



# 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 2020 annual general meeting (“AGM”) of China Eastern Airlines Corporation Limited (the “**Company**”) will be held at the Conference Room on Second Floor, CEA Development Co. Auxiliary Building, No. 99 Konggang Third Road, Changning District, Shanghai, the PRC (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 9:00 a.m. on Wednesday, 23 June 2021, 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 (the “**Board**”) for the year 2020.”
2. Ordinary Resolution: “**THAT**, to consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year 2020.”
3. Ordinary Resolution: “**THAT**, to consider and approve the financial reports of the Company for the year 2020.”
4. Ordinary Resolution: “**THAT**, to consider and approve the Company’s profit distribution proposal for the year 2020.” (*Note 1*)
5. Ordinary Resolution: “**THAT**, to consider and approve the resolution in relation to the Company’s appointment of the PRC domestic auditors and international auditors for financial reporting and the auditors for internal control for the year 2021.”
6. Special Resolution: “**THAT**, to consider and approve the resolution on granting of a general mandate to the Board to issue bonds:

Agreed the Board 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 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 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 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 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 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 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

The Board proposes to the general meeting to grant the general and unconditional mandate to the Board 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, 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, sign all legal documents necessary and relating to the issuance, and handle 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 according to the advice of regulatory authorities or the then prevailing market conditions in the event of changes in the issue 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.
- (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 finds appropriate.”

7. Special Resolution: “**THAT**, to consider and approve the granting of a general mandate to the Board to issue shares of the Company:

- (a) Under the premise of the following conditions, the Board 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 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 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, use of proceeds, etc., determines the timing of issuance, period of issuance and whether to place to existing shareholders;
  - (iii) The Board 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 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 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 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 date from the passing of this special resolution to the following dates, whichever is earlier:
- (i) from the date when this special resolution is passed until the conclusion of the next AGM of the Company;
  - (ii) from the date when this special resolution is passed until the expiry of 12 months since then; 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 by this resolution.
- (c) Decision is made to authorise the Board 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 to amend the articles of association it finds appropriate and necessary, to show the increase in the registered capital of the Company; and to undertake necessary actions and other 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 election of directors of the ninth session of the board of directors of the Company:
- (1) to consider and approve the resolution in relation to the election of Mr. Lin Wanli as a director of the Company." (Note 8)

For the change of directors and the biographical details, please refer to Note 9.

9. Ordinary Resolution: “**THAT**, to consider and approve the resolution in relation to the election of independent directors of the ninth session of the board of directors of the Company:
- (1) to consider and approve the resolution in relation to the election of Mr. Sun Zheng as an independent director of the Company.
  - (2) to consider and approve the resolution in relation to the election of Mr. Lu Xiongwen as an independent director of the Company.” (Note 8)

For the change of directors and the biographical details, please refer to Note 9.

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

*As at the date of this announcement, 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).*

*Notes:*

**1. Profit distribution proposal for the year ended 31 December 2020**

The Board recommended the Company not to distribute profit for 2020.

The independent non-executive directors of the Company consider that the Company’s 2020 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 CSRC 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 2020 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 2021.

**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 21 May 2021 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 the Company 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 2 June 2021 (if by facsimile (fax no: +86 21 62686116)) or between 26 May 2021 to 2 June 2021 (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 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 before such documents would 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. Duration of the AGM**

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

#### **6. Closure of books**

The H share register of members of the Company will be closed from 24 May 2021 to 23 June 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 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 21 May 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: +852 2862 8628  
Fax: +852 2865 0990

#### **7. Abstention from voting**

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

#### **8. Cumulative Voting**

The directors of the Company will be elected by cumulative voting at the AGM, the number of total votes that a shareholder can exercise is decided by the following factors: (i) the number of shares held by such shareholder; and (ii) the number of directors to be elected. A shareholder can give all his or her votes to one of the candidates or divide his or her votes among several candidates. Directors are elected based on the total number of votes a candidate receives at the AGM.

#### **9. Proposed appointment of directors**

For the details of the proposed appointment of directors, please refer to the announcement of the Company dated 29 April 2021.