

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

(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.*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 00670)**

**Proxy Form for the Extraordinary General Meeting to be held on 9 November 2012**

I/We

*(Note 1)*, "H" shares shareholder account number (if applicable):

\_\_\_\_\_, Address:

*(Note 1)*, hold \_\_\_\_\_ "H" shares *(Note 2)* of China Eastern Airlines Corporation Limited (the "Company") and hereby appoint the chairman of the EGM or Mr./Ms.

\_\_\_\_\_ of address:

*(Note 3)*, to represent me/us to attend the EGM to be held at Shanghai International Airport Hotel ( \_\_\_\_\_ ), 2550 Hongqiao Road, Shanghai, the People's Republic of China ("PRC"), at 2:30 p.m. on Friday, 9 November 2012 and any adjournment thereof (the "EGM") and vote on behalf of me/us according to the following instructions upon the proposed resolutions as listed in the Company's notice of the Extraordinary General Meeting (the "Notice"). In the absence of any instruction on any particular matter, the proxy shall exercise his/her discretion as to whether, and if so how, he/she votes.

*Shareholders should read the contents of the relevant resolutions contained in the Notice carefully before Note: exercising your vote on the below resolutions. Capitalized terms used herein should have the same meaning as ascribed to them in the Notice.*

**AGREEDISAGREEABSTAIN**

**SPECIAL RESOLUTIONS**

(Note 4) (Note 4) (Note 4)

1. **“THAT**, the “Proposal for the non-public issuance of A Shares to specific places 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 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 places after the approval from CSRC has been obtained;

**(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.

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**AGREEDISAGREEABSTAIN****SPECIAL RESOLUTIONS***(Note 4) (Note 4) (Note 4)***(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;

**(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 <i>(note)</i><br><i>(RMB)</i> | Payment<br>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"

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## SPECIAL RESOLUTIONS

“**THAT**, the “Proposal for the non-public issuance of H Shares to specific places 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 11 September 2012.”

2.

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 H Shares Subscription Agreement (including but not limited to the issue of 698,865,000 H Shares) be and is hereby approved, ratified and confirmed.”

3. “**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 11 September 2012.”

4. “**THAT**, the “Approval for implementation of the A Shares Subscription Agreement and the H Shares Subscription Agreement 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, 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.”

6. “**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, 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.”

## ORDINARY RESOLUTIONS

7. “**THAT**, the “China Eastern Airlines Corporation Limited satisfies the conditions for non-public issuance of A Shares to specific places 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 11 September 2012.”

8. “**THAT**, the “Explanation on the Use of the Proceeds of the Previous Fund Raising Activities 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.”

9. “**THAT**, the “Authorization to the Board and its authorised representative(s) at the Shareholders’ meeting to proceed with the non-public issuance of A Shares 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.”

10. “**THAT**, the “Authorization to the Board and its authorised representative(s) at the Shareholders’ meeting to proceed with the non-public issuance of H Shares 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.”

11. “**THAT**, the “Authorization to the Board and its authorised representative(s) at the Shareholders’ meeting to proceed with the non-public issuance of A Shares 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,
- (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 otherwise in connection with any transaction contemplated under Resolution No. 1 and Resolution No. 2 above or any matter

(1) to formulate and implement specific plans according to terms and conditions set out in Resolution No. 1 and Resolution No. 2 of the 2015 Annual General Meeting of H Shares;

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## ORDINARY RESOLUTIONS

- (2) in the event of changes in the policies of the relevant regulatory authorities in relation to the non-public issuance of A Shares and H Shares, to amend Resolution No. 2 above;
  - (3) to amend the proposals in relation to the issuance of new A Shares and new H Shares and the use of proceeds, and to handle the requirements of the governing authorities and regulatory authorities;
  - (4) where necessary, to enter into any share subscription agreements and supplemental agreements (if applicable) or other agreements with investors on or before the date;
  - (5) to handle the relevant application issues arising from the issuance of new A Shares and new H Shares in accordance with the relevant laws, regulations, relevant constitutional documents and the Articles of Association of the Company;
  - (6) to make consequential amendments to the provisions in relation to the issuance of new A Shares and new H Shares in the Company Law, the Securities Law, the Industry and Commerce; and to handle relevant registration, lock-up and application for listing of the new A Shares with the relevant regulatory authorities 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 of the Company;
  - (8) the authorizations described in paragraphs (1) to (7) above shall be valid for a period of 12 months from the date of publication of this Resolution.
- that the authorized representative(s) of the Board under this Resolution be the Chairman and/or the Vice-Chairman of the Board.
- “**THAT**, the “Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares and H Shares” (the “Feasibility Report”) is contained in the Overseas Regulatory Announcement of the Company published on the website of the Stock Exchange on 11 September 2012.”
- “**THAT**, the “Waiver at the Shareholders’ meeting in relation to the requirement of a general offer by China Eastern Air Holding Limited” (the “Waiver”) is contained in the Overseas Regulatory Announcement of the Company published on the website of the Stock Exchange on 11 September 2012, 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. The Holding and its concert parties are waived by the Shareholders from having to make a general offer to all the Shareholders to acquire all the outstanding A Shares and H Shares of the Company.”

Signature(s): (Note 5) Date:

Notes:

1. Please print your full name(s) and address(es) in English as well as in Chinese (as registered in the register of members).
2. Please fill in the number of shares registered in your name(s). If such number is not provided, this proxy form will be deemed to relate to all the shares registered in your name(s).  
If you wish to appoint someone other than the chairman of the EGM, please delete the words “the chairman of the EGM or” and fill in the name and address of the proxy as entrusted by you in the space provided. A Shareholder can
3. appoint one or more proxies for the purpose of attending the meeting and the proxy/proxies do(es) not have to be a Shareholder(s). Any changes on this proxy form must be duly authenticated by the signature of the signer of this proxy form.  
**IMPORTANT:** If you would like to vote for the resolution, please put a tick (“P”) in the appropriate box marked “**Agree**”. If you would like to vote against the resolution, please put a tick (“P”) in the box marked “**Disagree**”. If you
4. would like to abstain from voting the resolution, please put a tick (“P”) in the box marked “**Abstain**”. In the absence of any instruction, the proxy may vote at his/her discretion. Abstain votes will be counted in the calculation of the required majority for each resolution.  
This proxy form must bear the signature of the entrustor. In the event that the Shareholder is a company or an
5. institution, the proxy form must bear the company chop of that company or institution duly affixed and attested to in accordance with the articles of association or other constitutional documents of such company or institution.  
This proxy form must be duly signed by the appointer or his attorney. If this proxy form is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign (or other documents of authorisation) must be notarially certified. For holders of the H shares, the notarially certified power of attorney or other documents of
6. authorisation and proxy forms must be delivered to Hong Kong Registrars Limited, the Company’s H share registrar at Rooms 1712&ndash;1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time scheduled for the holding of the EGM in order for such documents to be considered valid.
7. If more than one proxy has been appointed by any Shareholders, such proxies shall not vote at the same time.
8. If a proxy attends the EGM, appropriate identification documents must be produced.
9. The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.

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