewing the Company's financial and accounting policies and practices, focusing on significant accounting and auditing issues in the Company's financial reports, including adjustments for significant accounting errors, significant changes in accounting policies and estimates, matters involving critical accounting judgments, matters resulting in modified audit opinions, significant adjustments arising from the audit, the going concern assumption, and compliance with accounting standards and financial reporting requirements under the Hong Kong Listing Rules;
3. Paying particular attention to the possibility of fraud, malpractice, and material misstatements related to financial reporting;
4. Reviewing the Company's annual financial budget report;
5. Overseeing the rectification of financial reporting issues.

(IV) Overseeing and evaluating the Company's internal controls, including but not limited to:

1. Evaluating the adequacy of the design of the Company's internal control system and making recommendations to the Board of Directors and management on improving internal controls;
2. Overseeing and directing the internal auditor in conducting internal control inspections and evaluations, and urging the internal auditor to assess the risk profile in key areas and critical processes of the Company's internal controls;
3. Reviewing internal control evaluation reports;
4. Evaluating the results of internal control evaluations and audits, and urging the rectification of internal control deficiencies;

5. Establishing and reviewing the whistleblowing policy and system to enable employees and others dealing with the Company to confidentially and anonymously raise concerns regarding any potential misconduct concerning the Company to the Audit and Risk Management Committee, and ensuring appropriate arrangements are in place for the Company to conduct fair and independent investigations into such matters and take appropriate action.
- (V) Overseeing and evaluating the Company's overall risk management, including but not limited to:
1. Evaluating the adequacy of the design of the Company's risk management system and making recommendations to the Board of Directors and management on improving risk management;
  2. Inspecting and evaluating the risk management and control systems and practices implemented by the Company's management in relation to major decisions, significant events, major strategic investments, and key businesses, supervise their implementation, and regularly receive management's risk management assessment reports;
  3. Reviewing and evaluating the Company's annual work plan and annual authorisation scheme for aviation fuel, foreign exchange, and interest rate hedging transactions, submitting them to the Board of Directors for review and providing comments and suggestions to the Board of Directors, and regularly receiving management's reports on hedging businesses;
  4. Regularly reviewing the use and management of raised funds.
- (VI) Exercising the powers of the Board of Supervisors as stipulated in the Company Law, including but not limited to:
1. Inspecting the Company's finances;
  2. Supervising the conduct of the Company's directors and senior management in performing their duties;
  3. Requiring the directors and senior management to rectify actions detrimental to the Company's interests;
  4. Proposing the convening of an extraordinary board meeting;
  5. Proposing the convening of an extraordinary shareholders' meeting, and convening and presiding over the shareholders' meeting when the Board of Directors fails to perform its duties as required by law;
  6. Submitting proposals to the shareholders' meeting;

7. Accepting shareholder requests to initiate legal proceedings against directors and senior management other than members of the Audit and Risk Management Committee who have caused losses to the Company in violation of laws, administrative regulations or the provisions of the Articles of Association while performing their duties.

(VII) Reviewing and overseeing the establishment of the Company's relevant legal compliance system;

(VIII) Other powers as stipulated by laws and regulations, the self-regulatory rules of the stock exchange where the Company is listed and the Articles of Association.

**Article 8. Matters Requiring Prior Review** The Audit and Risk Management Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the Board of Directors for review only after approval of a majority of all members of the Audit and Risk Management Committee:

- (I) Disclosing financial information in financial accounting reports and periodic reports, and internal control evaluation reports;
- (II) Hiring or dismissing the accounting firm that undertakes the Company's audit services;
- (III) Hiring or dismissing the Company's chief financial officer;
- (IV) Making changes in accounting policies, accounting estimates, or correcting major accounting errors for reasons other than changes in accounting standards;
- (V) Other matters stipulated by laws, administrative regulations, regulations of the China Securities Regulatory Commission, self-regulatory rules of stock exchanges, and the Company's Articles of Association.

The review opinions adopted by the Audit and Risk Management Committee at a meeting shall be submitted to the Board of Directors in writing. The Audit and Risk Management Committee shall submit review opinions to the Board of Directors on matters within its scope of responsibility. If the Board of Directors does not adopt such opinions, the Company shall disclose such matters and fully explain the reasons.

**Article 9. Matters for Regular Reporting** The relevant departments of the Company shall, in accordance with the requirements of the Audit and Risk Management Committee, provide relevant written materials in a timely, complete and truthful manner, including but not limited to:

- (I) Financial budget reports and annual, semi-annual and quarterly financial reports;
- (II) Annual, semi-annual and quarterly reports of the Company;

- (III) Hedging work plans and annual and semi-annual reports;
- (IV) Annual internal audit plans and reports;
- (V) Annual and semi-annual internal control evaluation reports;
- (VI) Annual legal compliance work reports;
- (VII) Annual and semi-annual inspection reports issued by the Company's internal auditor on specific matters such as the use of raised funds, provision of guarantees, related party transactions, and provision of financial assistance.

## **CHAPTER IV OPERATIONAL MECHANISM AND MEETING PROCEDURES**

**Article 10. Meeting Types and Forms** The Audit and Risk Management Committee shall hold a meeting at least once a quarter; an extraordinary meeting may be held upon the proposal of two or more members or if the Chairman deems it necessary. An Audit and Risk Management Committee meeting shall proceed only if more than two-thirds of the members are present.

In principle, the Audit and Risk Management Committee meetings shall be held in person. If necessary, meetings may be held via video conference, telephone or other means, provided that all attending members may fully communicate and express their opinions.

In principle, the Company shall provide relevant materials and information no later than three days before the Audit and Risk Management Committee meeting.

**Article 11. Convening and Presiding Over Meetings** The Chairman of the Audit and Risk Management Committee shall convene and preside over the Audit and Risk Management Committee meetings. If the Chairman fails or refuses to perform his/her duties, a member who is an independent director shall be jointly nominated by a majority of the members to preside.

**Article 12. Attendance at Meetings** Members of the Audit and Risk Management Committee shall attend meetings in person and express clear opinions on the matters under consideration. If they are unable to attend meetings in person for any reason, they shall review meeting materials in advance, form clear opinions, and record such opinions in the proxy form, and appoint other members to attend on their behalf in writing.

Each member of the Audit and Risk Management Committee may accept an appointment of no more than one other member, and the proxy form shall clearly state the scope and term of the proxy. If an independent director is unable to attend the meeting for any reason, he or she shall appoint another independent director from the Audit and Risk Management Committee to attend on his or her behalf.

The term “in person” as used herein shall include both physical attendance and attendance via telecommunication.

**Article 13. Consideration and Voting** Resolutions of the Audit and Risk Management Committee shall be adopted by a majority vote of its members. Voting on resolutions shall be conducted on a one-member-one-vote basis.

If a member of the Audit and Risk Management Committee has a conflict of interest with the matters to be discussed at the meeting, he or she shall recuse himself or herself. If an effective review opinion cannot be formed due to recusation, the relevant matters shall be submitted to the Board of Directors for review.

**Article 14. Meeting Minutes and Record Retention** The minutes of the Audit and Risk Management Committee meetings shall be prepared in accordance with relevant regulations. The minutes of the meetings shall be true, accurate and complete, and fully reflect the opinions expressed by attendees on the matters under consideration. Members who attend the meetings shall sign the minutes of the meetings.

The minutes of meetings, resolutions, proxy forms and other relevant materials shall be properly retained by the Company for at least ten years.

**Article 15. Confidentiality Obligation** All members, attendees, and staff who have access to meeting materials and information shall maintain confidentiality regarding matters discussed at meetings and strictly fulfil their confidentiality responsibilities.

## **CHAPTER V SUPPLEMENTARY PROVISIONS**

**Article 16. Interpretation and Effective Date** Any matter not covered by these Working Rules, or any conflict with relevant laws, regulations, listing rules of the place where the Company is listed, and the Articles of Association, shall be governed by the provisions of such laws, regulations, listing rules of the place where the Company is listed, and the Articles of Association.

These Detailed Working Rules shall take effect from the date of approval by the Board of Directors and shall be interpreted by the Board of Directors.