

CHINA EASTERN AIRLINES CORP LTD
Form 6-K
January 28, 2010

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 January 2010

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 | January 28, 2010 | 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)

**ANNOUNCEMENT
IMPLEMENTATION RESULT
IN RELATION TO ABSORPTION OF SHANGHAI AIRLINES THROUGH
SHARE EXCHANGE, CHANGES IN SHARE CAPITAL AND LISTING OF
ADDITIONAL A SHARES**

Reference is made to the announcement of China Eastern Airlines Corporation Limited (the "Company") dated 10 July 2009 in relation to, inter alia, the absorption of Shanghai Airlines and the circular of the Company dated 25 August 2009 in relation to the absorption of Shanghai Airlines (the "Circular"). Terms used herein shall have the same meanings as ascribed to them in the Circular.

Approval granted under Zheng Jian Xu Ke [2009] No. 1483 by CSRC in relation to the Company's application for the absorption of Shanghai Airlines through the exchange of A Shares was received, and the exchange of A Shares has been completed on 28 January 2010.

After the absorption of Shanghai Airlines through the exchange of A Shares, the total issued share capital of the Company was enlarged by 1,694,838,860 Shares to 11,276,538,860 Shares.

The shareholding structure of the Company prior to and after the absorption through the exchange of A Shares is set out as follows:

| Unit: Share | Prior to the changes | Additional shares | After the changes |
|---|----------------------|-------------------------|-------------------|
| Listed shares with trading moratorium (A Shares) | 5,691,375,000 | 288,888,860 (Note 1) | 5,980,263,860 |
| Listed shares without trading moratorium (A Shares) | 396,000,000 | 1,405,950,000 | 1,801,950,000 |
| Listed shares with trading moratorium (H Shares) | 1,437,375,000 | – | 1,437,375,000 |

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| | | | |
|---|---------------|---------------|----------------|
| Listed shares without trading moratorium (H Shares) | 2,056,950,000 | – | 2,056,950,000 |
| Total | 9,581,700,000 | 1,694,838,860 | 11,276,538,860 |

— 1 —

The top 10 shareholders of the Company after the completion of the exchange of A Shares and their respective shareholdings are set out as follows:

| No. | Name of shareholders | Number of shares held | Percentage of shareholdings | Nature of shares | Trading moratorium |
|-----|--|-----------------------|-----------------------------|--|--------------------|
| 1 | CEA Holding | 4,831,375,000 | 42.84% | Listed A Shares with trading moratorium | |
| 2 | CES Global | 1,927,375,000 | 17.09% | Listed H Shares/ Listed H Shares with trading moratorium | Note 2 |
| 3 | HKSCC Nominees Limited | 1,539,637,139 | 13.65% | Listed H Shares | |
| 4 | (Shanghai United Investment Co., Ltd.) | 502,400,262 | 4.46% | Listed A Shares | |
| 5 | (China National Aviation Fuel Group Corporation) | 421,052,632 | 3.73% | Listed A Shares with trading moratorium | |
| 6 | JinJiang Holding | 400,334,918 | 3.55% | Listed A Shares/ Listed A Shares with trading moratorium | Note 1 |
| 7 | (Aerospace Capital Holding Co., Ltd.) | 210,526,315 | 1.87% | Listed A Shares with trading moratorium | |
| 8 | (Bank of China Group Investment Limited) | 187,052,580 | 1.66% | Listed A Shares | |
| 9 | 任 Aerospace Science & Technology Finance Co., Ltd.) | 94,736,846 | 0.84% | Listed A Shares with trading moratorium | |
| 10 | 外運 運發展 份 (Sinotrans Air Transportation Development | 83,157,894 | 0.74% | Listed A Shares with trading moratorium | |

trading
moratorium

Co., Ltd.)

Among these 1,694,838,860 additional A Shares, 1,405,950,000 Shares are listed shares without trading moratorium, which will be tradable on 2 February 2010, 288,888,860 Shares are listed shares with trading moratorium, which will be tradable on 25 June 2012 (Note 1).

Note:

1. After completion of the absorption of Shanghai Airlines through the exchange of A Shares, the SA Shares with trading moratorium will be correspondingly exchanged into the A Shares of the Company and there will be trading moratorium for those A Shares that have been exchanged. Since the 222,222,200 SA Shares held by JinJiang International Holdings Co., Ltd. (“JinJiang Holding”) shall not be disposed from 25 June 2009 to 25 June 2012, after completion of the absorption through the exchange of A Shares, the respective 288,888,860 A Shares held by JinJiang Holding shall not be disposed from 28 January 2010 to 25 June 2012.
2. Among the Shares held by CES Global, 1,437,375,000 Shares are listed H Shares with trading moratorium and are expected to be tradable on 26 June 2012, while the remaining Shares are listed H Shares.

By order of the Board
China Eastern Airlines Corporation Limited
Luo Zhuping
Director and Company Secretary

— 2 —

The Directors as at the date of this announcement are:

| | |
|------------------|--------------------------------------|
| Liu Shaoyong | (Chairman) |
| Li Jun | (Vice Chairman) |
| Ma Xulun | (Director, President) |
| Luo Chaogeng | (Director) |
| Luo Zhuping | (Director, Company Secretary) |
| Hu Honggao | (Independent non-executive Director) |
| Wu Baiwang | (Independent non-executive Director) |
| Zhou Ruijin | (Independent non-executive Director) |
| Xie Rong | (Independent non-executive Director) |
| Sandy Ke-Yaw Liu | (Independent non-executive Director) |

Shanghai, the PRC
28 January 2010