

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

September 24, 2012

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 September 2012

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

(Translation of Registrant's name into English)

Board Secretariat's Office

Kong Gang San Lu, Number 88

Shanghai, China 200335

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(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 September 24, 2012 **By** /s/ Wang Jian
Name: Wang Jian
Title: Joint 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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") of (China Eastern A Corporation Limited) (the "**Company**") will be held at Shanghai International Airport Hotel (), 2550 Hongqiao Road, Shanghai, the People's Republic of China at 2:30 p.m. on Friday, 9 November 2012, 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 24 September 2012 (the "**Circular**")):

AS SPECIAL RESOLUTIONS

1. **THAT**, the "Proposal for the non-public issuance of A Shares to specific places by China Eastern Airlines Corporation Limited ()", (China Eastern Airlines Corporation Limited) () hereby approved, ratified and confirmed term by term. Details of the aforesaid plan were contained in the Overseas

Regulatory Announcement of the Company published on the website of the Stock Exchange on 11 September 2012.

Accordingly, conditional upon the passing of the special resolution in relation to the approval of the H Shares Subscription as further described in Resolution No. 2 below, the terms and conditions of, and implementation of the transactions contemplated under, the A Shares Subscription Agreement (including but not limited to the issue of 241,547,927 new A Shares by the Company to CEA Holding and the issue of 457,317,073 new A Shares by the Company to CES Finance pursuant to the A Shares Subscription Agreement) be approved, ratified and confirmed.

The major details of the aforesaid plan in Resolution No. 1 are as follows:

- (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 to specific placees after the approval from CSRC has been obtained;

– 1 –

- (3) Target subscriber and method of subscription: The Company's controlling shareholder CEA Holding and its wholly owned subsidiary CES Finance;

The subscription price shall be paid in cash;

- (4) Date of determination of the subscription price, the subscription price and basis of the determination of the subscription price: The date of determination of the subscription price of the non-public issue of A Shares is the publication date of the announcement regarding the resolutions passed at the eighteenth ordinary meeting of the sixth session of the Board.

The subscription price is RMB3.28 per A Share, being 90% of the average trading price of A Shares during the 20 trading days immediately prior to the date of determination of the subscription price. Such average trading price is the total turnover of A Shares during the 20 trading days immediately prior to the date of determination of the subscription price divided by the total trading volume of A Shares during the 20 trading days immediately prior to the date of determination of the subscription price.

In this section, trading days means days on which both the Shanghai Stock Exchange is open for dealing or trading in securities, and the A Shares of the Company are available for dealing or trading on the Shanghai Stock Exchange.

- (5) Number of shares to be issued and issue size: 698,865,000 new A Shares, of which 241,547,927 new A Shares will be issued to CEA Holding with a total subscription price of RMB792,277,200.56 and 457,317,073 new A Shares will be issued to CES Finance with a total subscription price of RMB1,499,999,999.44; The total proceeds of the non-public issue of A Shares will be RMB2,292,277,200;

- (6) Lock-up period arrangement: The new A Shares to be subscribed for by CEA Holding and CES Finance shall not be disposed of within 36 months from the date of the completion of the issue;

– 2 –

- (7) Place of listing: The new A Shares shall be listed on the Shanghai Stock Exchange after the lock-up period;
- (8) Use of proceeds: After deduction of the relevant expenses, the total proceeds are intended to be used to repay existing financial institution loans, the detailed arrangement of which is set out as follows:

No.	Financial institution	Loan balance (note) (RMB)	Payment due date
1	Shanghai Changning branch of Bank of Communications	100,000,000.00	2013-3-21
2	Shanghai Changning branch of Industrial and Commercial Bank of China	500,000,000.00	2013-3-27
3	Shanghai Changning branch of Industrial and Commercial Bank of China	200,000,000.00	2013-4-1
4	Zhonghai Trust Co., Ltd.	1,000,000,000.00	2013-4-19
5	Zhonghai Trust Co., Ltd.	1,000,000,000.00	2013-6-10
6	Zhonghai Trust Co., Ltd.	1,000,000,000.00	2013-6-20
7	Shanghai branch of The Export-Import Bank of China	500,000,000.00	2013-6-25
	Total	4,300,000,000.00	

Note: Representing the balance of the Company's existing unpaid loans as at the date of the meeting of the Board convened for the purpose of considering the non-public issue of A Shares (i.e. 11 September 2012).

The Company shall use the proceeds raised from the non-public issue of A Shares to repay the existing unpaid financial institution loans in the order listed in the table above. The Company shall raise funds on its own if the proceeds raised from the non-public issue of A Shares is insufficient to repay the above listed loans. Any remaining balance of the proceeds raised after the Company repays the above unpaid loans in accordance with the method described above shall be used to supplement the working capital of the Company.

- (9) Arrangement of retained profits: The retained profits prior to the issuance of new A Shares will be shared among the existing and new Shareholders; and
- (10) Validity period of this Resolution: 12 months from the date of passing this Resolution at the shareholders' general meeting of the Company"

– 3 –

2. “**THAT**, the “Proposal for the non-public issuance of H Shares to specific places by China Eastern Airlines Corporation Limited 發行H 票 案的議的議” 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 11 September 2012.”

Accordingly, conditional upon the passing of the special resolution in relation to the approval of the A Shares Subscription as further described in Resolution No. 1 above, the terms and conditions of, and implementation of the transactions contemplated under, the H Shares Subscription Agreement (including but not limited to the issue of 698,865,000 new H Shares by the Company to CES Global pursuant to the H Shares Subscription Agreement) be approved, ratified and confirmed.”

3. “**THAT**, the “Plan for the Non-public Issuance of A Shares by China Eastern Airlines Corporation Limited 發行A 票預案的議 案的議” 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 11 September 2012.”

4. “**THAT**, the “Approval for implementation of the A Shares Subscription Agreement and the H Shares Subscription Agreement 批准實施〈A 認購協議〉和〈 的議案》” 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 11 September 2012.”

5. “**THAT**, the proposed amendments to 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 and/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 such amendments.”

AS ORDINARY RESOLUTIONS

6. “**THAT**, the “China Eastern Airlines Corporation Limited satisfies the conditions for non-public issuance of A Shares to specific places 符合 發行A 票條件的議案〈” 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 11 September 2012.”

– 4 –

7. “**THAT**, the “Explanation on the Use of the Proceeds of the Previous Fund Raising Activities
前次募集資金使用情況的說
be and is hereby approved, ratified and confirmed. Details of the aforesaid plan were contained in the Overseas Regulatory A
website of the Stock Exchange on 11 September 2012.”

8. “**THAT**, the “Authorization to the Board and its authorised representative(s) at the Shareholders’ meeting to proceed with the
matters relating to the non-public issuance of A Shares and the non-public issuance of H Shares
提請 大會授權董事會及其
授權人士全權辦理本次 發行
票和 發行H 票的相 事宜的議
案》” 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 11 September
2012.

Accordingly, conditional upon:

- (i) the passing of the special resolution in relation to the approval of the A Shares 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 Shares Subscription 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 the following:

to formulate and implement specific plans according to terms and conditions set out in Resolution No. 1 and
(1) Resolution No. 2 above and the specific circumstances at the time of issuance of the new A Shares and the new H Shares;

in the event of changes in the policies of the relevant regulatory authorities in relation to the non-public issuance of
(2) shares or changes in the market conditions, to make appropriate adjustments to such plans as described in Resolution No. 1 and Resolution No. 2 above;

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

– 5 –

where necessary, to enter into any share subscription agreements and supplemental agreements (if applicable) or
(4) other relevant legal documents with each of CEA Holding, CES Finance and/or CES Global and decide their respective effective date;

(5) 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;

to make consequential amendments to the provisions in relation to the issuance of new A Shares and new H Shares in the Articles of Association (as set out in Part II of Appendix I of this Circular) and register the same with the
(6) Administration for Industry and Commerce; and to handle relevant registration, lock-up and application for listing of the new A Shares with the 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 after the completion of the issuance of the new A Shares and new H Shares;

(7) to the extent permitted by applicable laws, regulations, relevant constitutional documents and the Articles of Association, to handle all other matters incidental to the issuance of new A Shares and new H Shares; 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, and

that the authorized representative(s) of the Board under this Resolution be the Chairman and/or the Vice-Chairman of the Company.”

“**THAT**, the “Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A
9 Shares **本次 發行A 票募集資金使**
’be and is hereby approved, ratified and confirmed. Details of the aforesaid plan were contained in the Overseas Regulatory A
on the website of the Stock Exchange on 11 September 2012.”

– 6 –

10. “**THAT**, the “Waiver at the Shareholders’ meeting in relation to the requirement of a general offer by China Eastern Air H
提請 大會批准 集團 及一&#
be and is hereby approved, ratified and confirmed. Details of the aforesaid plan were contained in the Overseas Regulatory
Holding and its concert parties are waived by the Shareholders from having to make a general offer to all the Shareholders t

By order of the Board

CHINA EASTERN AIRLINES CORPORATION LIMITED

Wang Jian

Joint Company Secretary

The Directors as at the date hereof, are:

Liu Shaoyong	(Chairman)
Ma Xulun	(Vice Chairman, President)
Xu Zhao	(Director)
Gu Jiadan	(Director)
Li Yangmin	(Director, Vice President)
Tang Bing	(Director, Vice President)
Luo Zhuping	(Director)
Sandy Ke-Yaw Liu	(Independent non-executive Director)
Wu Xiaogen	(Independent non-executive Director)
Ji Weidong	(Independent non-executive Director)
Shao Ruiqing	(Independent non-executive Director)

Shanghai, the PRC

24 September 2012

Notes:

1. Persons entitled to attend the EGM

Persons who hold H Shares 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 Tuesday, 9 October 2012, will be entitled to attend the EGM upon completion of the necessary registration procedures. Notice will be made to the holders of the A Shares separately.

2. Registration procedures for attending the EGM

Holder of the H Shares shall deliver their written replies for attending the EGM, copies of transfers or copies of their share certificates or copies of receipts of share transfers, together with copies of their identity cards or other documents of identity, to the 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) from 9:00 a.m. to 4:00 p.m. on Friday, 19 October 2012 (if by facsimile) or between Friday, 12 October 2012 and Friday, 19 October 2012 (if by post). If proxies are appointed by shareholders of the Company (the “**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.

– 7 –

- (2) Shareholders can deliver the necessary documents for registration to the Company in the following manner: by post or by facsimile.

3. Appointing proxies

- (1) Shareholders who have the right to attend and vote at the EGM are entitled to appoint in writing one or more proxies (whether a member of the Company or not) to attend and vote at the meeting on their behalf.

- (2) The instrument appointing a proxy must be duly authorised in writing by the appointor or his 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, the notarially certified power of attorney or other documents of authorisation and proxy forms must be delivered to Hong Kong Registrars Limited, the Company's H Share registrar not less than 24 hours before the time scheduled for the holding of the EGM before such documents would be considered valid.

- (3) If more than one proxy has been appointed by any Shareholder, such proxies shall not vote at the same time.

4. Duration of the EGM

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.

5. Closure of books

The H Share register of members of the Company will be closed from Wednesday, 10 October 2012 to Friday, 9 November 2012, both days inclusive, during which period no transfer of the H Shares will be effected. Where applicable, holders of the 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 4:30 p.m. on Tuesday, 9 October 2012.

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, CES Global and their respective associates will abstain from voting in respect of Resolutions Nos. 1, 2, 3, 4, 8 and 10.

– 8 –