

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 2021 FIRST EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 2021 first extraordinary general meeting (the “**EGM**”) of China Eastern Airlines Corporation Limited (the “**Company**”) will be held at 21/F Conference Room AB, Catic Building, No. 212, Jiangning Road, Jing'an District, Shanghai, the People's Republic of China (中國上海市靜安區江寧路212號凱迪克大廈21樓AB會議室) at 1:30 p.m. on Monday, 29 March 2021, or any adjournment thereof, for the purpose of considering, and if thought fit, passing the following resolutions. A circular containing details of the following resolutions is expected to be despatched to shareholders of the Company (the “**Shareholders**”) in due course.

Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the announcement of the Company dated 2 February 2021 in relation to the Non-public Issuance of A Shares.

1. Ordinary resolution: “**THAT**, to consider and approve the “Compliance with the conditions of the non-public issuance of A shares by China Eastern Airlines Corporation Limited”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”
2. Special resolution: “**THAT**, to consider and approve the “Proposal for the non-public issuance of A shares to a specific subscriber by China Eastern Airlines Corporation Limited”. (Each part of this resolution shall be decided by voting in sequence):
 - 2.01 Type and par value of shares to be issued
 - 2.02 Method and time of issuance
 - 2.03 Subscriber and method of subscription
 - 2.04 Pricing benchmark date, pricing principles and issue price
 - 2.05 Number of shares to be issued
 - 2.06 Amount and use of proceeds
 - 2.07 Lock-up period

2.08 Place of listing

2.09 Arrangement of accumulated undistributed profits before the non-public issuance of A shares

2.10 Validity period of the resolutions of non-public issuance of A shares

Details of the above resolution are set out in the announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange in respect of the non-public issuance of A shares under a specific mandate.”

3. Special resolution: “**THAT**, to consider and approve the “Proposal for the non-public issuance of A shares by China Eastern Airlines Corporation Limited”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”
4. Ordinary resolution: “**THAT**, to consider and approve the “Report on the use of proceeds from the previous fund raising activities by China Eastern Airlines Corporation Limited”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”
5. Special resolution: “**THAT**, to consider and approve the “Feasibility analysis on the use of proceeds from the non-public issuance of A shares by China Eastern Airlines Corporation Limited”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”
6. Special resolution: “**THAT**, to consider and approve the “Conditional share subscription agreement of the non-public issuance entered into with a specific subscriber by China Eastern Airlines Corporation Limited”. Details of the above resolution are set out in the announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange in respect of the non-public issuance of A shares under a specific mandate.”
7. Special resolution: “**THAT**, to consider and approve the “Connected transactions involved in the non-public issuance of A shares by China Eastern Airlines Corporation Limited”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”
8. Ordinary resolution: “**THAT**, to consider and approve the “Dilution of current returns by the non-public issuance of A shares and remedial measures and the undertakings thereof by the controlling Shareholder, the director and the senior management”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”

9. Ordinary resolution: “**THAT**, to consider and approve the “Future plan for return to the Shareholders for the coming three years (2021–2023) of China Eastern Airlines Corporation Limited”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”
10. Special resolution: “**THAT**, to consider and approve the “Waiver of the offer obligation to increase the shareholdings by the controlling Shareholder in accordance with the PRC laws and regulations”. Details of the above resolution are set out in the overseas regulatory announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange.”
11. Special resolution: “**THAT**, to consider and approve the “Application to the SFC for the whitewash waiver for exemption from the general offer obligation by the controlling Shareholder in accordance with the Takeovers Code”. Details of the above resolution are set out in the announcement of the Company dated 2 February 2021 published on the website of the Hong Kong Stock Exchange in respect of the non-public issuance of A shares under a specific mandate.”
12. Special resolution: “**THAT**, to consider and approve the “Authorization to the board of directors and its authorized persons to amend relevant provisions of the articles of association upon the completion of the non-public issuance of A shares”. Details of the above resolution will be set out in the circular of the Company published on the website of the Hong Kong Stock Exchange in due course.”
13. Special resolution: “**THAT**, to consider and approve the “Proposal to authorize the board of directors and its authorized persons to proceed with relevant matters in respect of the non-public issuance of A shares in their sole discretion”. Details of the above resolution will be set out in the circular of the Company published on the website of the Hong Kong Stock Exchange in due course.”
14. Ordinary resolution: “**THAT**, to consider and approve the “Election of the shareholder supervisor of the ninth session of the supervisory committee of the Company”. Details of the above resolution are set out in the announcement of the Company dated 18 January 2021 published on the website of the Hong Kong Stock Exchange in respect of the proposed change of supervisor.”

By order of the Board
CHINA EASTERN AIRLINES CORPORATION LIMITED
Wang Jian
Company Secretary
Shanghai, the People’s Republic of China
8 February 2021

As at the date of this notice, the directors of the Company include Liu Shaoyong (Chairman), Li Yangmin (Vice Chairman, President), Tang Bing (Director), Shao Ruiqing (Independent non-executive Director), Cai Hongping (Independent non-executive Director), Dong Xuebo (Independent non-executive Director) and Jiang Jiang (Employee Representative Director).

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this notice, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice the omission of which would make any statements in this notice misleading.

1. Persons entitled to attend the EGM

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 Friday, 26 February 2021 will be entitled to attend the EGM upon completion of the registration procedures. Notice will be made to the holders of the A shares of the Company separately.

2. Registration procedures for attending the EGM

- (1) Holders of the H shares of the Company shall deliver their written replies for attending the EGM, 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 Office of the Board of Directors of the Company at 5/F, Block A2, Northern District, CEA Building, 36 Hongxiang 3rd Road, Minhang District, Shanghai (zip code: 201100) (for the attention of the Office of the Board of Directors of the Company) from 9:00 a.m. to 4:00 p.m. on Monday, 8 March 2021 (if by facsimile) (fax no: +862162686116) or between Monday, 1 March 2021 to Monday, 8 March 2021 (if by post). If proxies are appointed by Shareholders to attend the EGM, 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.

3. Appointing proxies

- (1) Shareholders who have the right to attend and vote at the EGM 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 EGM before such documents would be considered valid.
- (3) If more than one proxy has been appointed by any Shareholder, such proxies shall not vote at the same time.

4. Duration of the EGM and other matters

The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM shall be responsible for their own accommodation and travel expenses.

Shareholders who attend the meeting on-site must pay attention in advance and abide by the regulations and requirements of Shanghai on health status declaration, quarantine and observation during the epidemic containment period. The Company will strictly follow the epidemic containment requirements of relevant government departments and take epidemic containment measures such as body temperature monitoring for the Shareholders who attend the meeting on-site under the guidance and supervision of relevant government departments. Shareholders who have fever and other symptoms or are not wearing masks as required or do not comply with the relevant epidemic containment regulations and requirements may not be admitted to the venue of the meeting. If the number of Shareholders who attend the meeting on-site reached the upper limit stipulated under the epidemic containment requirements of the relevant government departments on the date of the meeting, Shareholders present at the venue will have to enter into the venue on a "first sign in, first enter" basis, and Shareholders who sign in later may not be able to enter into the venue of the meeting.

5. Closure of books

The H share register of members of the Company will be closed from Saturday, 27 February 2021 to Monday, 29 March 2021, 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 EGM are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H share registrar, Hong Kong Registrars Limited, by 4:30 p.m. on Friday, 26 February 2021.

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: +85228628628
Fax: +85228650990

6. Voting

China Eastern Air Holding Company Limited, CES Finance Holding Co., Limited, CES Global Holdings (Hong Kong) Limited and Mr. Li Yangmin, who own shares of the Company, are required to abstain from voting in respect of the resolutions 2, 3, 6, 7, 10, 11 and 13 set out in this notice.

The resolutions 2–3, 5–7, and 10–13 set out in this notice are special resolutions, among which, the resolution 11 shall be passed by more than three-quarters of the voting rights of the independent shareholders at the EGM.