

CHINA EASTERN AIRLINES CORP LTD
Form 6-K
August 21, 2009

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

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of August 2009

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

(Translation of Registrant's name into English)

2550 Hongqiao Road
Hongqiao Airport
Shanghai, China 200335

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

China Eastern Airlines Corporation Limited
(Registrant)

Date August 21, 2009

By

/s/ Luo Zhuping
Name: Luo Zhuping
Title: Company Secretary

Certain statements contained in this announcement may be regarded as "forward-looking statements" within the meaning of the U.S. Securities Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. Further information regarding these risks, uncertainties and other factors is included in the Company's filings with the U.S. Securities and Exchange Commission. The forward-looking statements included in this announcement represent the Company's views as of the date of this announcement. While the Company anticipates that subsequent events and developments may cause the Company's views to change, the Company specifically disclaims any obligation to update these forward-looking statements, unless required by applicable laws. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this announcement.

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(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 00670)

FURTHER NOTICE OF THE EGM AND THE H SHAREHOLDERS CLASS MEETING

The Board wishes to give further notice to the shareholders of the Company in relation to the time, venue and matters regarding the EGM and the H Shareholders Class Meeting.

Reference is made to the circular dated 24 July 2009 (the "Circular") of China Eastern Airlines Corporation Limited (the "Company") containing, among others, the notice dated 24 July 2009 of the extraordinary general meeting (the "EGM") and a class meeting of holders of H shares of the Company (the "H Shareholders Class Meeting") to be held on 7 September 2009.

Unless the context otherwise requires, capitalised terms used in the Circular have the same meanings when used in this announcement.

FURTHER NOTICE OF THE EGM

Pursuant to Article 61 of the Articles of Association of the Company, the Company hereby gives further notice to the shareholders of the Company that the EGM will be held on Monday, 7 September 2009 at 2:00 p.m., or any adjournment thereof, at Shanghai International Airport Hotel, 2550 Hongqiao Road, Shanghai, PRC for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions:

AS SPECIAL RESOLUTIONS

1. "THAT, the Board is granted an unconditional specific mandate to issue new A Shares under the following terms and conditions (the "A Share Specific Mandate") be 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 and will be issued accordingly within 6 months after the approval from CSRC has been obtained;
- (3) Number of shares to be issued: Not more than 1,350,000,000 new A Shares, of which not more than 490,000,000 new A Shares will be issued to CEA Holding; the maximum number of new A Shares to be issued will be adjusted if there is any ex-rights or ex-dividend arrangement after 10 July 2009;
- (4) Target subscriber and method of subscription: Not more than 10 specific investors (subject to the maximum number of specific investors as permitted by PRC laws and regulations at the time of the issuance) including CEA Holding, and if for any reason the intended issue of new A Shares to CEA Holding does not proceed to completion, a substituting investor may be invited to participate in the issue of new A Shares and the maximum number of investors will remain 10;
- 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: Subject to the results of the price sounding-out process as required by CSRC, the subscription price shall not be less than RMB4.75 per A Share, being 90% of the average trading price for the A Shares during the Price Fixing Period; the Price Fixing Period means the 20 trading days ending on and including 5 June 2009; the minimum subscription price of the new A Shares will be adjusted if there is any ex-rights or ex- dividend arrangement after 10 July 2009;
- (6) Lock-up period arrangement: The new A Shares to be subscribed for by CEA Holding shall not be disposed of within 36 months from the date of the completion of the subscription, and the new A Shares to be subscribed for by the other specific investors shall not be disposed of within 12 months from the date of the completion of the respective subscription;
- (7) Place of listing: The new A Shares shall be listed on the Shanghai Stock Exchange;
- (8) Use of proceeds: After deduction of the relevant expenses, the total proceeds are intended to be used as working capital of the Company;

(9) Arrangement of retained profits: The retained profits prior to the issuance of new A Shares pursuant to this Resolution will be shared among the existing and new Shareholders; and

(10) Validity period of this Resolution: The passing of this Resolution at the EGM and the respective class meetings until the earlier of: (i) the expiration of the 12-month period following the passing of the special resolution; or (ii) the date on which the A Share Specific Mandate is revoked or varied by a special resolution at the shareholders' general meeting and respective class meetings of the Company.'

2. 'THAT, the Board is granted, during the Relevant Period (as defined below), an unconditional specific mandate (the 'H Share Specific Mandate') to issue not more than 490,000,000 new H Shares, by way of non-public offering, to CES Global, at the minimum subscription price of HK\$1.40 per H Share, being 90% of the average trading price for the H Shares during the Price Fixing Period; the maximum number of new H Shares to be issued and the minimum subscription price of the new H Shares will be adjusted if there is any ex-rights or ex-dividend arrangement after 10 July 2009,

and for the purposes of this H Share Specific Mandate:

'Relevant Period' means the period from the passing of this Resolution at the EGM and the respective class meetings until the earlier of:

(A) the expiration of the 12-month period following the passing of the Resolution; or

(B) the date on which the H Share Specific Mandate is revoked or varied by a special resolution at the shareholders' general meeting and respective class meetings of the Company.'

3. 'THAT, the 'Plan for the Non-public Issuance of A Shares by China Eastern Airlines Corporation Limited hereby approved, ratified and confirmed. Details of the aforesaid plan were contained in an overseas regulatory announcement of the Company published on the website of the Stock Exchange on 12 July 2009.'

4. 'THAT, the terms and conditions and the implementation of the transactions contemplated under the A Share Subscription Agreement and the H Share Subscription Agreement be and is hereby approved, ratified and confirmed.'

5. 'THAT, conditional upon the passing of Resolution No. 1 or Resolution No. 2 above, the Board is authorized to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increases in the registered capital and change of shareholding of the Company.'

AS ORDINARY RESOLUTIONS

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

7. “THAT, the “Explanation on the Use of the Proceeds of the Previous Fund Raising Activities 用情況的說明 ” be and is hereby approved, ratified and confirmed. Details of the aforesaid explanation were contained in an announcement of the Company in relation to the board resolutions of the Company published on the website of the Company on 13 July 2009.”

8. “THAT, conditional upon:

(i) the passing of the special resolution in relation to the approval of the issuance of new A Shares 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 Specific Mandate as further described in Resolution No. 2 above,

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 Resolution No. 1 and Resolution No. 2 above or any matter incidental thereto, including but not limited to:

(1) to formulate and implement plans for effecting the issuance of new A Shares and new H Shares according to terms and conditions set out in Resolution No. 1 and Resolution No. 2 above 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 transactions contemplated under Resolution No. 1 and Resolution No. 2 above 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 to each specific investor, the total number of which shall not exceed the maximum 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;

(4) to amend the proposals in relation to the issuance of new A Shares and new H Shares and the use of proceeds, and to approve and execute relevant financial reports, profit forecast and other application documents according to the requirements of the governing authorities and regulatory authorities;

- (5) where necessary, to enter into any supplemental agreements (if applicable) or other relevant legal documents with each of the specific investors and decide their respective effective date;
- (6) to engage intermediary institutions including sponsors to handle the relevant application issues arising from the issuance of new A Shares and new H Shares in accordance with the policies of relevant governing authorities;
- (7) 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;
- (8) to make adjustments to the use of funds being raised from the issuance of new A Shares and new H Shares according to the requirements of the relevant regulatory authorities and the actual circumstances of the securities market;
- (9) 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 issuance of new A Shares and new H Shares; and
- (10) the authorizations described in paragraphs (1) to (9) above shall be valid for a period of 12 months from the date of passing of this Resolution.”

9. “THAT, the “Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares
本 A 用可 性報告 ” be and is hereby approved, ratified and confirmed, and a summary of the key features of the aforesaid feasibility report was contained in the “Plan for the Non-public Issuance of A Shares by China Eastern Airlines Corporation Limited A ” which was contained in an overseas information announcement of the Company published on the website of the Stock Exchange on 12 July 2009.”

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

FURTHER NOTICE OF THE H SHAREHOLDERS CLASS MEETING

Pursuant to the Article 91 of the Articles of Association of the Company, the Company hereby gives further notice to the holders of the H Shares that the H Shareholders Class Meeting will be held on Monday, 7 September 2009 at 2:30 p.m., or any adjournment thereof, at Shanghai International Airport Hotel, 2550 Hongqiao Road, Shanghai, PRC for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions:

AS SPECIAL RESOLUTIONS

1. "THAT, the Board is granted an unconditional specific mandate to issue new A Shares under the following terms and conditions (the "A Share Specific Mandate") be 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; |
| (3) Number of shares to be issued: | Not more than 1,350,000,000 new A Shares; the maximum number of new A Shares to be issued will be adjusted if there is any ex-rights or ex-dividend arrangement after 10 July 2009; |
| (4) Target subscriber and method of subscription: | Not more than 10 specific investors (subject to the maximum number of specific investors as permitted by PRC laws and regulations at the time of the issuance) including CEA Holding, and if for any reason the intended issue of new A Shares to CEA Holding does not proceed to completion, a substituting investor may be invited to participate in the issue of new A Shares and the maximum number of investors will remain 10;

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: | Subject to the results of the price sounding-out process as required by CSRC, the subscription price shall not be less than RMB4.75 per A Share, being 90% of the average trading price for the A Shares during the Price Fixing Period; the Price Fixing Period means the 20 trading days ending on and including 5 June 2009; the minimum subscription price of the new A Shares will be adjusted if there is any ex-rights or ex-dividend arrangement after 10 July 2009; |

- (6) Lock-up period arrangement: The new A Shares to be subscribed for by CEA Holding shall not be disposed of within 36 months from the date of the completion of the subscription, and the new A Shares to be subscribed for by the other specific investors shall not be disposed of within 12 months from the date of the completion of the respective 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 prior to the issuance of new A Shares pursuant to this Resolution will be shared among the existing and new shareholders of the Company; and
- (10) Validity period of this Resolution: The passing of this Resolution at the EGM and the respective class meetings until the earlier of: (i) the expiration of the 12-month period following the passing of this Resolution; or (ii) the date on which this Resolution is revoked or varied by a special resolution at a shareholders' general meeting and respective class meetings."

2. "THAT, the Board is granted, during the Relevant Period (as defined below), an unconditional specific mandate (the "H Share Specific Mandate") to issue not more than 490,000,000 new H Shares, by way of non-public offering, to CES Global, at the minimum subscription price of HK\$1.40 per H Share, being 90% of the average trading price for the H Shares during the Price Fixing Period; the maximum number of new H Shares to be issued and the minimum subscription price of the new H Shares will be adjusted if there is any ex-rights or ex-dividend arrangement after 10 July 2009;

and for the purposes of this H Share Specific Mandate:

"Relevant Period" means the period from the passing of this Resolution at the EGM and the respective class meetings until the earlier of:

- (A) the expiration of the 12-month period following the passing of the Resolution; or

(B) the date on which the H Share Specific Mandate is revoked or varied by a special resolution at the shareholders' general meeting and respective class meetings of the Company.”

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

The Directors, as at the date hereof, are:

Liu Shaoyong	(Chairman)
Li Jun	(Vice Chairman)
Ma Xulun	(Director, President)
Luo Chaogeng	(Director)
Luo Zhuping	(Director, Company Secretary)
Hu Honggao	(Independent Non-executive Director)
Wu Baiwang	(Independent Non-executive Director)
Zhou Ruijin	(Independent Non-executive Director)
Xie Rong	(Independent Non-executive Director)
Sandy Ke-Yaw	
Liu	(Independent Non-executive Director)

Shanghai, the PRC

21 August 2009