

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

May 11, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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 May 2012

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

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(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** May 11, 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 2011 Annual General Meeting**

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 AGM or Mr./Ms. \_\_\_\_\_ of  
address: \_\_\_\_\_ (Note 3), to represent me/us to attend the  
AGM to be held at Shanghai International Airport Hotel ( \_\_\_\_\_ ), 2550 Hongqiao Road, Shanghai, the People's Republic  
China ("PRC"), at 9:00 a.m. on Thursday, 28 June 2012 and any adjournment thereof (the "AGM") 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  
annual 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.

**AGREEDISAGREEABSTAIN**

**ORDINARY RESOLUTIONS**

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

1. “**THAT**, to consider and approve the report of the board of directors of the Company (the “**Board**”) for the year 2011.”
2. “**THAT**, to consider and approve the report of the supervisory committee of the Company for the year 2011.”
3. “**THAT**, to consider and approve the financial reports of the Company for the year 2011.”
4. “**THAT**, to consider and approve the Company’s profit distribution proposal for the year 2011.”
5. “**THAT**, to consider and approve the appointment of the Company’s PRC domestic auditors and international auditors for the year 2012, and to authorise the Board to determine their remuneration.”
6. “**THAT**, to consider and approve the appointment of the Company’s auditors for internal control for the year 2012, and to authorise the Board to determine their remuneration.”
7. “**THAT**, to consider and approve the appointment of directors to the sixth session of the Board (Note 9):
  - (1) to consider and approve the appointment of Xu Zhao as a director of the sixth session of the Board;
  - (2) to consider and approve the appointment of Gu Jiadan as a director of the sixth session of the Board;
  - (3) to consider and approve the appointment of Tang Bing as a director of the sixth session of the Board.”
8. “**THAT**, to consider and approve the appointment of Xi Sheng as a supervisor of the sixth session of the supervisory committee of the Company.”
9. “**THAT**, to consider and approve the provision of guarantee for the financing to be obtained by certain subsidiaries of the Company for the three years from 2012 to 2015.”

**AGREEDISAGREEABSTAIN**

**SPECIAL RESOLUTIONS**

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

- “**THAT**, to consider, approve, confirm and ratify an agreement entered into on 27 April 2012 between the Company and Boeing Company in respect of the
10. purchase by the Company of twenty Boeing B777-300ER aircraft, and all transactions thereunder, details of which are set out in the announcement dated 27 April 2012 and the circular dated 14 May 2012 issued by the Company.”
- “**THAT**, to consider, approve, confirm and ratify an agreement entered into on 27 April 2012 between the Company and Boeing Company in respect of the
11. disposal by the Company of five Airbus A340-600 aircraft, and all transactions thereunder, details of which are set out in the announcement dated 27 April 2012 and the circular dated 14 May 2012 issued by the Company.”
12. “**THAT**, to consider and approve the Company’s issuance of super short-term commercial paper.”
13. “**THAT** , to consider and approve the proposal to be submitted to the shareholders in general meeting of the Company for granting a general mandate to the Board to issue shares of the Company:

(a) the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to separately or concurrently issue, allot and/or deal with domestic shares (“**A Shares**”) and overseas listed foreign shares (“**H Shares**”) of the Company, and to make or grant offers, agreements or options in respect thereof, subject to the following conditions:

(i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

(ii) the number of the A Shares and H Shares to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Board shall not exceed 20% of each of its existing A Shares and H Shares; and

(iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (each as amended from time to time) or applicable laws, rules and regulations of other government

or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

(b) for the purposes of this special resolution:

“Relevant Period” means the period from the passing of this special resolution until the earliest one of the following three terms:

(i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or

(ii) the expiration of the 12-month period following the passing of this special resolution; or

(iii) the date on which the authority granted to the Board set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.

(c) contingent on the Board resolving to separately or concurrently issue shares pursuant to paragraph (a) of this special resolution, the Board be authorized to increase the registered capital of the Company to reflect the number of share authorized to be issued by the Company pursuant to paragraph (a) of this special resolution and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete an formality required to effect the separate or concurrent issuance of shares pursuant to paragraph (a) of this special resolution and the increase in the registered capital 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 AGM, please delete the words “the chairman of the AGM 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 of his/her own choice for the purpose of attending the meeting and the proxy/proxies do(es) not have to be the Company’s 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 cross (“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.
5. This proxy form must bear the signature of the entrustor. In the event that the shareholder is a company or an institution, the proxy form must bear the company chop of that 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
6. notarially certified. For 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 at Rooms 1712–1716, 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 AGM in order for such documents to be considered valid.
7. If more than one proxy has been appointed by any shareholders of the Company, such proxies shall not vote at the same time.
8. If a proxy attends the AGM, appropriate identification documents must be produced.
9. “Cumulative voting” will be used in respect of the sub-resolutions No. (1) to No. (3) of resolution No. 7, whereas other resolutions will be voted by way of poll.  
In “cumulative voting”, for every share held by a shareholder who participates in the voting, the shareholder will have the same number of voting rights which equals the number of directors or supervisors to be elected. Such shareholder may cast all his votes on one single candidate or different candidates separately. Cumulative voting will be used in carrying out the voting and the counting of voting results in respect of the sub-resolutions No. (1) to No. (3) of resolution No. 7.  
Set out below is an example illustrating the voting method using cumulative voting in respect of the sub-resolutions No. (1) to No. (3) of resolution No. 7. Please fill in your intention of voting in accordance with the following instructions:  
In relation to the resolution No. 7, for every share held by you, you will have the same number of voting rights which equals the number of directors to be elected. For example, if you are holding 1 million shares and 3 directors
- (i) are to be elected at the AGM, the aggregate number of votes which you will have will be 3 million (i.e. 1 million shares x 3 = 3 million voting shares) for resolution No. 7.
- (ii) You may cast on every candidate such votes which represent the same number of shares held by you; cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate; or cast your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on certain candidates. If you wish to cast equal number of votes to each candidate for director, please insert a “p” in the boxes marked “**Agree**” or “**Disagree**” as appropriate. Otherwise, please specify the number of votes cast for each of the 3 candidates for director in the boxes marked “**Agree**”, “**Disagree**” or



“**Abstain**”. For example, if you are holding 1 million shares, the number of your votes regarding the resolution No. 7 is 3 million. You may choose to cast the 3 million votes equally amongst the 3 candidates (Agree or Disagree); or to cast all your 3 million votes on one candidate (For or Against); or cast 1.5 million votes to candidate A for director (Agree or Disagree), 0.5 million votes to candidate B for director (Agree or Disagree), 1 million votes to candidate C for director (Agree or Disagree), etc.

- (iii) When the total votes, represented by the shares held by you multiplied by the number of directors to be elected, are used up after voting for a candidate, you will have no votes remaining to be cast on other candidates. i.e., the total number of both of your Agree and Disagree votes cast for 3 candidates for directors shall not exceed the aggregate number of votes to which you are entitled.

Please note that when the total votes cast by you on one candidate or some of the candidates for director exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you on one candidate or some of the candidates for director are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the number of your votes regarding the resolution No. 7 is 3 million:

- (iv) (a) if you fill in the “**Agree**” or “**Disagree**” of “cumulative voting” under a particular candidate for director with “3 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for the other candidate for director. Should you fill in the blanks under the resolution No. 7 with any number of shares (other than 0), all your votes on resolution No. 7 will be invalid; or (b) if you fill in the “**Agree**” (or “**Disagree**”) of “cumulative voting” under candidate A for director with “1 million shares” and under candidate B for director with “0.5 million shares”, the 1.5 million of votes cast by you are valid and the remaining 1.5 million of votes will be regarded as abstain votes.

- (v) Where the Agree votes cast for a particular candidate for directors are more than half of the total number of shares held by all shareholders attending (before cumulation) and where the Agree votes exceed the Disagree votes, the candidate in question will be considered to have won the votes. Where the elected directors at the general meeting are less than the number of directors required to be elected, new rounds of voting are required to be held for election of the remaining directors until the number of directors to be elected are fulfilled.

- (vi) When a new round of director election is held pursuant to (v) above, the calculation of cumulation should be based on the number of directors to be elected during the round of election in question.