

CHINA EASTERN AIRLINES CORP LTD
Form 6-K
June 26, 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 June 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: 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 June 26, 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.

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

(Stock code: 00670)

POLL RESULTS OF THE 2012 ANNUAL GENERAL MEETING

CHANGE OF DIRECTORS

CHANGE OF SUPERVISORS

CHANGE OF AUDITORS

AND

AMENDMENTS OF ARTICLES OF ASSOCIATION

The Board announces the poll results of the AGM held in Shanghai, the PRC on Wednesday, 26 June 2013.

Reference is made to the notice dated 7 May 2013 (the “**Notice**”) regarding the 2012 annual general meeting (the “**AGM**”) of China Eastern Airlines Corporation Limited (the “**Company**”) held on Wednesday, 26 June 2013. Terms defined in the Notice shall have the same meanings when used herein unless otherwise specified.

POLL RESULTS OF THE AGM

The AGM was held at Shanghai International Airport Hotel (), 2550 Hongqiao Road, Shanghai, the PRC on Wednesday, 26 June 2013. Shareholders representing 9,066,106,370 shares of the Company (the “**Share**”)# were present, in person or by proxy, at the AGM. The AGM was validly convened in compliance with the relevant requirements under the Company Law of the PRC and the Articles of Association.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Pursuant to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Resolution No. 9 in relation to the provision of guarantees for certain subsidiaries is subject to Shareholders’ approval and the relevant Shareholders shall abstain from voting at the AGM. CEA Holding, CES Global Holdings

As at the date of the AGM, a total of 12,674,268,860 Shares were in issue. On 21 June 2013, the Company issued 698,865,000 new H Shares. Since the H Share register of members of the Company has been closed from 27 May # 2013 for the purposes of determining entitlement to attend and vote at the AGM, the holder of the newly issued 698,865,000 H Shares will not have voting rights with respect to such newly-issued H Shares at the AGM.

(Hong Kong) Limited and CES Finance Holding Co. Ltd, holding 7,457,615,000# Shares in aggregate, were required to abstain, and have abstained, from voting in respect of Resolution No. 9. As such, (i) Shareholders representing 4,517,788,860 Shares were entitled to attend and vote on Resolution No. 9 and Shareholders representing 1,841,562,997 Shares out of such 4,517,788,860 Shares were present at the AGM, in person or by proxy, to vote in respect of Resolution No. 9; (ii) Shareholders representing 11,975,403,860# Shares were entitled to attend and vote on the remaining resolutions and Shareholders representing 9,066,106,370 Shares out of such 11,975,403,860# Shares were present at the AGM, in person or by proxy, to vote in respect of the remaining resolutions.

Each resolution proposed for approval at the AGM was taken by poll.

PricewaterhouseCoopers, the auditors of the Company were appointed as the scrutineer for the purpose of vote-taking at the AGM. The poll results in respect of the resolutions proposed for approval at the AGM were set out as follows:

	Total number of Shares represented by votes (Approximate %*)		
	For	Against	Abstain
ORDINARY RESOLUTIONS			
1. THAT , to consider and approve the report of the board of directors of the Company (the “ Board ”) for the year 2012.	9,065,960,970 (99.9993%)	62,650	0
2. THAT , to consider and approve the report of the supervisory committee of the Company (the “ Supervisory Committee ”) for the year 2012.	9,065,971,020 (99.9994%)	55,100	0
3. THAT , to consider and approve the financial reports of the Company for the year 2012.	9,066,031,170 (99.9997%)	25,050	0
4. THAT , to consider and approve the Company’s profit distribution proposal for the year 2012.	8,966,922,278 (98.9065%)	99,133,680	262
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	9,066,053,670 (99.9994%)	52,700	0

remuneration.

- | | | |
|-----|---|---|
| 6. | <p>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.</p> | <p>9,066,053,358 50,462 0
(99.9994%)</p> |
| | | |
| 7. | <p>THAT, to consider and approve the appointment of directors to the seventh session of the Board:</p> | |
| (1) | <p>to consider and approve the appointment of Mr. Liu Shaoyong as a director of the seventh session of the Board;</p> | <p>9,057,432,420 8,671,200 0
(99.9044%)</p> |
| (2) | <p>to consider and approve the appointment of Mr. Ma Xulun as a director of the seventh session of the Board;</p> | <p>9,062,649,220 3,454,400 0
(99.9619%)</p> |

**Total number of Shares
represented
by votes (Approximate % *)**

For Against Abstain

- | | | | | |
|------|---|-----------------------------|-----------|---|
| (3) | to consider and approve the appointment of Mr. Xu Zhao as a director of the seventh session of the Board; | 9,062,644,270
(99.9618%) | 3,459,350 | 0 |
| (4) | to consider and approve the appointment of Mr. Gu Jiadan as a director of the seventh session of the Board; | 9,062,649,220
(99.9619%) | 3,454,300 | 0 |
| (5) | to consider and approve the appointment of Mr. Li Yangmin as a director of the seventh session of the Board; | 9,062,644,170
(99.9618%) | 3,459,350 | 0 |
| (6) | to consider and approve the appointment of Mr. Tang Bing as a director of the seventh session of the Board; | 9,062,649,220
(99.9619%) | 3,454,400 | 0 |
| (7) | to consider and approve the appointment of Mr. Sandy Ke-Yaw Liuasan independent non-executive director of the seventh session of the Board; | 9,065,995,770
(99.9988%) | 107,850 | 0 |
| (8) | to consider and approve the appointment of Mr. Ji Weidong as an independent non-executive director of the seventh session of the Board; | 9,066,000,870
(99.9989%) | 102,750 | 0 |
| (9) | to consider and approve the appointment of Mr. Shao Ruiqing as an independent non-executive director of the seventh session of the Board; | 9,065,995,870
(99.9988%) | 107,750 | 0 |
| (10) | to consider and approve the appointment of Mr. Li Ruoshan as an independent non-executive director of the seventh session of the Board. | 9,066,000,870
(99.9989%) | 102,750 | 0 |
8. **THAT**, to consider and approve the appointment of shareholder representative supervisors of the seventh session of the Supervisory Committee.

- | | | | | |
|-----|---|-----------------------------|-----------|---|
| (1) | to consider and approve the appointment of Mr. Yu Faming as a shareholder representative supervisor of the seventh session of the Supervisory Committee; | 9,066,025,820
(99.9991%) | 77,800 | 0 |
| (2) | to consider and approve the appointment of Mr. Xi Sheng as a shareholder representative supervisor of the seventh session of the Supervisory Committee; | 9,066,030,870
(99.9992%) | 72,750 | 0 |
| (3) | to consider and approve the appointment of Mr. Ba Shengji as a shareholder representative supervisor of the seventh session of the Supervisory Committee. | 9,060,788,470
(99.9414%) | 5,315,150 | 0 |

**Total number of Shares
represented
by votes (Approximate % *)**

For Against Abstain

- | | | | |
|---|-----------------------------|-------------|---|
| 9. THAT , to consider and approve the provision of guarantees for certain subsidiaries of the Company. | 1,502,749,803
(81.6019%) | 338,813,194 | 0 |
|---|-----------------------------|-------------|---|

SPECIAL RESOLUTIONS

- | | | | |
|--|-----------------------------|-------------|---|
| 10. THAT , to consider and approve the granting of a general mandate to the Board to issue shares of the Company: | 8,694,221,033
(95.8986%) | 371,832,687 | 0 |
|--|-----------------------------|-------------|---|

(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, respectively, 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.

**Total number of
Shares represented
by votes
(Approximate % *)**

For Against Abstain

(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 (the “**Shareholders**”) 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 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.

**Total number of Shares
represented
by votes (Approximate %*)**

For Against Abstain

11. **THAT**, to consider and approve the granting of a general mandate to the Board to issue bonds: 8,720,200,787 337,229,233 0
(96.2768%)

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:

- (a) Debt instruments shall include but not be limited to corporate bonds, super short-term commercial paper, short-term commercial paper, mid-term notes, 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.
- (b) Issuer: The Company and/or its wholly or non-wholly owned subsidiaries. The exact issuer shall be determined by the Board based on the needs in the particular issuance.
- (c) Issue size: Debt instruments shall be issued under this mandate within the cap amount of bond issuance stipulated under applicable laws, subject to the 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.
- (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.

**Total number of
Shares represented
by votes
(Approximate %*)**

For Against Abstain

- (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.

**Total number of
Shares represented
by votes
(Approximate %*)**

For Against Abstain

- (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.
- (4) 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.

- (5) To determine and handle, upon completion of the issuance, matters in relation to the listing of the debt instruments which have been issued.
- (6) 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.
- (7) To adjust the currency structure and interest rate structure of the bonds based on the market conditions within the duration of the bonds.

**Total number of Shares
represented
by votes (Approximate % *)**

For Against Abstain

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:	9,066,015,858 27,812 0 (99.9997%)
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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.

- * *The percentage of voting is based on the total number of Shares held by Shareholders present, in person or by proxy, at the AGM and entitled to vote in respect of the relevant resolution.*

Based on the above poll results, all of the resolutions were passed.

Note: The poll results were subject to scrutiny by PricewaterhouseCoopers, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to PricewaterhouseCoopers. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

CHANGE OF DIRECTORS

The Board announces that Mr. Li Ruoshan has been appointed as an independent non- executive Director and a member of the Audit and Risk Management Committee of the Company, both with effect from 26 June 2013 upon conclusion of the AGM.

The Board further announces that Mr. Luo Zhuping (“**Mr. Luo**”) has ceased to act as a Director and a member of the Planning and Development Committee of the Company due to expiration of the term of service of the sixth session of the Board with effect from 26 June

2013 upon conclusion of the AGM and that Mr. Wu Xiaogen (“**Mr. Wu**”) has ceased to act as an independent non-executive Director and a member of the Audit and Risk Management Committee of the Company due to expiration of the term of service of the sixth session of the Board with effect from 26 June 2013 upon conclusion of the AGM.

Each of Mr. Luo and Mr. Wu confirms that there is no disagreement between him and the Board and there is no matter relating to his termination of services that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Luo and Mr. Wu for his loyalty and diligence during his tenure of offices.

Please refer to: (i) the Notice for the biographical details of each Directors of the seventh session of the Board; and (ii) the announcement of the Company dated 26 June 2013 for details of the changes of other important executive function or responsibilities of the Directors.

CHANGE OF SUPERVISORS

The Company announces that Mr. Ba Shangji has been appointed as a supervisor of the Company with effect from 26 June 2013 upon conclusion of the AGM.

The Company further announces that, Mr. Liu Jiashun (“**Mr. Liu**”) has ceased to act as a supervisor of the Company due to expiration of the term of service of the sixth session of the Supervisory Committee with effect from 26 June 2013 upon conclusion of the AGM.

Mr. Liu confirms that there is no disagreement between him and the Supervisory Committee and the Board, and there is no matter relating to his termination of service that needs to be brought to the attention of the Shareholders.

The Company would like to express its sincere gratitude to Ms. Liu for his loyalty and diligence during his tenure of offices.

Please refer to the Notice and the announcements of the Company dated 26 June 2013 for the details of the biographical information of each Supervisors of the seventh session of the Supervisory Committee and other important executive function or responsibilities of the Supervisors.

CHANGE OF AUDITORS

The Board announces that Ernst & Young Huaming LLP (“**Ernst & Young Huaming**”) has been appointed as: (i) the Company’s PRC domestic and international auditors for the year 2013; and (ii) the Company’s auditors for internal control for the year 2013, both with effect from 26 June 2013 upon conclusion of the AGM.

The Board would like to extend its sincere gratitude to PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers Certified Public Accountants in Hong Kong for their quality services provided to the Company in previous years.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to: (i) the circular of the Company dated 24 September 2012 in relation to, inter alia, proposed amendments to the Articles of Association in relation to the issue of new A Shares and new H Shares of the Company (the “**Issue**”); (ii) the announcement of the Company dated 9 November 2012 in relation to the poll results of the extraordinary general meeting held on such date approving, among other things, such amendments; and (iii) the announcements of the Company dated 17 April 2013 and 21 June 2013 in relation to completion of the Issue. The Board announcement that, with effect from 26 June 2013, the Articles of Association of the Company has been amended to reflect: (i) the completion of the Issue; and (ii) the expansion of scope of business as set out in Resolution No. 12 above.

Please refer to the full version of the Articles of Associations dated 26 June 2013 published on the website of the Stock Exchange and the Company’s website.

By order of the
Board
**CHINA
EASTERN
AIRLINES
CORPORATION
LIMITED**
Wang Jian
*Joint Company
Secretary*

Following the conclusion of the AGM,
the directors of the Company are:

Liu Shaoyong	<i>(Chairman)</i>
Ma Xulun	<i>(Vice Chairman, President)</i>
Xu Zhao	<i>(Director)</i>
Gu Jiadan	<i>(Director)</i>
Li Yangmin	<i>(Director, Vice President)</i>
Tang Bing	<i>(Director, Vice President)</i>
Sandy Ke-Yaw Liu	<i>non-executive Director)</i>
Ji Weidong	<i>(Independent non-executive Director)</i>
Shao Ruiqing	<i>(Independent non-executive Director)</i>
Li Ruoshan	<i>(Independent non-executive Director)</i>

Shanghai, the PRC
26 June 2013