

中国东方航空股份有限公司  
China Eastern Airlines Corporation Limited

股东提名董事候选人程序说明

Procedures for Shareholders to Nominate Director Candidates

第一章 总则

Chapter One General Provisions

第一条 根据《中华人民共和国公司法》、《上市公司治理准则》、《公司章程》、《关于在上市公司建立独立董事制度的指导意见》、《香港联合交易所有限公司证券上市规则》(“香港上市规则”)及其他有关规定,中国东方航空股份有限公司(“本公司”)制定本说明。

Article 1 These procedures (the “**Procedures**”) are formulated by China Eastern Airlines Corporation Limited (the “**Company**”) in accordance with the Company Law of the People’s Republic of China (“**PRC**”), Guiding Principles on Governing Listed Companies, the Articles of Association of the Company (the “**Articles**”), Guiding Opinions on the Establishment of Independent Director System in Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other relevant regulations.

第二章 具体程序

Chapter Two Specific Procedures

第二条 单独或者合计持有本公司百分之三及以上股份的股东,可以提名董事候选人;单独或者合计持有本公司已发行股份百分之一及以上的股东可以提名独立董事候选人。

Article 2 Any shareholder of the Company (the “**Shareholder**”) holding, individually or jointly, 3% or more of the shares of the Company (the “**Shares**”) has a right to nominate candidates (the “**Director Candidates**”, each of which a “**Director Candidate**”) for election as directors of the Company (the “**Directors**”, each of which a “**Director**”) . Any Shareholder holding, individually or jointly, 1% or more of the issued Shares has a right to nominate candidates for election as independent Directors (the “**Independent Director Candidates**”).

第三条 董事提名人需在股东大会召开前至少提前十二个工作日将提名董事候选人的临时提案(包括但不限于本说明第六条及第九条的资料)以书面形式提交董事会；董事会应当在收到提案后二日内、且在任何情况下都必须在股东大会召开前至少提前十个工作日通知其他股东，并将该临时提案提交股东大会审议。

Article 3 The director nominator (the “**Nominator**”) shall submit a provisional proposal (including but not limited to information required in clauses 6 and 9 of these Procedures) for the nomination of Director Candidates (the “**Proposal**”) in writing to the board of Directors (the “**Board**”) at least twelve business days before the date of the Company’s general meeting (the “**General Meeting**”). The Board shall notify the other Shareholders regarding the Proposal within two days of receipt, and must, in any event, notify the Shareholders at least ten business days before the date of the General Meeting; and shall submit the Proposal for the consideration in the General Meeting.

第四条 控股股东对本公司董事候选人的提名，应严格遵循法律、法规和本公司章程规定的条件和程序。控股股东提名的董事候选人应当具备相关专业知识和决策、监督能力。控股股东不得对股东大会人事选举决议和董事会人事聘任决议履行任何批准手续。

Article 4 Nomination of Director Candidates by controlling shareholders of the

Company (the “**Controlling Shareholders**”, each of which a “**Controlling Shareholder**”) shall strictly comply with requirements and procedures specified in laws, regulations and the Articles. Director Candidates nominated by Controlling Shareholders should possess relevant professional knowledge, and decision making and supervision abilities. Controlling Shareholders cannot undertake any approval procedures in relation to resolutions of personnel selection on the General Meetings or in relation to resolutions of personnel appointment on meetings of the Board.

第五条 董事会应在股东大会召开前公开董事候选人的详细资料，保证股东在投票时对候选人有足够的了解。公开的候选人资料包括但不限于：董事候选人的个人信息、职业、学历、职称、工作经历、兼职等。董事候选人应具备履行职务所必需的知识、技能、素质和条件。

Article 5 The Board shall disclose detailed information of Director Candidates before the General Meeting to ensure that the Shareholders have sufficient understanding of each Director Candidate when voting. Information to be disclosed by the Director Candidates shall include but not limited to: his/her personal information, occupation, education background, qualifications, working experiences and part-time engagements, etc.. Director Candidates should possess knowledge, skills, qualifications and qualities required for discharging his/her duties.

第六条 在董事提名人根据本规则第三条的规定提交董事候选人提名提案的同时，董事候选人应当一并向公司提交其做出的书面承诺，同意接受提名，承诺所提供的董事候选人资料真实、完整，并保证当选后切实履行董事职责。

Article 6 While a Nominator submits the Proposal in accordance with requirements in clause 3 of these Procedures, a Director Candidate should submit his/her written declaration to the Company to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she

will earnestly discharge his/her duties as a Director upon the appointment.

第七条 对独立董事候选人提名的董事提名人应对该候选人担任独立董事的资格和独立性发表意见。该候选人应当就其本人与本公司之间不存在任何影响其独立客观判断的关系发表公开声明。

Article 7 A Nominator nominating any Independent Director Candidate should opine on the qualification and independence of such nominated candidate for the assumption of the position as an independent Director. Such candidate should make a declaration on the fact that there is no relationship between himself/herself and the Company that may affect his/her capability to make an independent and objective judgment.

第八条 在选举独立董事的股东大会召开前，上市公司应根据适用的法律、法规及规则将董事候选人的有关材料同时报送中国证监会、公司所在地中国证监会派出机构和公司股票挂牌交易的证券交易所(如适用)。本公司董事会会对董事候选人的有关情况有异议的，应同时报送董事会的书面意见。中国证监会对董事候选人持有异议的，该董事候选人可作为公司董事候选人，但不作为独立董事候选人。在召开股东大会选举独立董事时，本公司董事会应对独立董事候选人是否被中国证监会提出异议的情况进行说明。

Article 8 Prior to the General Meeting for the purpose of electing independent Directors, the Company shall submit the relevant materials of the Director Candidates to the China Securities Regulatory Commission ( “CSRC”) and its dispatched institution at the place where the Company is located, and the securities exchange where the Company is listed (if applicable) at the same time. In the event that the Board raises any objection regarding the relevant information of the Director Candidate, a written opinion of the Board shall also be submitted at the same time. Any candidate against whom CSRC raises objections can be nominated as a Director Candidate, but cannot be nominated as an Independent Director Candidate. In a General Meeting for

the election of independent Directors, the Board should explain whether there is any objection raised by CSRC against Independent Director Candidates.

### 第三章 董事候选人应提交的资料

#### Chapter Three Materials to be provided by Director Candidates

第九条 董事候选人或提名人应向本公司提交董事候选人的基本情况，包括但不限于：

- (一) 姓名(全名)及年龄；
- (二) 在本公司及其下属子公司所担任的职位（如有）；
- (三) 有关经验，包括(i)过去三年在其证券于香港或海外任何证券市场上市的公众公司担任的其他董事职务；以及(ii)其他主要任命及专业资格；
- (四) 现时的工作以及股东须了解的其他有关候选人能力及诚信的资料（如包括业务经验及学术资格）；
- (五) 与本公司任何董事、高级管理人员、主要股东或控股股东的关系，或否定此等关系的合适声明；
- (六) 香港的《证券及期货条例》第 XV 部所指的股份权益，或否定此等权益的合适声明；
- (七) 董事候选人就根据香港上市规则第 13.51(2)(h)至(w)条规定予以披露的资料所作的声明，或否定存在任何根据该等规定予以披露的资料及任何需要股东知悉有关该董事候选人参选董事的事项的合适声明；及
- (八) 联系方式详情。

Article 9 The Director Candidate or Nominator shall submit to the Company basic information of the Director Candidate, including but not limited to:

- (1) the name (full name) and age;
- (2) positions held with the Company and its subsidiaries (if any);
- (3) relevant experience, including: (i) other directorships held in the

- last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) other major appointments and professional qualifications;
- (4) current vocation and other information related to the candidate's capability and honesty that need to be brought to the attention of the holder of the securities of the Company (such as professional experiences and academic qualifications);
  - (5) relationships with any Directors, senior management or substantial or controlling Shareholders of the Company, or an appropriate negative statement to that effect;
  - (6) his/her interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement to that effect;
  - (7) a declaration made by the Director Candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Hong Kong Listing Rules, or an appropriate negative statement to the effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that Director Candidate's standing for election as a Director that should be brought to the Shareholders' attention; and
  - (8) Contact details.

#### 第四章 附则

#### Chapter Four Miscellaneous

第十条 本说明未尽事宜, 按国家有关法律、法规、规则和本公司章程的规定执行; 本说明内容如与国家日后颁布和/或修订的法律、法规、规则

或本公司章程(经不时修订)相抵触时,按该法律、法规、规则或本公司章程(经不时修订)的规定执行,并根据适用的程序立即修订。

Article 10 Matters not covered by these Procedures shall be executed in accordance with PRC laws, regulations and rules and the Articles. In the event that these Procedures are in conflict with any law, regulation, and rule promulgated and/or amended by PRC in the future or the Articles (as amended from time to time), such laws, regulations, rules and the Articles (as amended from time to time) shall prevail, and these Procedures shall be modified immediately in accordance with applicable procedures.

第十一条 本说明以中文文本为准。

Article 11 The Chinese version of these Procedures prevails.

第十二条 本说明的解释权归属本公司董事会。

Article 12 The Board has the exclusive right to explain these Procedures.