

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

March 26, 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 March 2012

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

(Translation of Registrant's name into English)

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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 March 26, 2012 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.*

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

**(Stock code: 00670)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

### **ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE BOARD MEETING**

This overseas regulatory announcement is made pursuant to rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Pursuant to the articles of association (the "Articles") and the rules for the meeting of board of directors ( ) of China Eastern Airlines Corporation Limited (the "Company") and as convened by Mr. Liu Shaoyong, the chairman of the board of directors (the "Board" or "Directors") of the Company (the "Chairman"), the 2012 second regular meeting (the "Meeting") of the Board was held on 23 March 2012 at Shanghai International Airport Hotel.

Mr. Liu Shaoyong, our Chairman; Mr. Ma Xulun, our vice Chairman; Mr. Li Yangmin and Mr. Luo Zhuping, our Directors; and Mr. Sandy Ke-Yaw Liu, Mr. Wu Xiaogen, Mr. Ji Weidong and Mr. Shao Ruiqing, the independent non-executive Directors, were present at the Meeting.

The Directors present at the Meeting confirmed that they had received the notice and materials in respect of the Meeting before it was held.

Yu Faming, as the chairperson of the supervisory committee of the Company, Feng Jinxiong, Yan Taisheng and Liu Jiashun, as supervisors of the Company, as well as certain senior management personnel of the Company and certain officers in charge of the relevant departments of the Company also attended the Meeting.

The number of Directors at the Meeting satisfied the quorum requirements under the Company Law of the People's Republic of China (the "PRC") and the Articles. As such, the Meeting was legally and validly convened and held.

The Meeting was chaired by our Chairman, Mr. Liu Shaoyong. The Directors present at the Meeting considered and passed the following resolutions:

1. Considered and approved the 2011 financial statements of the Company, and decided to submit this proposal to the 2011 annual general meeting of the Company (the “AGM”) for consideration and approval.
2. Considered and approved the 2011 profit distribution proposal of the Company, and decided to submit the same to the 2011 AGM for consideration and approval. Details are specified below:

As audited by PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company ( ), under accounting standards, the parent company had a net profit of RMB4.892 billion for the year 2011, and had an accumulated loss of RMB4.503 billion as at 31 December 2011. As audited by PricewaterhouseCoopers Certified Public Accountants in Hong Kong under International Financial Reporting Standards, the parent company had a net profit of RMB4.523 billion for the year 2011, and had an accumulated loss of RMB6.331 billion as at 31 December 2011. In accordance with regulations, the Company shall make good its losses incurred in previous years with its profit for the year before any profit distribution to the shareholders of the Company. Although the Company recorded profit for the year, accumulated loss was still considerable after making good with its profit for the year as it incurred significant loss in previous years. As such, it is proposed that no profit shall be distributed in respect of the year 2011 under the Company Law and the Articles.

3. Agreed on the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company ( ) as the PRC auditors and PricewaterhouseCoopers Certified Public Accountants in Hong Kong international auditors of the Company for the year 2012, and decided to submit the same to the 2011 AGM for consideration and approval; and seek granting of authorization at the general meeting to the Board to determine auditor’s remuneration.

4. Considered and approved the resolution concerning the provision of guarantee for the financing to be obtained by some subsidiaries

For details, please refer to the Announcement of Provision of Guarantee ( ) published by the Company on the even date.

Agreed to submit the proposal relating to the provision of guarantee for ( ) and ( ) to the forthcoming general meeting of the Company for consideration and approval.

5. Considered and approved the self-assessment report in respect of internal control for the year 2011 submitted by the Board. (Please refer to the website of the Shanghai Stock Exchange for the full text: <http://www.sse.com.cn>).

6. Considered and approved the social responsibility report of the Company. (Please refer to the website of the Shanghai Stock Exchange for the full text: <http://www.sse.com.cn>).

7. Considered and approved the resolution concerning the joint establishment of a low-cost airline company.

For details, please refer to the announcement in relation to the memorandum of understanding between the Company and Jetstar Airways Pty Limited in respect of the joint establishment of a low-cost airline published by the Company on the even date.

8. Considered and approved the full text of the 2011 annual report and its summary (A share) and 2011 annual results announcement (H share) of the Company, and decided to announce the same together with the 2011 financial statements as considered and approved pursuant to resolution 1 above in both Hong Kong and Shanghai on 26 March 2012;

Agreed to submit the Work Report of the Board as contained in the annual report to the 2011 AGM for consideration and approval.

9. Considered and approved the resolution on the granting of a general mandate to the Board in respect of issue of the shares of the Company, and decided to submit this resolution to the 2011 AGM for consideration and approval.

10. Considered and approved the resolution on issues relevant to authorizing the Chairman to convene the 2011 AGM, and decided to authorize the Chairman to dispatch the notice of 2011 AGM.

11. Considered and approved the annual review report to be submitted by independent Directors and decided to report to the shareholders of the Company at the 2011 AGM. (Please refer to the website of the Shanghai Stock Exchange for the full text: <http://www.sse.com.cn>)

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)*  
Ma Xulun            *(Vice Chairman, President)*  
Li Yangmin         *(Director, Vice President)*  
Luo Zhuping        *(Director, Company Secretary)*  
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 People's Republic of China

23 March 2012

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