

CHINA EASTERN AIRLINES CORP LTD

Form 20-F/A

March 23, 2006

As filed with the Securities and Exchange Commission on March 23, 2006

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**FORM 20-F/A**  
**(Amendment No. 1)**

- o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR
- o **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR
- o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR
- o **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-14550

(Exact Name of Registrant as Specified in Its Charter)

China Eastern Airlines Corporation Limited  
(Translation of Registrant's Name Into English)

The People's Republic of China  
(Jurisdiction of Incorporation or Organization)

2550 Hong Qiao Road  
Hong Qiao International Airport  
Shanghai 200335  
The People's Republic of China  
(8621) 6268-6268  
(Address and Telephone Number of Principal Executive Offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
American Depositary Shares Ordinary H Shares, par value RMB1.00 per share	The New York Stock Exchange The New York Stock Exchange*

\* Not for trading, but only in connection with the registration of American Depositary Shares. The Ordinary H Shares are also listed and traded on The Stock Exchange of Hong Kong Limited.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2004, 3,300,000,000 Ordinary Domestic Shares, par value RMB1.00 per share, were issued and outstanding, and 1,566,950,000 Ordinary H Shares par value RMB1.00 per share, were issued and outstanding. H Shares are Ordinary Shares of the Company listed on The Stock Exchange of Hong Kong Limited.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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### **Explanatory Note**

This Amendment No.1 on Form 20-F/A (this Amendment No. 1 ) to our annual report on Form 20-F for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on June 24, 2005 (the Original Form 20-F ), is filed solely for the purpose of (1) amending the footnote (4) and the description of Exhibit 4.9 in the Exhibit Index in the Original Form 20-F, (2) revising the legend on the first page of each of the Exhibit 4.9 and Exhibit 4.10, and (3) adding the relevant letter agreements and amendment agreement to Exhibit 4.9. We hereby replace the Exhibit Index, Exhibit 4.9 and Exhibit 4.10 of the Original Form 20-F with the amended Exhibit Index, Exhibit 4.9 and Exhibit 4.10 included in this Amendment No. 1.

This Amendment No. 1 speaks as of the filing date of the Original Form 20-F. Other than as set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate any other information or disclosure included in the Original Form 20-F or reflect any events that have occurred after the filing date of the Original Form 20-F.

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**Exhibit Index**

<b>Exhibits</b>	<b>Description</b>
1.1	Articles of Association (English translation). <sup>(1)</sup>
2.1	Specimen Certificate for the H Shares. <sup>(2)</sup>
2.2	Form of Deposit Agreement among the Registrant, The Bank of New York, as depositary, and Owners and Beneficial Owners from time to time of American Depositary Receipts. <sup>(3)</sup>
4.1	Office Space Lease Agreement between our company and Eastern Air Group Company (together with English translation). <sup>(2)</sup>
4.8	Employee Housing Lease Agreement between our company and Eastern Air Group Company (together with English translation). <sup>(2)</sup>
4.9	Aircraft Purchase Agreement dated October 9, 2004 between our company and Airbus SAS and related letter agreements and amendment agreement. <sup>(4)</sup>
4.10	Amendment No. 9 to the A320 Purchase Agreement dated April 21, 2005 between our company and Airbus SAS. <sup>(4)</sup>
4.11	Assets Transfer Agreement dated May 12, 2005 between our company, CEA Holding, CEA Northwest and CEA Yunnan (English translation).
8.1	List of subsidiaries.
11.1	Code of Ethics (English translation). <sup>(1)</sup>
12.1	Certification of President pursuant to Rule 13a-14(a).
12.2	Certification of CFO pursuant to Rule 13a-14(a).
13.1	Certification of President pursuant to Rule 13a-14(b).
13.2	Certification of CFO pursuant to Rule 13a-14(b).

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(1) Incorporated by reference to our annual report on Form 20-F (File No. 001-14550), filed with the Securities and Exchange Commission on June 28, 2004.

(2) Incorporated by reference to our Registration Statement on Form F-1 (File No. 333-6260), filed with the Securities and Exchange Commission on January 9, 1997.

(3) Incorporated by reference to our Registration Statement on Form F-6 (File No. 333-6284), filed with the Securities and Exchange Commission with respect to American Depositary Shares representing our H shares.

- (4) Portions of the agreement have been omitted pursuant to a confidential treatment request and have been filed with the Securities and Exchange Commission separately with a confidential treatment request.
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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this amendment to its annual report on Form 20-F for the fiscal year ended December 31, 2004 on its behalf.

CHINA EASTERN AIRLINES CORPORATION  
LIMITED

By: /s/ Li Fenghua  
Name: Li Fenghua  
Title: Chairman of the Board of Directors

Date: March 23, 2006