

CHINA EASTERN AIRLINES CORP LTD
Form 6-K
April 28, 2009

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 April 2009

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 April 28, 2009

By

/s/ Luo Zhuping
Name: Luo Zhuping
Title: Company Secretary

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Eastern Airlines Corporation Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 670)

NOTICE OF ANNUAL GENERAL MEETING

AND

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

An annual general meeting of the Company (the "AGM") will be held at Meeting Centre, Shanghai International Airport Hotel, 2550 Hongqiao Road, Shanghai, the People's Republic of China at 9:30 a.m. on Saturday, 12 June 2009. Notice of the AGM setting out the resolutions to be approved at the AGM are attached at the end of this circular. Proxy form for use at the AGM and the attendance slip are also despatched together with this circular. If you intend to attend the AGM, you should complete and return the attendance slip in accordance with the instructions printed thereon as soon as possible.

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Whether or not you intend to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions thereon and return it to Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 24 hours before the time appointed for holding such meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting at the AGM should you so wish.

28 April 2009

CONTENTS

	Pages
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	2
2. AGM	3
3. Resignation and Appointment of INED	4
4. Proposed Amendments to the Articles of Association	4
APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	I-1
NOTICE OF AGM	5

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Shares” means the ordinary shares issued by the Company, with a RMB denominated par value of RMB1.0 each, which are subscribed for and paid up in RMB and are listed on the Shanghai Stock Exchange;

“AGM” means the 2008 annual general meeting of the Company;

“Articles of Association” means the articles of association of the Company;

“Board” means the board of directors of the Company;

“Company” means (China Eastern Airlines Corporation Limited), a joint stock limited company incorporated in the PRC with limited liability, whose H Shares, A Shares and American depositary shares are listed on the Shanghai Stock Exchange, the Shanghai Stock Exchange and the New York Stock Exchange, Inc., respectively;

“connected person” has the meaning ascribed thereto under the Listing Rules;

“CSRC” means the China Securities Regulatory Commission;

“Directors” means the directors of the Company;

“Hong Kong” means the Hong Kong Special Administrative Region of the PRC;

“H Shares” means the ordinary shares issued by the Company, with a RMB denominated par value of RMB1.0 each, which are subscribed for and paid up in a currency other than RMB and are listed on the Stock Exchange;

“INED” means independent non-executive directors of the Company;

“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

“PRC” means the People’s Republic of China;

“RMB” means Renminbi, the lawful currency of the PRC; and

“Stock Exchange” means The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD OF DIRECTORS

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 670)

Directors:

Liu Shaoyong (Chairman)
Li Jun (Vice Chairman)
Ma Xulun (Director, President)
L u o (Director)
Chaogeng
Luo Zhuping (Director, Company Secretary)

Legal address:

66 Airport Street
Pudong International Airport
Shanghai
PRC

INED:

Hu Honggao
Peter Lok
Wu Baiwang
Zhou Ruijin
Xie Rong

Head office:

2550 Hongqiao Road
Shanghai

PRC

Principal place of business

in Hong Kong:

5th Floor, McDonald's Building
48 Yee Wo Street
Hong Kong

Hong Kong share registrar and
transfer office:

Hong Kong Registrars Limited
Rooms 1712-1716, 17th Floor
Hopewell Centre
183 Wanchai Queen's Road East
Hong Kong

28 April 2009

To the shareholders of the Company

Dear Sir or Madam,

NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. INTRODUCTION

The purposes of this circular are to give shareholders information on matters to be dealt with at the AGM, and to provide shareholders with information in relation to the proposed amendments to the existing Articles of Association, which will take effect upon approval of the same at the AGM.

LETTER FROM THE BOARD OF DIRECTORS

2. AGM

Notice of AGM

The AGM will be held at Meeting Centre, Shanghai International Airport Hotel, 2550 Hongqiao Road Shanghai PRC at 9:30 a.m., on Saturday, 13 June 2009 to approve, among other things, ordinary resolutions in respect of the Company's financial statements for the financial year ended 31 December 2008, resignation of an INED and appointment of a new INED, special resolutions in respect of granting of the general mandate to the Board and proposed amendments to the Articles of Association. A notice dated and issued on 28 April 2009 convening the AGM is also set out at the end of this circular.

Closure of books

Persons who hold A Shares or H Shares and are registered as holders of the A Shares or H Shares on the register of members of the Company maintained by China Securities Depository and Clearing Corporation Limited, Shanghai Branch and Hong Kong Registrars Limited, as the case may be, at the close of business on 12 May 2009 will be entitled to attend the AGM upon completion of the necessary registration procedures. The H Share register of members of the Company will be closed from 13 May 2009 to 13 June 2009, both days inclusive, during which period no transfer of the H Shares will be effected. Where applicable, shareholders of the H Shares intending to attend the AGM 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 at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:00 p.m. on 12 May 2009.

Attendance slip and proxy form

If you are eligible and intend to attend the AGM, please complete and return the attendance slip, a copy of which is enclosed, in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting or any adjournment thereof.

If you are not able to attend and/or vote at the AGM, you are strongly urged to complete and return the proxy form, a copy of which is also enclosed, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD OF DIRECTORS

3. RESIGNATION AND APPOINTMENT OF INED

Reference is made to the announcement of the Company dated 15 April 2009 in relation to the proposed resignation and appointment of INED.

As mentioned in the said announcement, Mr. Peter Lok will resign as an INED due to personal reasons. The resignation is subject to the approval of the respective resolution at the AGM.

The Board understands from Mr. Peter Lok that he resigned as an INED due to his age and Mr. Peter Lok confirms that there is no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to express its sincere gratitude to Mr. Peter Lok for his loyalty and diligence during his tenure of office.

The Board further announces that, Mr. Sandy Ke-Yaw Liu (“Mr. Liu”) will be appointed as an INED of the Company subject to the approval of the respective resolution at the AGM. The biographical details of Mr. Liu is set out in the note 8 of the notice of the AGM.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The CSRC has enacted a few regulations in recent years which affect the corporate governance of PRC listed companies and the PRC Company Law has also been amended in recent years. As such, the Board proposes to certain provisions in the Articles of Association in accordance with the rules and regulations applicable to the Company.

Such amendments relate to the general provisions of the Articles of Association, reduction of capital and repurchase of shares, shareholders and register of shareholders, shareholders’ general meeting, board of directors, supervisory committee, financial and accounting systems and profit distribution, merger and division and dissolution and liquidation of the Company.

All such amendments will be conditional upon and with effect from approval of the respective resolution at the AGM. Details in relation to the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

By order of the Board

CHINA EASTERN AIRLINES
CORPORATION LIMITED
Luo Zhuping
Director and Company Secretary

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes the following amendments to the Articles of Association:

I. Regarding the General Provisions

1. The third and fourth paragraph of Article 1 of the Articles of Association originally reads:

“The Company changed its registration with Shanghai Administration for Industry and Commerce on October 18, 2002. The number of the Company’s business license is: Qi Gu Hu Zong Zi No. 032138.

The promoter of the Company is: Eastern Air Group Company.”

It shall be amended as:

“As the Company changed its legal representative on February 11, 2009, it also replaced its business license. Its business license number is: 310000400111686 (Airport).

The promoter of the Company is: China Eastern Air Holding Company.”

2. Article 6 of the Articles of Association originally reads:

“In accordance with the PRC Company Law, the Special Regulations, Mandatory Provisions for the Articles of Association of Companies to be Listed Outside China (the “Mandatory Provisions”) and other relevant laws and administrative regulations, the Company adopted a resolution at the 2006 shareholders’ annual general meeting on June 29, 2007 to amend the Company’s previously amended articles of association approved at the 2004 shareholders’ annual general meeting on June 30, 2005 (the “Original Articles of Association”) and to formulate these articles of association of the Company.”

It shall be amended as:

“In accordance with the PRC Company Law, the Special Regulations, Mandatory Provisions for the Articles of Association of Companies to be Listed Outside China (the “Mandatory Provisions”) and other relevant laws and administrative regulations, the Company formulated the articles of association of the Company.”

3. To delete the second paragraph of Article 10 of the Articles of Association, which originally reads:

I - 1

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

“Upon approval of the companies approving department authorized by the State Council, the Company may, according to its need of operation and management, operate as a holding company as prescribed in the second paragraph of Article 12 of the Company Law.”

II. Regarding Reduction of Capital and Repurchase of Shares

4. The second paragraph of Article 28 of the Articles of Association originally reads:

“The Company shall notify its creditors within 10 days of the date of the Company’s resolution for reduction of capital and shall publish a notice in a newspaper at least three times within 30 days of the date of such resolution. A creditor has the right within 30 days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 90 days of the date of the first public notice, to require the Company to repay its debts or provide a corresponding guarantee for such debt.”

It shall be amended as:

“The Company shall notify its creditors within 10 days of the date of the Company’s resolution for reduction of capital and shall publish a notice in a newspaper within 30 days of the date of such resolution. A creditor has the right within 30 days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days of the date of the public notice, to require the Company to repay its debts or provide a corresponding guarantee for such debt.”

III. Regarding Shareholders and Register of Shareholders

5. Regarding Shareholders and Register of Shareholders

The second paragraph of Article 46 of the Articles of Association originally reads:

“If a shareholder of Domestic-Invested Shares loses his share certificate and applies to the Company for a replacement new share certificate, it shall be dealt with in accordance with article 150 of the Company Law.”

It shall be amended as:

“If a shareholder of Domestic-Invested Shares loses his share certificate and applies to the Company for a replacement new share certificate, it shall be dealt with in accordance with article 144 of the Company Law.”

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

IV. Regarding Shareholders' General Meetings

6. The ninth paragraph of Article 56 of the Articles of Association, originally reads:

“to decide on matters such as merger, division, dissolution and liquidation of the Company;”

It shall be amended as:

“to decide on matters such as merger, division, change in company form, dissolution and liquidation of the Company;”

7. The thirteenth paragraph of Article 56 of the Articles of Association originally reads:

“to consider motions raised by shareholders who represent 5 per cent or more of the total shares of the Company carrying the right to vote;”

It shall be amended as:

“to consider motions raised by shareholders who represent 3 per cent or more of the total shares of the Company carrying the right to vote;”

8. The first paragraph of Article 60 of the Articles of Association originally reads:

“When the Company convenes a shareholders' annual general meeting, shareholders holding 5 per cent or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place those matters in the proposed motions within the scope of functions and powers of the Shareholders' general meeting on the agenda.”

It shall be amended as:

“When the Company convenes a shareholders' annual general meeting, shareholders holding 3 per cent or more of the total voting shares of the Company can within the timeline prescribed by laws and regulations and listing rules, propose new motions and submit to the board of directors in writing before the convening of the shareholders' annual general meeting. The Company shall place those matters in the proposed motions submitted by shareholders within the prescribed timeline that are within the scope of functions and powers of the shareholders' general meeting on the agenda.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

9. The second paragraph of Article 71 of the Articles of Association, originally reads:

“To adopt an ordinary resolution, votes representing more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.”

It shall be amended as:

“To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.”

10. To delete the third paragraph of Article 71 of the Articles of Association, which originally reads:

“The shareholders (including proxies) present at the meeting shall expressly state their agreement with or objection to every matter to be determined by voting. If a shareholder abstains from voting or casts an abstention vote, the Company shall disregard such vote as a voting share when counting the result of voting.”

11. To delete Article 78(A) of the Articles of Association, which originally reads:

“Subject to these articles of association, all applicable laws and administrative regulations and/or other rules or requirements that may be promulgated by relevant authorities from time to time, implementation of or application for any of the following matters requires approval by the shareholders at the Shareholders’ general meeting and approval by votes representing more than one half of the voting rights held by the public shareholders who vote at the Shareholders’ general meeting:

Table of Contents

Fortune Brands Home & Security Hourly Retirement Savings Plan

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2017

(Dollars in thousands)

	(b) (c)		
(a)	Description and identity of issue, borrower, lessor or similar party	(d) Cost**	(e) Current value
*	Loans to participants - Interest rates ranging from 3.25% to 7.75%		\$ 9,905
			\$ 9,905

* Indicates a party-in-interest to the Plan.

** Cost information omitted for investments that are fully participant directed.

Table of Contents

EXHIBIT INDEX

Exhibit

Number	Description
23.1	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP.

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

FORTUNE BRANDS HOME & SECURITY HOURLY
EMPLOYEE RETIREMENT SAVINGS PLAN

June 26, 2018

By: /s/ Sheri R. Grissom
Sheri R. Grissom
Employee Benefits Committee of Fortune Brands
Home & Security, Inc.