

CHINA EASTERN AIRLINES CORP LTD
Form 6-K
May 06, 2013

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 May 2013

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:
x 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 6, 2013 **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 2012 Annual General Meeting

I/We _____
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 of China ("**PRC**"), at 9:00 a.m. on Wednesday, 26 June 2013 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.

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

ORDINARY RESOLUTIONS

AGREE DISAGREE ABSTAIN

(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 2012.”
2. “**THAT**, to consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year 2012.”
3. “**THAT**, to consider and approve the financial reports of the Company for the year 2012.”
4. “**THAT**, to consider and approve the Company’s profit distribution proposal for the year 2012 .”
5. “**THAT**, to consider and approve the appointment of the Company’s PRC domestic auditors and international auditors for the year 2013, 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 2013, and to authorise the Board to determine their remuneration.”
7. “**THAT**, to consider and approve the appointment of directors to the seventh session of the Board *(Note 9)*:
 - (1) to consider and approve the appointment of Mr. Liu Shaoyong as a director of the seventh session of the Board;
 - (2) to consider and approve the appointment of Mr. Ma Xulun as a director of the seventh session of the Board;
 - (3) to consider and approve the appointment of Mr. Xu Zhao as a director of the seventh session of the Board;
 - (4) to consider and approve the appointment of Mr. Gu Jiadan as a director of the seventh session of the Board;
 - (5) to consider and approve the appointment of Mr. Li Yangmin as a director of the seventh session of the Board;

ORDINARY RESOLUTIONS

AGREE DISAGREE ABSTAIN

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

- (6) to consider and approve the appointment of Mr. Tang Bing as a director of the seventh session of the Board;
 - (7) to consider and approve the appointment of Mr. Sandy Ke-Yaw Liu as an independent non-executive director of the seventh session of the Board;
 - (8) to consider and approve the appointment of Mr. Ji Weidong as an independent non-executive director of the seventh session of the Board;
 - (9) to consider and approve the appointment of Mr. Shao Ruiqing as an independent non-executive director of the seventh session of the Board;
 - (10) to consider and approve the appointment of Mr. Li Ruoshan as an independent non-executive director of the seventh session of the Board.”
8. **“THAT**, to consider and approve the appointment of shareholder representative supervisors of the seventh session of the Supervisory Committee.
- to consider and approve the appointment of Mr. Yu Faming as a shareholder representative supervisor of the seventh session of the Supervisory Committee;
 - (1) to consider and approve the appointment of Mr. Xi Sheng as a shareholder representative supervisor of the seventh session of the Supervisory Committee;
 - (2) to consider and approve the appointment of Mr. Ba Shengji as a shareholder representative supervisor of the seventh session of the Supervisory Committee.”
 - (3)
9. **“THAT**, to consider and approve the provision of guarantees for certain subsidiaries of the Company.”

AGREEDISAGREEABSTAIN

SPECIAL RESOLUTIONS

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

10. **“THAT**, to consider and approve the granting of a general mandate to the Board to issue shares of the Company:

the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to separately or concurrently

- (a) 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:

- 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;
- (i)

- 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, respectively, exceed 20% of each of its existing A Shares and H Shares; and
- (ii)

- 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.
- (iii)

- (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

- 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 (the “**Shareholders**”) in a general meeting.
- (iii)

- (c) contingent on the Board resolving to separately or concurrently issue shares pursuant to paragraph (a) of this special resolution, the Board be authorised to increase the registered capital of the Company to reflect the number of share

authorised 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 of the Company (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 the 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.”

11. “**THAT**, to consider and approve the granting of a general mandate to the Board to issue bonds:

The Board be and is hereby granted unconditional general mandate to issue debt instruments in one tranche or multiple tranches, within the cap amount of issuance stipulated under applicable laws. Details of the general mandate are as follows:

Debt instruments shall include but not be limited to corporate bonds, super short-term commercial paper, short-term commercial paper, mid-term notes, (a) overseas Renminbi bonds or US dollar bonds. However, bonds to be issued or debt instruments to be issued under this mandate shall not include bonds which are convertible into shares of the Company.

Issuer: The Company and/or its wholly or non-wholly owned subsidiaries. (b) The exact issuer shall be determined by the Board based on the needs in the particular issuance.

Issue size: Debt instruments shall be issued under this mandate within the cap amount of bond issuance stipulated under applicable laws, subject to the (c) outstanding amount of each type of debt instrument. The actual size of issue shall be determined by the Board based on funding requirements and market conditions.

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SPECIAL RESOLUTIONS

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

(d) Maturity and class of issue: Not more than 15 years in the form of a uniform maturity date or a bond portfolio with several maturity dates. The actual composition of maturity and the size of each class of the bonds shall be determined by the Board based on relevant requirements and market conditions.

(e) Use of proceeds: It is expected that the proceeds from such issuance shall be used for purposes in compliance with laws and regulations, including satisfying the production and operation needs of the Company, adjusting debt structure, supplementing working funds and/or project investment. Details of the use of proceeds shall be determined by the Board based on funding requirements.

(f) Valid term of mandate: One year from the approval of this resolution by the Shareholders in a general meeting of the Company.

If the Board and/or its delegate(s) has decided to proceed with issuance(s) within the valid term of the mandate, and the Company has obtained issuance approval, permission or registration from regulatory bodies within the valid term of the mandate, the Company may complete the relevant issuance within the valid term confirmed under any of such approval, permission or registration.

(g) Authorisation to be granted to the Board

The Board is authorised based on the specific needs of the Company and other market conditions:

(1) To determine the issuer, type, specific class, specific terms, conditions and other matters, including but not limited to the actual issue size, the actual total amount, currency, issue price, interest rates or the formula for determining the interest rates, place of issuance, timing of the issue, maturity, whether or not to issue in tranches and the number of tranches, whether to set buyback and redemption clauses, rating arrangements, guarantees, due dates for principal and interest payments, use of proceeds, underwriting arrangements and all matters relating to the issue.

(2) To take all such acts and steps as considered to be necessary and incidental to this issuance, including but not limited to the engagement of intermediary(ies) to represent the Company in application to relevant regulatory bodies for approval, registration, filing etc. in relation to this issuance, sign all necessary legal documents for this issuance, and handle other matters in relation to the issuance, arrangement of principal and interest payments within the duration of the bonds, and trading and listing.

(3) To approve, confirm and ratify the acts and steps stated above taken in connection with the issuance.

- To make corresponding adjustments to the detailed plan of the issue of the bonds and other relevant matters within the scope of the mandate to be granted to the Board in accordance with opinions of regulatory authorities or the existing market conditions, in the event of any changes in the policy of regulatory authorities on the issue of bonds or any changes in market conditions, save for the matters that are subject to Shareholders' re-voting at the Shareholders' meeting under relevant laws, regulations and the articles of association of China Eastern Airlines Corporation Limited;
- (4)
- (5) To determine and handle, upon completion of the issuance, matters in relation to the listing of the debt instruments which have been issued.
- To approve, sign and distribute announcements and circulars in relation to this issuance and disclose relevant information, pursuant to the governing rules applicable at the place of listing of the Company.
- (6)
- (7) To adjust the currency structure and interest rate structure of the bonds based on the market conditions within the duration of the bonds.

AGREEDISAGREEABSTAIN

SPECIAL RESOLUTIONS

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

12. **“THAT**, to consider and approve the proposal on expansion of the scope of business of the Company and amendments to the Articles of Association:

Article 13 of the existing Articles of Association is as follows:

The scope of business of the Company shall comply with those items approved by the companies registration authority. The scope of business of the Company includes: domestic and approved international and regional business for air transportation of passengers, cargo, mail, luggage and extended services; general aviation business; maintenance of aviation equipment and machinery; manufacture and maintenance of aviation equipment; agency business for domestic and overseas airlines and other business related to air transportation; insurance by-business agency services, and other lawful businesses that can be carried on by a joint stock limited company formed under the Company Law.

Article 13 of the Articles of Association is proposed to be amended as follows:

The scope of business of the Company shall comply with those items approved by the companies registration authority. The scope of business of the Company includes: domestic and approved international and regional business for air transportation of passengers, cargo, mail, luggage and extended services; general aviation business; maintenance of aviation equipment and machinery; manufacture and maintenance of aviation equipment; agency business for domestic and overseas airlines and other business related to air transportation; insurance by-business agency services; e-commerce; in-flight supermarket; wholesale and retail of goods; and other lawful businesses that can be carried on by a joint stock limited company formed under the Company Law.”

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
4. **“Agree”**. If you would like to vote against the resolution, please put a cross (“P”) in the box marked **“Disagree”**. If you 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 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.
6. If more than one proxy has been appointed by any shareholders of the Company, such proxies shall not vote at the same time.
7. If a proxy attends the AGM, appropriate identification documents must be produced.
8. "Cumulative voting" will be used in respect of sub-resolutions No. (1) to No. (10) of resolution No. 7 and sub-resolutions No. (1) to No. (3) of resolution No. 8 whereas other resolutions will be voted by normal voting.

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 sub-resolutions No. (1) to No. (10) of resolution No. 7 and sub-resolutions No. (1) to No. (3) of resolution No. 8.

Set out below is an example illustrating the voting method using cumulative voting in respect of sub-resolutions No. (1) to No. (10) of resolution No. 7. Please fill in your intention of voting in accordance with the following instructions:

(i) 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 10 directors are to be elected at the AGM, the aggregate number of votes which you will have will be 10 million (i.e. 1 million shares x 10 = 10 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 10 million. You may choose to cast the 10 million votes equally amongst the 10 candidates (Agree or Disagree); or to cast all your 10 million votes on one candidate (For or Against); or cast 7.5 million votes to candidate A for director (Agree or Disagree), 0.5 million votes to candidate B for director (Agree or Disagree), 2 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 10 candidates for directors shall not exceed the aggregate number of votes to which you are entitled.

(iv)

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 10 million: (a) if you fill in the “**Agree**” or “**Disagree**” of “cumulative voting” under a particular candidate for director with “10 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 “6 million shares” and under candidate B for director with “1.5 million shares”, the 7.5 million of votes cast by you are valid and the remaining 2.5 million of votes will be regarded as abstain votes.

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 (v) 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.