

ReWalk Robotics Ltd.
Form 4
April 20, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hershberger Kevin

(Last) (First) (Middle)

C/O REWALK ROBOTICS LTD., 3
HATNUFA ST. P.O. BOX 161

(Street)

YOKNEAM ILIT, L3 20692203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ReWalk Robotics Ltd. [RWLK]

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Ordinary Shares, par value NIS 0.01 per share	04/18/2017		A	(A) or (D) Amount 19,250 (1)	\$ 0 34,650	I	ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to buy)	\$ 2	04/18/2017		A	103,500	(2) 04/18/2027	Ordinary Shares, par value NIS 0.01 per share 103,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hershberger Kevin C/O REWALK ROBOTICS LTD. 3 HATNUFA ST. P.O. BOX 161 YOKNEAM ILIT, L3 20692203			Chief Financial Officer	

Signatures

/s/ Kevin Hershberger
 Hershberger
 04/20/2017
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Represents 19,250 Ordinary Shares issuable upon the vesting of restricted stock units ("RSUs") granted under the ReWalk Equity Incentive Plan (the "2014 Plan") on April 18, 2017. The RSUs vest in four equal annual installments starting on the first anniversary of the date of grant, and may only be settled in Ordinary Shares.
 - (1) Represents stock options granted under the 2014 Plan on April 18, 2017. The RSUs vest in four equal annual installments starting on the first anniversary of the date of grant, and may only be settled in Ordinary Shares.
 - (2) Represents stock options granted under the 2014 Plan on April 18, 2017. One-fourth of the options become vested and exercisable on the first anniversary of the date of the grant, with the remaining options vesting in twelve equal quarterly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 10pt; FONT-FAMILY: times new roman">The original Article 24 of the Articles of Association is:
 "Article 24.

The Company's registered capital is RMB 4,866,950,000. The Company, after having made its first increase of capital by issuing ordinary shares in accordance with Article 20 and Article 21, will increase its registered capital in accordance with the actual increase of capital by issuing shares as confirmed in a capital verification report prepared

by certified accountants, and will accordingly register the increased capital with China's State Administration for Industry and Commerce."

Article 24 shall be amended as:

"Article 24

The registered capital of the Company is RMB7,741,700,000."

In connection with the use of web-communication, the Board proposes the following amendments to the existing Articles of Association:

Part II

5.

The original Article 63 of the Articles of Association is:

"Article 63.

Notice of Shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of Domestic-Invested Shares, notice of the meetings may be issued by way of public notice.

The public notice referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council within the interval between forty-five (45) days and fifty (50) days before the date of the meeting; after the publication of notice, the holders of Domestic- Invested Shares shall be deemed to have received the notice of the relevant Shareholders' general meeting."

The 1st paragraph of Article 63 shall be amended as:

"Article 63

Notice of shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of Foreign-Invested Shares, such notice of meeting may be issued by way of publishing such notice on the Company's website. For the holders of Domestic- Invested Shares, such notice of meeting may be issued by way of public notice."

APPENDIX I

PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION

6. The original Article 145 of the Articles of Association is:

“Article 145.

The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every shareholders’ annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders the said reports not later than twenty-one (21) days before the date of every annual general meeting of shareholders.”

The 2nd paragraph of Article 145 shall be amended as:

“Article 145

The Company shall deliver or send the said reports to each shareholder of Overseas-Listed Foreign-Invested Shares by prepaid mail at the address registered in the register of shareholders, or publish the said reports on the website of the Company for the shareholders of Overseas-Listed Foreign-Invested Shares to review not later than twenty-one (21) days before the date of every annual general meeting of shareholders.”

APPENDIX II

GENERAL INFORMATION

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

Directors, supervisors, chief executives and senior management

The interests of the Directors, supervisors, chief executives and senior management in the issued share capital of the Company as at the Latest Practicable Date were set out as follows:

Number and type of shares held and nature of interest

Name	Position	Personal	Family	Corporate	Total	Capacity in which the A Shares were held
Li Fenghua	Non-Executive Director	6,600 A Shares (Note 1)	–	–	6,600 A Shares (Note 1)	Beneficial owner
Li Jun	Vice-Chairman, Non-Executive Director	–	–	–	–	–
Luo Chaogeng	Non-Executive Director	6,600 A Shares (Note 1)	–	–	6,600 A Shares (Note 1)	Beneficial owner
Cao Jianxiong	Executive Director	7,656 A Shares (Note 2)	–	–	7,656 A Shares (Note 2)	Beneficial owner
Luo Zhuping	Executive Director, Company secretary	11,616 A Shares (Note 3)	–	–	11,616 A Shares (Note 3)	Beneficial owner

APPENDIX II

GENERAL INFORMATION

Name	Position	Number and type of shares held and nature of interest				Total	Capacity in which the A Shares were held
		Personal	Family	Corporate			
Hu Honggao	Independent non-executive Director	–	–	–	–	–	
Peter Lok	Independent non-executive Director	–	–	–	–	–	
Wu Baiwang	Independent non-executive Director	–	–	–	–	–	
Zhou Ruijin	Independent non-executive Director	–	–	–	–	–	
Xie Rong	Independent non-executive Director	–	–	–	–	–	
Liu Jiangbo	Chairman of the Supervisory Committee	–	–	–	–	–	
Xu Zhao	Supervisor	–	–	–	–	–	
Wang Taoying	Supervisor	–	–	–	–	–	
Yang Jie	Supervisor	6,600 A Shares (Note 1)	–	–	6,600 A Shares (Note 1)	Beneficial owner	
Liu Jiashun	Supervisor	3,960 A Shares (Note 4)	–	–	3,960 A Shares (Note 4)	Beneficial owner	
Ma Xulun	President	–	–	–	–	–	
Zhang Jianzhong	Vice President	–	–	–	–	–	

Explanation of Responses:

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Li Yangmin	Vice President	3,960 A Shares (Note 4)	–	–	3,960 A Shares (Note 4)	Beneficial owner
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– 43 –

APPENDIX II

GENERAL INFORMATION

Number and type of shares held and nature of interest

Name	Position	Personal	Family	Corporate	Total	Capacity in which the A Shares were held
Fan Ru	Vice President	3,696 A Shares (Note 5)	–	–	3,696 A Shares (Note 5)	Beneficial owner
Luo Weide	Chief Financial Officer	3,960 A Shares (Note 4)	–	–	3,960 A Shares (Note 4)	Beneficial owner

Note 1: representing approximately 0.0002% of the Company's total issued listed A Shares, totaling 3,300,000,000 A Shares, as at the Latest Practicable Date.

Note 2: representing approximately 0.000232% of the Company's total issued listed A Shares, totalling 3,300,000,000 A Shares, as at the Latest Practicable Date.

Note 3: representing approximately 0.000352% of the Company's total issued listed A Shares, totaling 3,300,000,000 A Shares, as at the Latest Practicable Date.

Note 4: representing approximately 0.00012% of the Company's total issued listed A Shares, totaling 3,300,000,000 A Shares, as at the Latest Practicable Date.

Note 5: representing approximately 0.000112% of the Company's total issued listed A Shares, totaling 3,300,000,000 A Shares, as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, the Company's supervisors, chief executives or members of senior management of the Company had any interest or short position in the shares, underlying shares and/or debentures (as the case may be) of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) which was required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interest and short position which he/she was taken or deemed to have under such provisions of the SFO) or (ii) entered in the register of interests required to be kept by the Company pursuant to section 352 of the SFO or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in appendix 10 to the Listing Rules.

Each of Li Fenghua, Li Jun, Cao Jianxiong, Luo Chaogeng and Ma Xulun was as at the Latest Practicable Date a director or employee of CEA Holding, which, as disclosed below, was a company having, as at the Latest Practicable Date, an interest in the Company's shares required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

APPENDIX II

GENERAL INFORMATION

Substantial shareholders

Interests in the Company

So far as is known to the Directors, as at the Latest Practicable Date, each of the following persons, other than a Director, supervisor, chief executive or member of the Company's senior management, had an interest and/or short position in the Company's shares or underlying shares (as the case may be) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was otherwise interested in 5% or more of any class of the then issued share capital of the Company:

Name of shareholder	Nature of shares interested	Number of Shares interested	Interest as at the Latest Practicable Date			Short position
			Approximate percentage of shareholding in the Company's total issued share capital	Approximate percentage of shareholding in the Company's total issued A Shares	Approximate percentage of shareholding in the Company's total issued H Shares	
CEA Holding	A Shares	4,341,375,000	89.20%	131.56%	–	–
CEA Holding (Note 1)	H Shares	1,437,375,000	29.53%	–	91.73%	–
CES Global (Note 1)	H Shares	1,437,375,000	29.53%	–	91.73%	–
HKSCC Nominees Limited (Notes 2 to 3)	H Shares	1,540,017,139	31.64%	–	98.28%	–

Notes:

Based on the information available to the Directors (including such information as was available on the website of the Stock Exchange) and so far as they are aware and understand, as at the Latest Practicable Date:

- Such H Shares were held by CES Global, in the capacity of beneficial owner, which in turn is 100% held by CEA Holding.
- Among the 1,540,017,139 H Shares held by HKSCC Nominees Limited, 189,078,000 H Shares (representing approximately 12.07% of the Company's then total issued H Shares) were held by China National Aviation Corporation (Group) Limited in the capacity of beneficial owner, which in turn was ultimately 100% controlled by China National Aviation Holding Company.

– 45 –

APPENDIX II

GENERAL INFORMATION

3. Among the 1,540,017,139 H Shares held by HKSCC Nominees Limited, Barclays PLC had, through controlled corporations, an interest in an aggregate of 90,371,770 H Shares (representing approximately 5.77% of the Company's then total issued H Shares). Barclays PLC was interested in the aforesaid 90,371,770 H Shares in the manner as follows:

- a. 336,970 H Shares (representing approximately 0.02% of the Company's then total issued H Shares) were held by Barclays Global Investors Ltd in the capacity of beneficial owner, which in turn was 100% controlled by Barclays Global Investors UK Holdings Limited, which in turn was 92.3% controlled by Barclays Bank PLC, which in turn was ultimately 100% controlled by Barclays PLC;
- b. 4,790,000 H Shares (representing approximately 0.31% of the Company's then total issued H Shares) were held by Barclays Global Investors, N.A. in the capacity of beneficial owner, which in turn was 100% controlled by Barclays California Corporation, which in turn was 100% controlled by Barclays Global Investors Finance Limited, which in turn was 100% controlled by Barclays Global Investors UK Holdings Limited, which in turn was 92.3% controlled by Barclays Bank PLC, which in turn was ultimately 100% controlled by Barclays PLC; and
- c. 85,244,800 H Shares (representing approximately 5.44% of the Company's then total issued H Shares) were held by Barclays Global Fund Advisors in the capacity of beneficial owner, which in turn was 100% controlled by Barclays Global Investors, N.A., which in turn was 100% controlled by Barclays California Corporation, which in turn was 100% controlled by Barclays Global Investors Finance Limited, which in turn was 100% controlled by Barclays Global Investors UK Holdings Limited, which in turn was 92.3% controlled by Barclays Bank PLC, which in turn was ultimately 100% controlled by Barclays PLC.

Save as disclosed above and so far as the Directors are aware, as at the Latest Practicable Date, no other person had an interest or short position in the Company's shares or underlying shares (as the case may be) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

- 46 -

APPENDIX II

GENERAL INFORMATION

Interests in other members of the Group

So far as is known to the Directors, as at the Latest Practicable Date, each of the following persons, other than the Company or any of its Directors, supervisors, chief executives and members of the senior management, was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the relevant member of the Group:

Subsidiary	Name of relevant substantial shareholder
(Shanghai Technology Aerospace Company Limited)	(Singapore Technology Aerospace Limited)
(Eastern Airlines (Shantou) Economic Development Co., Ltd.)	(Shantou Aviation Equipment Group Company)
機維修 (Shanghai Eastern Aircraft Maintenance Co., Ltd.)	Aircraft Engineering Investment Ltd.
中國貨運 (China Cargo Airlines Co., Ltd.)	中國遠洋運輸 集團 (China Ocean Shipping (Group) Company)
遠 物流 (Shanghai Eastern Logistics Co. Ltd.)	中國遠洋運輸 集團 (China Ocean Shipping (Group) Company)
中國 江蘇省國信資產管省 (China Eastern Airlines Jiangsu Co., Ltd.)	(Jiangsu Provincial Guoxin Asset Management Group Co., Ltd.)
香港 (Eastern Airlines Development (HK) Co., Ltd.)	大中華運通 (Dazhonghua Yuntong Co., Ltd.)
大酒店 (Eastern Airlines Hotel Co., Ltd.)	CEA Holding

APPENDIX II

GENERAL INFORMATION

Save as disclosed above and so far as is known to the Directors, as at the Latest Practicable Date, no other person (other than the Directors, the Company’s supervisors, chief executives or members of senior management of the Company) had an interest or short position in the Company’s shares or underlying shares (as the case may be) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

3. EXPERT STATEMENTS

This circular includes statement(s) made by the following expert:

Name	Qualification
ING Bank N.V.	A registered institution under the SFO, registered to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities

ING has given and has not withdrawn its written consent to the issue of this circular with its statement(s) included in the form and context in which it is included.

As at the Latest Practicable Date, ING held 788,000 H Shares as a custodian on behalf of its clients, representing 0.02% of the total issued share capital of the Company. Save as disclosed above, ING was not beneficially interested in the share capital of any member of the Group or had the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

In July 2008, ING, in its ordinary and usual course of business, participated in the financing of the lease arrangement of the Company (the Company acting as lessee) of two aircraft with a loan from ING and one other financial institution to the lessor, in which ING’s commitment thereunder amounted to approximately HK\$243 million. Save as disclosed above, as at the Latest Practicable Date, ING did not have any interest in any assets which have been, since 31 December 2007 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

4. NO MATERIAL ADVERSE CHANGE

The Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2007, being the date to which the latest published audited accounts of the Company have been made up. Please note also section 2.6 of the Letter from the Board in this Circular headed “Reasons for and Benefits of the Subscriptions”.

APPENDIX II

GENERAL INFORMATION

5.

MISCELLANEOUS

Company's officers

Mr. Luo Zhuping, who is a holder of a Master's degree in global economics, is a Director and the secretary of the Company.

Mr. Luo Weide, the Company's Chief Financial Officer, having a professional accounting qualification recognised in the PRC, is the qualified accountant of the Company appointed pursuant to Rule 3.24 of the Listing Rules. Since Mr. Luo does not possess the professional qualification normally required under Rule 3.24 of the Listing Rules, the Company has applied for, and the Stock Exchange has granted, a conditional waiver from strict compliance with that rule for a period of one year commencing on 27 January 2008. Details of the waiver are disclosed in the Company's announcement dated 10 March 2008.

Service contracts

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring or terminable by the Group within a year without payment of any compensation (other than statutory compensation).

Competing interests

As at the Latest Practicable Date, none of the Directors or, so far as is known to them, any of their respective associates was interested in any business (apart from the Group's business) which competes or is likely to compete either directly or indirectly with the Group's business (as would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them were a controlling shareholder).

Interests in the Group's assets or contracts or arrangements significant to the Group

As at the Latest Practicable Date, none of the Directors or supervisors of the Company had any interest in any assets which have been, since 31 December 2007 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors or supervisors of the Company was materially interested in any contract or arrangement, subsisting at the date of this circular, which is significant in relation to the business of the Group.

- 49 -

APPENDIX II

GENERAL INFORMATION

Litigation

In 2005, the family members of certain victims in the aircraft accident (the aircraft was then owned and operated by China Eastern Air Yunnan Company), which occurred in Baotou on 21 November 2004, sued the Company in a U.S. court for compensation. On 5 July 2007, pursuant to several conditions with which the Company has complied, the Superior Court of the State of California ordered the action stayed on the grounds of forum non conveniens for the purpose of permitting proceedings in the PRC. On 20 February 2008, the plaintiff filed a motion with the Superior Court of the State of California to lift the stay. The case is still pending. The Directors believe that a negative outcome will not have a material adverse effect on the financial condition and results of operations of the Company. The Company intends to provide updates to the shareholders of the Company regarding the progress of the litigation.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any litigation or claim of material importance pending or threatened against any member of the Group.

Documents for inspection

Copies of the following documents are available for inspection during normal business hours at the offices of Baker & McKenzie, 14/F Hutchison House, 10 Harcourt Road, Central, Hong Kong for a period of 14 days (excluding Saturdays and Sundays) from the date of this circular:

- (i) the Revised A Share Subscription Agreement (in Chinese);
- (ii) the Revised H Share Subscription Agreement (in Chinese);
- (iii) the letter from the Independent Board Committee as set out in this circular;
- (iv) the letter from ING as set out in this circular; and
- (v) the written consent from ING referred to under the paragraph headed “Expert Statements” of this appendix.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 670)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "EGM") of China Eastern Airlines Corporation Limited (the "Company") will be held at the Meeting Center, Shanghai Homeyo Hotel (No. 2550 Hongqiao Road, Shanghai, the People's Republic of China at 2:00 p.m. on Thursday, 26 February 2009, or any adjournment thereof, for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated Thursday, 8 January 2009 (the "Circular") relating to, among other things, subscriptions of new A Shares by CEA Holding and H Shares by CES Global):

AS SPECIAL RESOLUTIONS

1. "THAT, conditional upon:

- (i) the approval of the same by the holders of A Shares at the A Shareholders Class Meeting and by the holders of H Shares at the H Shareholders Class Meeting;
- (ii) the passing of the special resolution in relation to the approval of the H Share Subscription as further described in Resolution No.2 below; and
- (iii) the passing of the resolutions in relation to the approval of the H Share Subscription by the holders of A Shares at the A Shareholders Class Meeting and by the holders of H Shares at the H Shareholders Class Meeting as further described in the respective class meeting notices,

the following aspects in relation to the A Share Subscription be and are hereby approved, ratified and confirmed:

- (1) Class of shares to be issued and the nominal value: A Shares with par value of RMB1.00 each;
- (2) Method of issue: Non public offering;

- 51 -

NOTICE OF EXTRAORDINARY GENERAL MEETING

- | | | |
|------|---|---|
| (3) | Number of shares to be issued: | 1,437,375,000 A Shares; |
| (4) | Target subscriber and method of subscription: | CEA Holding. The subscription price shall be paid in cash; |
| (5) | Date of determination of the subscription price, the subscription price and basis of the determination of the subscription price: | RMB3.87 per A Share. The total subscription price is RMB5,562,641,250. The subscription price is determined by reference to the average trading price of A Shares during the Fixed Price Period, which represents not less than 90% to such average trading price of A Shares. The average trading price of A Shares during the Fixed Price Period is the total turnover of A Shares during the Fixed Price Period divided by the total trading volume of A Shares during the Fixed Price Period. The Fixed Price Period means the 20 trading days ending on the date immediately preceding 30 December 2008. The subscription price is substantially higher than the net assets value per share of the Company as at 30 June 2008 (unaudited). The subscription price will be adjusted accordingly if there is any rights issue or declaration of dividend occurred between 30 December 2008 and the date of issuance of the new A Shares; |
| (6) | Lock-up period arrangement: | The new A Shares CEA Holding has subscribed for shall not be disposed within 36 months from the date of the completion of the A Share Subscription; |
| (7) | Place of listing: | The new A Shares shall be listed on the Shanghai Stock Exchange; |
| (8) | Use of proceeds: | After deduction of relevant expenses, the total proceeds are intended to be used as working capital of the Company; |
| (9) | Arrangement of retained profits: | The retained profits after completion of the A Share Subscription will be shared among the existing and new shareholders of the Company; |
| (10) | Validity period of this resolution: | Twelve months from the date of passing of this Resolution; and |
| (11) | The terms and conditions of the Revised A Share Subscription Agreement.” | |

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. “THAT, conditional upon:

- (i) the approval of the same by the holders of A Shares at the A Shareholders Class Meeting and by the holders of H Shares at the H Shareholders Class Meeting;
- (ii) the passing of the special resolution in relation to the approval of the A Share Subscription as further described in Resolution No.1 above; and
- (iii) the passing of the resolutions in relation to the approval of the H Share Subscription by the holders of A Shares at the A Shareholders Class Meeting and by the holders of H Shares at the H Shareholders Class Meeting as further described in the respective class meeting notices,

the terms and conditions of the Revised H Share Subscription Agreement (including but not limited to the issue of 1,437,375,000 new H Shares by the Company to CES Global pursuant to the Revised H Share Subscription Agreement) be approved, ratified and confirmed.”

3. “THAT, conditional upon and with effect from completion of the A Share Subscription and the H Share Subscription, the proposed amendments of the Articles of Association as set out in Part I of Appendix I of the Circular be and are hereby approved, subject to obtaining any approval, endorsement or registration as may be necessary from the relevant authorities, and the Directors be and are hereby authorized to deal with on behalf of the Company the relevant application, approval, endorsement, registration, filing procedures and other related issues arising from the amendments of the Articles of Association; and the Directors be and are hereby authorized and empowered to make further amendments to the Articles of Association in order to fulfill or accommodate any request that may be raised or made by the relevant authorities during the approval, endorsement and/or registration of the amendments of the Articles of Association.”

4. “THAT, the “Plan for the Non-public Issuance of A Shares by China Eastern Airlines Corporation Limited” be and is hereby approved, ratified and confirmed. Details of the aforesaid plan were contained in the Overseas Regulatory Announcement of the Company published on the website of the Stock Exchange on 29 December 2008.”

5. “THAT, the Company may send or supply Corporate Communications to its shareholders of H Shares (in relation to whom the conditions set out below are met) by making such Corporate Communications available on the Company’s own website, subject to obtaining any approval, endorsement or registration as may be necessary from the relevant authorities, and the proposed amendments to the Articles of Association as set out in Part II of Appendix I of the Circular be and are hereby approved, subject to obtaining any approval, endorsement or registration as may be necessary from the relevant authorities, and the Directors be and are hereby authorized to amend the relevant provisions in the Articles of Association, sign all such documents and/or do all such things and acts as the

– 53 –

NOTICE OF EXTRAORDINARY GENERAL MEETING

Directors may consider necessary or expedient and in the interest of the Company for the purpose of effecting or otherwise in connection with the Company's proposed communication with its shareholders of H Shares through the Company's website.

Conditions:

- (i) each holder of H Shares has been asked individually by the Company to agree that the Company may send or supply Corporate Communications generally, or the Corporate Communication in question, to him by means of the Company's own website; and
- (ii) the Company has not received a response indicating objection from the holder of H Shares within a period of 28 days starting from the date on which the Company's request was sent.

For purpose of this Resolution, "Corporate Communication" means any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors' report, its annual accounts together with a copy of the auditor's report and its summary financial report; (b) the interim report and, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form."

AS ORDINARY RESOLUTIONS

6. "THAT, that the Company satisfies the conditions for non-public issuance of A Shares to specific places be and is hereby confirmed."

7. "THAT, conditional upon:

- (i) the passing of the special resolution in relation to the approval of the A Share Subscription as further described in Resolution No.1 above; and
- (ii) the passing of the special resolution in relation to the approval of the H Share Subscription as further described in Resolution No.2 above,

- 54 -

NOTICE OF EXTRAORDINARY GENERAL MEETING

the Directors be and are hereby authorized to sign all such documents and/or do all such things and acts as the Directors may consider necessary or expedient and in the interest of the Company for the purpose of effecting or otherwise in connection with any transaction contemplated under the Revised A Share Subscription Agreement and the Revised H Share Subscription Agreement or any matter incidental thereto, including but not limited to:

- (1) to formulate and implement plans for effecting the Subscriptions according to terms and conditions of the Subscriptions and the specific circumstances at the time of issuance of the new A Shares and the new H Shares;
- (2) in the event of changes in the policies of the relevant regulatory authorities in relation to the Subscriptions or changes in the market conditions in the PRC, to make appropriate adjustments to such plans as described in paragraph (1) above;
- (3) to the extent in compliance with the requirements of the CSRC and other relevant regulatory authorities, to determine the number of shares to be issued (which number shall not exceed the number of new A Shares and the number of new H Shares resolved to be issued in Resolution No.1 and Resolution No.2 above) and where necessary, to enter into any supplemental agreements (if applicable) or other relevant legal documents with CEA Holding and/or CES Global and decide their respective effective date;
- (4) to engage intermediary institutions including sponsors to handle the relevant application issues arising from the Subscriptions in accordance with the policies of relevant governing authorities;
- (5) to make consequential amendments to the relevant provisions in the Articles of Association and to handle relevant registration, lock-up and application for listing of the new A Shares with Shanghai Stock Exchange and Shanghai branch of China Securities Depository and Clearing Corporation Limited and the relevant registration and application for listing of the new H Shares with The Stock Exchange of Hong Kong Limited;
- (6) to make adjustments to the use of funds being raised from the Subscriptions according to the requirements of the relevant regulatory authorities and the actual circumstances of the securities market;
- (7) to the extent permitted by applicable laws, regulations, relevant constitutional documents as well as the Articles of Association, to handle all other matters incidental to the Subscriptions; and
- (8) the authorizations described in paragraphs (1) to (7) above shall be valid for a period of 12 months from the date of passing of this Resolution.”

– 55 –

NOTICE OF EXTRAORDINARY GENERAL MEETING

THAT, the “Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares by China Eastern Airlines Corporation Limited” and is hereby approved, ratified and confirmed. A summary of the key features of the aforesaid feasibility report was in the “Plan for the Non-public Issuance of A Shares by China Eastern Airlines Corporation Limited” as contained in an Overseas Regulatory Announcement of the Company published on the website of the Stock Exchange on 29 December 2008.”

9. “THAT, that CEA Holding is waived from having to make a general offer to all the shareholders of the Company to acquire their shares in the Company be and is hereby confirmed.”

By order of the Board
中國 股份
CHINA EASTERN AIRLINES CORPORATION LIMITED
Luo Zhuping
Director and Company Secretary

The Directors, as at the date hereof, are:

Li Jun	(Vice Chairman acting on behalf of the Chairman, Non-executive Director)
Li Fenghua	(Non-executive Director)
Cao Jianxiong	(Executive Director)
Luo Chaogeng	(Non-executive Director)
Luo Zhuping	(Executive Director)
Hu Honggao	(Independent Non-executive Director)
Peter Lok	(Independent Non-executive Director)
Wu Baiwang	(Independent Non-executive Director)
Zhou Ruijin	(Independent Non-executive Director)
Xie Rong	(Independent Non-executive Director)

Shanghai, the PRC
8 January 2009

Notes:

1. Persons entitled to attend the EGM

Persons who hold A Shares or H Shares and are registered as holders of the A Shares or H Shares on the register of members maintained by China Securities Depository and Clearing Corporation Limited, Shanghai Branch and Hong Kong Registrars Limited, as the case may be, at the close of business on Friday, 23 January 2009 or Friday, 2 January 2009 respectively are entitled to attend the EGM upon completion of the necessary registration procedures.

– 56 –

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. Registration procedures for attending the EGM

Holder of A Shares shall deposit documents of certification of their shares and their authorized representatives' (i) documents of identity with the Company at its place of business located at 2550 Hongqiao Road, Shanghai, the PRC (fax no: +86 21 62686116) (for the attention of the Office of the Secretary of the Board of Directors) by 4:00 p.m. on Thursday, 5 February 2009 (if in person or by facsimile) or between Saturday, 24 January 2009 to Thursday, 5 February 2009 (if by post). In case such holders are represented by authorized representatives, they shall also deliver their powers of attorney and copies of the attorney's documents of identity to the above place of business of the Company.

Holder of H Shares shall deliver their attendance slips for attending the EGM, copies of transfers or copies of (ii) their share certificates or copies of receipts of share transfers, together with copies of their identity cards or other documents of identity, to the Company at its place of business stated in paragraph (i) above by 4:00 p.m. on Thursday, 5 February 2009 (if in person or by facsimile) or between Saturday, 24 January 2009 to Thursday, 5 February 2009 (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.

Shareholders can deliver the necessary documents for registration to the Company in the following manner: in (iii) person, by post or by facsimile. Upon receipt of such documents, the Company will complete the registration procedures for attending the EGM and will despatch to shareholders voting forms by post or by facsimile. Shareholders may present the voting forms when attending the EGM as evidence of eligibility to attend the meeting.

3. Appointing proxies

(i) 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.

The instrument appointing a proxy must be duly authorized in writing by the appointor or his attorney. If that (ii) instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign (or other documents of authorization) must be notarially certified. For the holders of A Shares, the notarially certified power of attorney or other documents of authorization and proxy forms must be delivered to the registrar of the Company not less than 24 hours before the time scheduled for the holding of the EGM in order for such documents to be considered valid. For the holders of H Shares, the aforementioned documents must be delivered to Hong Kong Registrars Limited, the Company's H Share registrar, within the same time limit in order for such documents to be considered valid.

(iii) If more than one proxy has been appointed by any shareholder of the Company, such proxies shall not vote at the same time.

4. Duration of the EGM

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. Closure of books

As previously announced by the Company, the H Share register of members of the Company will be closed from Saturday, 3 January 2009 to Thursday, 26 February 2009, both days inclusive, during which period no transfer of the H Shares will be effected. As such, holders of H Shares 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 4:00 p.m. on Friday, 2 January 2009.

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

6. Abstention from voting

CEA Holding and its associates will abstain from voting in respect of Resolutions Nos. 1, 2, 4, 7 and 9.

- 58 -

NOTICE OF H SHAREHOLDERS CLASS MEETING

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 670)

NOTICE OF H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN THAT a class meeting of holders of H Shares (the "H Shareholders Class Meeting") of China Eastern Airlines Corporation Limited (the "Company") will be held at the Meeting Center, Shanghai Homeyo Hotel (No. 2550 Hongqiao Road, Shanghai, the People's Republic of China at 2:30 p.m. on Thursday, 26 February 2009, or any adjournment thereof, for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated Thursday, 8 January 2009 (the "Circular") relating to, among other things, subscriptions of new A Shares by CEA Holding and H Shares by CES Global):

AS SPECIAL RESOLUTIONS

1. "THAT, conditional upon:
 - (i) the approval of the same by the shareholders of the Company at the EGM and by the holders of A Shares at the A Shareholders Class Meeting;
 - (ii) the passing of the special resolution in relation to the approval of the H Share Subscription as further described in Resolution No.2 below; and
 - (iii) the passing of the resolutions in relation to the approval of the H Share Subscription by the shareholders of the Company at the EGM and by the holders of A Shares at the A Shareholders Class Meeting,

the following aspects in relation to the A Share Subscription be and are hereby approved, ratified and confirmed:

- | | | |
|-----|---|--|
| (1) | Class of shares to be issued and the nominal value: | A Shares with par value of RMB1.00 each; |
| (2) | Method of issue: | Non public offering; |

- 59 -

NOTICE OF H SHAREHOLDERS CLASS MEETING

- | | | |
|------|---|---|
| (3) | Number of shares to be issued: | 1,437,375,000 A Shares; |
| (4) | Target subscriber and method of subscription: | CEA Holding. The subscription price shall be paid in cash; |
| (5) | Date of determination of the subscription price, the subscription price and basis of the determination of the subscription price: | RMB3.87 per A Share. The total subscription price is RMB5,562,641,250. The subscription price is determined by reference to the average trading price of A Shares during the Fixed Price Period, which represents not less than 90% to such average trading price of A Shares. The average trading price of A Shares during the Fixed Price Period is the total turnover of A Shares during the Fixed Price Period divided by the total trading volume of A Shares during the Fixed Price Period. The Fixed Price Period means the 20 trading days ending on the date immediately preceding 30 December 2008. The subscription price is substantially higher than the net assets value per share of the Company as at 30 June 2008 (unaudited). The subscription price will be adjusted accordingly if there is any rights issue or declaration of dividend occurred between 30 December 2008 and the date of issuance of the new A Shares; |
| (6) | Lock-up period arrangement: | The new A Shares CEA Holding has subscribed for shall not be disposed within 36 months from the date of the completion of the A Share Subscription; |
| (7) | Place of listing: | The new A Shares shall be listed on the Shanghai Stock Exchange; |
| (8) | Use of proceeds: | After deduction of relevant expenses, the total proceeds are intended to be used as working capital of the Company; |
| (9) | Arrangement of retained profits: | The retained profits after completion of the A Share Subscription will be shared among the existing and new shareholders of the Company; |
| (10) | Validity period of this resolution: | Twelve months from the date of passing of this Resolution; and |
| (11) | The terms and conditions of the Revised A Share Subscription Agreement.” | |

NOTICE OF H SHAREHOLDERS CLASS MEETING

2. “THAT, conditional upon:
- (i) the approval of the same by the shareholders of the Company at the EGM and by the holders of A Shares at the A Shareholders Class Meeting;
 - (ii) the passing of the special resolution in relation to the approval of the A Share Subscription as further described in Resolution No.1 above; and
 - (iii) the passing of the resolutions in relation to the approval of the A Share Subscription by the shareholders of the Company at the EGM and by the holders of A Shares at the A Shareholders Class Meeting,

the terms and conditions of the Revised H Share Subscription Agreement (including but not limited to the issue of 1,437,375,000 new H Shares by the Company to CES Global pursuant to the H Share Subscription Agreement) be approved, ratified and confirmed.”

3. “THAT, the Company may send or supply Corporate Communications to its shareholders of H Shares (in relation to whom the conditions set out below are met) by making such Corporate Communications available on the Company’s own website, subject to obtaining any approval, endorsement or registration as may be necessary from the relevant authorities and the proposed amendments to the Articles of Association as set out in Part II of Appendix I of the Circular be and are hereby approved, subject to obtaining any approval, endorsement or registration as may be necessary from the relevant authorities, and the Directors be and are hereby authorized to amend the relevant provisions in the Articles of Association, sign all such documents and/or do all such things and acts as the Directors may consider necessary or expedient and in the interest of the Company for the purpose of effecting or otherwise in connection with the Company’s proposed communication with its shareholders of H Shares through the Company’s website.

Conditions:

- (i) each holder of H Shares has been asked individually by the Company to agree that the Company may send or supply Corporate Communications generally, or the Corporate Communication in question, to him by means of the Company’s own website; and
- (ii) the Company has not received a response indicating objection from the holder of H Shares within a period of 28 days starting from the date on which the Company’s request was sent.

– 61 –

(ii) Shareholders can deliver the necessary documents for registration to the Company in the following manner: in person, by post or by facsimile. Upon receipt of such documents, the Company will complete the registration procedures for attending the H Shareholders Class Meeting and will despatch to shareholders voting forms by post or by facsimile. Shareholders may present the voting forms when attending the H Shareholders Class Meeting as evidence of eligibility to attend the meeting.

- 62 -

NOTICE OF H SHAREHOLDERS CLASS MEETING

3. Appointing proxies

- (i) Shareholders who have the right to attend and vote at the H Shareholders Class Meeting 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.
- (ii) The instrument appointing a proxy must be duly authorized in writing by the appointor or his attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign (or other documents of authorization) must be notarially certified. The holders of H Shares must deliver the aforementioned documents 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 H Shareholders Class Meeting in order for such documents to be considered valid.
- (iii) If more than one proxy has been appointed by any shareholder of the Company, such proxies shall not vote at the same time.

4. Duration of the H Shareholders Class Meeting

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

5. Closure of books

As previously announced by the Company, the H Share register of members of the Company will be closed from Saturday, 3 January 2009 to Thursday, 26 February 2009, both days inclusive, during which period no transfer of the H Shares will be effected. As such, holders of H Shares 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 4:00 p.m. on Friday, 2 January 2009.

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

6. Abstention from voting

CEA Holding and its associates will abstain from voting in respect of Resolutions Nos. 1 and 2.

– 63 –
