

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

February 02, 2010

---

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 February 2010

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 February 2, 2010

By /s/ Luo Zhuping  
Name: Luo Zhuping  
Title: Director and 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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

#### AMENDMENTS OF THE ARTICLES OF ASSOCIATION

Reference is made to (i) the announcement of China Eastern Airlines Corporation Limited (the "Company") dated 10 July 2009 in relation to, inter alia, the absorption of Shanghai Airlines; (ii) the circular of the Company dated 25 August 2009 in relation to the absorption of Shanghai Airlines (the "Circular"); and (iii) the announcement of the Company dated 28 January 2010 in relation to the implementation results of the absorption of Shanghai Airlines through share exchange, changes in share capital and listing of additional A shares. Terms used herein shall have the same meanings as ascribed to them in the Circular.

At the extraordinary general meeting of the Company on 9 October 2009, the Board was authorized by the Shareholders that it may make appropriate and necessary amendments to the Articles of Association as the Board thinks fit to reflect the increases in the registered capital and change of shareholding of the Company. As the exchange of A Shares had been completed on 28 January 2010 and the new A Shares that have been exchanged have been listed on 2 February 2010, certain provisions of the Articles of Association in connection with the completion of the absorption have been amended accordingly with effect from 2 February 2010.

The amendments to the Articles of Association are as follows:

The original Article 20, Article 21 and Article 24 of the Articles of Association are:

“Article 20 As approved by the China Securities Regulatory Commission, the total amount of shares of the Company is 9,581,700,000 shares.

Article 21 The Company has issued a total of 9,581,700,000 ordinary shares, comprising a total of 6,087,375,000 A shares, representing 63.53% of the total share capital of the Company, a total of 3,494,325,000 H shares, representing 36.47% of the total share capital of the Company.

Article 24 The registered capital of the Company is RMB9,581,700,000.”

Article 20, Article 21 and Article 24 are amended as:

“Article 20 As approved by the China Securities Regulatory Commission, the total amount of shares of the Company is 11,276,538,860 shares.

Article 21 The Company has issued a total of 11,276,538,860 ordinary shares, comprising a total of 7,782,213,860 A shares, representing 69.01% of the total share capital of the Company, a total of 3,494,325,000 H shares, representing 30.99% of the total share capital of the Company.

Article 24 The registered capital of the Company is RMB11,276,538,860.”

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

The Directors as at the date of this announcement 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 (Independent non-executive Director)  
Liu

Shanghai, the PRC  
2 February 2010

---