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**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)**

## **ANNOUNCEMENT PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

China Eastern Airlines Corporation Limited (the “**Company**”) has convened the 27th ordinary meeting of the ninth session of the board of directors on 14 December 2023 to consider and approve the Resolution on the Amendments to the Articles of Association.

In order to fully implement the spirit of the Opinions on the Reform of the Independent Director System for Listed Companies of the General Office of the State Council, and promote the formation of a more scientific and sound independent director system and mechanism, according to the Measures for the Administration of Independent Directors of Listed Companies of the China Securities Regulatory Commission, the Company proposed to amend the Articles of Association, taking into account the latest requirements of recent domestic and overseas listing regulatory rules and actual circumstances. Please refer to the Appendix for details of the amendments.

The Resolution on the Amendments to the Articles of Association is still subject to consideration at the general meeting of the Company.

By order of the Board

**CHINA EASTERN AIRLINES CORPORATION LIMITED**

**Wang Jian**

*Company Secretary*

Shanghai, the People's Republic of China

14 December 2023

*As at the date of this announcement, the directors of the Company include Wang Zhiqing (Chairman), 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).*

Appendix:

**COMPARATIVE TABLES OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION OF  
CHINA EASTERN AIRLINES CORPORATION LIMITED**

No.	Before Amendments	After Amendments
1	<p><b>Article 110 (A)</b> Independent directors shall carry out duties faithfully, safeguard the interests of the Company and pay close attention to the protection of the legal rights and interests of the public shareholders from detriment.</p> <p>Independent directors have the general authority of directors and have special authority on the relevant matters as stipulated in relevant laws, regulations and the articles of association.</p> <p>Independent directors shall carry out duties independently and shall not be influenced by:</p> <p>(1) any substantial shareholder or actual controlling person of the Company; or</p> <p>(2) any interested entity or individual of the Company or any of its substantial shareholders or actual controlling persons.</p> <p>The Company shall protect the lawful performance of duties of the independent directors.</p> <p>Independent directors shall perform their duties as directors according to law, fully understand the operation of the Company and the topics to be discussed by the board of directors, and safeguard the interests of the Company and all shareholders, especially the protection of legitimate rights and interests of small and medium shareholders. Independent directors shall report their work to the Shareholders' general meeting on an annual basis.</p>	<p><b>Article 110 (A)</b> Independent directors shall carry out duties faithfully, safeguard the interests of the Company and <u>protect</u> the legal rights and interests of the public shareholders from detriment.</p> <p>Independent directors have the general authority of directors and have special authority on the relevant matters as stipulated in relevant laws, regulations and the articles of association.</p> <p>Independent directors shall carry out duties independently and shall not be influenced by:</p> <p>(1) any substantial shareholder or actual controlling person of the Company; or</p> <p>(2) any interested entity or individual of the Company or any of its substantial shareholders or actual controlling persons.</p> <p>The Company shall protect the lawful performance of duties of the independent directors.</p> <p>Independent directors shall perform their duties as directors according to law, fully understand the operation of the Company and the topics to be discussed by the board of directors, and safeguard the interests of the Company and all shareholders, and <u>protect</u> the legitimate rights and interests of small and medium shareholders. Independent directors shall report their work to the Shareholders' general meeting on an annual basis.</p>

No.	Before Amendments	After Amendments
	If there is a conflict between the shareholders or directors of the Company which has a significant impact on the operation and management of the Company, the independent directors shall take the initiative to perform their duties and safeguard the interests of the Listed Company as a whole.	If there is a conflict between the shareholders or directors of the Company which has a significant impact on the operation and management of the Company, the independent directors shall take the initiative to perform their duties and safeguard the interests of the Listed Company as a whole.
2	<b>Article 110 (B)</b> Except as provided otherwise under relevant laws and administrative regulations, the board of directors, the supervisory committee or any shareholder(s) individually or jointly holding more than 1% of the outstanding shares of the Company may nominate candidates for election at a Shareholders' general meeting as independent directors.	<b>Article 110 (B)</b> Except as provided otherwise under relevant laws and administrative regulations, the board of directors, the supervisory committee or any shareholder(s) individually or jointly holding more than 1% of the outstanding shares of the Company may nominate candidates for election at a Shareholders' general meeting as independent directors. <u>Independent director nominators shall not nominate interested individuals or other closely related persons who may affect their independent performance of duties as candidates for independent directors.</u>

No.	Before Amendments	After Amendments
3	<p><b>Article 110 (C)</b> Any material connected transaction of the Company and the retaining or dismissal of an accounting firm shall not be submitted for consideration by the board of directors unless it is approved by more than half of the independent directors. Consent of more than half of the independent directors is required for:</p> <p>(1) any request by the independent directors to the board of directors to convene an extraordinary Shareholders’ general meeting or a board meeting; or</p> <p>(2) public solicitation for proxies from the shareholders prior to a Shareholders’ general meeting.</p> <p>With the consent of all independent directors, the independent directors may retain outside auditors or consultants for audit or consultation with respect to any specific matters of the Company. The Company shall bear the related expenses.</p>	<p><b>Article 110 (C)</b> Any connected transaction that the Company <u>shall disclose; plans for the Company and relevant parties to change or waive their commitments; the decisions made and measures taken by the board of directors when the Company is acquired regarding the acquisition and other matters stipulated in laws, administrative regulations, regulations of the China Securities Regulatory Commission and other relevant systems of the Company,</u> shall not be submitted for consideration by the board of directors unless it is approved by more than half of all independent directors. <u>Consent of more than half of all independent directors is required for:</u></p> <p>(1) <u>the independent retention of intermediaries</u> by the independent directors <u>for audit, consultation or verification with respect to any specific matters of listed companies;</u></p> <p>(2) any request by the independent directors to the board of directors to convene an extraordinary Shareholders’ general meeting or a board meeting; or</p> <p>(3) public solicitation for proxies from the shareholders prior to a Shareholders’ general meeting.</p> <p>The Company shall bear the related expenses of the retaining of <u>intermediaries</u> by the independent directors.</p>

No.	Before Amendments	After Amendments
4	<p><b>Article 110 (D)</b> The independent directors shall:</p> <ol style="list-style-type: none"> <li>(1) attend the meetings of the board of directors as scheduled;</li> <li>(2) familiarize themselves with the business operations of the Company; and</li> <li>(3) make voluntary inquiries and gather the information and materials required for making decisions.</li> </ol> <p>The independent directors shall submit to the shareholders' annual general meetings annual reports of all independent directors which should discuss the performance by the independent directors of their duties.</p>	<p><b>Article 110 (D)</b> The independent directors shall:</p> <ol style="list-style-type: none"> <li>(1) attend the meetings of the board of directors as scheduled;</li> <li>(2) familiarize themselves with the business operations of the Company; and</li> <li>(3) make voluntary inquiries and gather the information and materials required for making decisions.</li> </ol> <p>The independent directors shall submit to the shareholders' annual general meetings annual reports of all independent directors which should discuss the performance by the independent directors of their duties. <u>In addition, independent directors shall conduct self-examinations on their independence annually and submit the self-examination results to the board of directors. The board of directors shall evaluate the independence of serving independent directors annually and issue specific opinions, which shall be disclosed at the same time as the annual report.</u></p>
5	<p><b>Article 110 (F)</b> The term of office of the independent directors shall be the same as that of other directors. Subject to all applicable laws and administrative regulations, at the expiry of an independent director's term, the term is renewable upon re-election. Any independent director shall not be dismissed without due cause prior to the expiration of his/her term of office. The Company shall disclose as a special discloseable matter any dismissal of an independent director prior to expiration of his/her term.</p>	<p><b>Article 110 (F)</b> The term of office of the independent directors shall be the same as that of other directors. Subject to all applicable laws and administrative regulations, at the expiry of an independent director's term, the term is renewable upon re-election, <u>but the consecutive term of office shall generally not exceed six years. A listed company may dismiss any independent directors in accordance with legal procedures</u> prior to the expiration of his/her term of office. <u>In the event of early dismissal of an independent director, the Company shall promptly disclose the specific reasons and basis for such dismissal.</u></p>

No.	Before Amendments	After Amendments
6	<p><b>Article 110 (G)</b> An independent director may resign before his/her term of office expires. An independent director shall submit to the board of directors his/her letter of resignation, in which he/she shall explain any issue that is related to his/her resignation or warrants attention of the shareholders and the creditors of the Company.</p> <p>If the resignation of any independent director causes the number of independent directors or directors to be less than the minimum number prescribed by law or these articles of association, the resigning independent director shall carry out his/her duties in accordance with the laws, administrative regulations and these articles of association until election of a successor independent director. The board of director shall convene a Shareholders' general meeting within two months for the election of the successor independent director. A resigning independent director may cease to carry out duties in the case of failure by the board of directors to convene the Shareholders' general meeting within the time limit.</p>	<p><b>Article 110 (G)</b> <u>If an independent director is not qualified to serve as a director or loses his/her independence, he/she shall immediately cease to perform his/her duties and resign from his/her office. If the resignation is not tendered, the board of directors shall, as soon as it knows or shall have known of the occurrence of the fact, remove him/her from office in accordance with the regulations. If an independent director resigned or is dismissed for above reasons, causing the proportion of independent directors on the board of directors or its special committees not in compliance with the provisions of the relevant laws, regulations, rules and systems, or a lack of accounting professionals among the independent directors, the Company shall complete the by-election within sixty days from the date of the occurrence of the aforesaid fact.</u></p> <p>An independent director may resign before his/her term of office expires. An independent director shall submit to the board of directors his/her letter of resignation, in which he/she shall explain any issue that is related to his/her resignation or warrants attention of the shareholders and the creditors of the Company. <u>The Company shall disclose the reasons and concerns for the resignation of the independent director.</u></p> <p><u>If the resignation of any independent director for other reasons causes the proportion of independent directors on the board of directors or its special committees to be less than the proportion prescribed by law or these articles of association, or a lack of accounting professionals among the independent directors, the resigning independent director shall carry out his/her duties in accordance with the laws, administrative regulations and these articles of association until election of a successor independent director. The Company shall complete the by-election of an independent director within sixty days from the date of his/her resignation.</u></p>

No.	Before Amendments	After Amendments
7	<p><b>Article 162 (B)</b> Procedures for decision-making on profit distribution by the Company: After the end of each accounting year, the board of directors shall carefully study and examine the profit distribution plan and listen fully to the views of independent directors. The independent directors shall fulfill their responsibilities and play their roles to give specific views. After consideration and approval by the board of directors, the profit distribution plan shall be proposed to the general meeting for voting. Implementation of the profit distribution plan shall be subject to consideration and approval at the general meeting. The board of directors of the Company shall finish distributing the profit within two months after the general meeting is held.</p> <p>When considering the profit distribution plan at the general meeting of the Company, the board of directors shall communicate and exchange opinions with shareholders, especially minority shareholders, in a proactive manner, fully consider the opinions and requests from minority shareholders and respond to the issues which are of concern to them on a timely basis.</p>	<p><b>Article 162 (B)</b> Procedures for decision-making on profit distribution by the Company: After the end of each accounting year, the board of directors shall carefully study and examine the profit distribution plan. After consideration and approval by the board of directors, the profit distribution plan shall be proposed to the general meeting for voting. Implementation of the profit distribution plan shall be subject to consideration and approval at the general meeting. The board of directors of the Company shall finish distributing the profit within two months after the general meeting is held.</p> <p>When considering the profit distribution plan at the general meeting of the Company, the board of directors shall communicate and exchange opinions with shareholders, especially minority shareholders, in a proactive manner, fully consider the opinions and requests from minority shareholders and respond to the issues which are of concern to them on a timely basis.</p>
8	<p><b>Article 162 (C)</b> Amendments to profit distribution policy of the Company: The board of directors of the Company shall carefully study and examine and strictly follow the decision-making procedures in the event that the profit distribution policy needs to be adjusted by reason of any changes in PRC laws and regulations and regulatory policies, or significant changes of external operating environment or operating condition of the Company. In the event of amendments to the profit distribution policy of the Company, the board of directors shall consider the revised plan and the independent directors shall express their independent opinions thereon. Such amendments shall be disclosed to the public upon consideration and approval at the general meeting.</p>	<p><b>Article 162 (C)</b> Amendments to profit distribution policy of the Company: The board of directors of the Company shall carefully study and examine and strictly follow the decision-making procedures in the event that the profit distribution policy needs to be adjusted by reason of any changes in PRC laws and regulations and regulatory policies, or significant changes of external operating environment or operating condition of the Company. In the event of amendments to the profit distribution policy of the Company, the board of directors shall consider the revised plan. Such amendments shall be disclosed to the public upon consideration and approval at the general meeting.</p>