

CHINA EASTERN AIRLINES CORP LTD
Form 6-K
August 05, 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 August 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 August 5, 2009

By

/s/ Luo Zhuping

Name: Luo Zhuping

Title: Company Secretary

For Main Board and GEM listed issuers

Monthly Return of Equity Issuer on Movements in Securities

For the month ended

(dd/mm/yyyy) : 31/07/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Eastern Airlines Corporation Limited (the "Company")

Date Submitted 05/08/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 670 Description : H Shares

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|---------------------------|-------------------------------|---|
| Balance at close of preceding month | 3,004,325,000 | RMB1.00 | RMB3,004,325,000 |
| Increase/(decrease) | N/A | | N/A |
| Balance at close of the month | 3,004,325,000 | RMB1.00 | RMB3,004,325,000 |

(2) Stock code : 600115 Description : A Shares

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|---------------------------|-------------------------------|---|
| Balance at close of preceding month | 3,300,000,000 | RMB1.00 | RMB3,300,000,000 |
| Increase/(decrease) | 1,437,375,000 | RMB1.00 | RMB1,437,375,000 |
| Balance at close of the month | 4,737,375,000 | RMB1.00 | RMB4,737,375,000 |

For Main Board and GEM listed issuers

2. Preference Shares

| Stock code : | Description : | | | |
|--------------|-------------------------------------|-----------------------------|-------------------------------|---|
| | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| | Balance at close of preceding month | | | |
| | Increase/(decrease) | | | |
| | Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code : | Description : | | | |
|--------------|-------------------------------------|-----------------------------------|-------------------------------|---|
| | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| | Balance at close of preceding month | | | |
| | Increase/(decrease) | | | |
| | Balance at close of the month | | | |

Total authorised share capital at the end of the month RMB7,741,700,000
(State currency) :

For Main Board and GEM listed issuers

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|---------------|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 3,004,325,000 | 3,300,000,000 | N/A | N/A |
| Increase/ (decrease) during the month | N/A | 1,437,375,000 | N/A | N/A |
| Balance at close of the month | 3,004,325,000 | 4,737,375,000 | N/A | N/A |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. (/ /) shares (Note 1) | | | | | | |
| 2. (/ /) shares (Note 1) | | | | | | |
| 3. | | | | | | |

(/ /)
shares

(Note 1)

Total A. (Ordinary shares)
(Preference shares)
(Other class)

Total funds raised during the month from exercise of
options (State currency)

For Main Board and GEM listed issuers

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------------------------|---|----------------------------------|--|---|---|
| 1. | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 2. | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 3. | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 4. | | | | | | |

(/ /)

Stock code (if listed)

Class of shares issuable (Note
1)

Subscription price

EGM approval date

(if applicable)

(dd/mm/yyyy)

(/ /)

Total B. (Ordinary
shares)
(Preference shares)
(Other class)

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. | | | | | | |

Stock code (if listed)

Class of shares issuable (Note
1)

Subscription price

EGM approval date

(if applicable)

(dd/mm/yyyy)

(/ /)

Total C. (Ordinary
shares)
(Preference shares)
(Other class)

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| <p>1. A subscription agreement has been entered into between China Eastern Air Holding Company (“CEA Holding”) and the Company on 29 December 2008, under which, CEA Holding agrees to subscribe for, and the Company agrees to issue, 1,437,375,000 new A Shares at the subscription price of RMB3.87 per A Share.</p> <p>The respective extraordinary general meeting (“EGM”) and class meetings of the Company were held on 26 February 2009 where the shareholders have approved such subscription.</p> | A shares (Note 1) 1,437,375,000 | NIL |
| <p>2. On 10 July 2009, the board of directors of the Company (the “Board”) resolved to convene an EGM and the class meetings of the holders of A Shares and H Shares respectively for the grant of specific mandates (the “H Share Specific Mandate”) to the Board to issue not more than 490,000,000 new H Shares to CES Global Holdings (Hong Kong) Limited (“CES Global”) at the subscription price of not less than HK\$1.40 per H Share</p> <p>In relation to and as part of the transactions contemplated under the H Share Specific Mandate, a subscription agreement entered into between CES Global and the Company on 10 July 2009, under which, CES Global agrees to subscribe for, and the Company agrees to issue, not more than 490,000,000 new H Shares at the subscription price of</p> | | |

not less than HK\$1.40 per H Share

The respective EGM and class meetings of the Company will be held on 7 September 2009 to approve the H Share Specific Mandate.

H shares (Note 1) NIL

490,000,000

3. On 10 July 2009, the Board resolved to convene an EGM and the class meetings of the holders of A Shares and H Shares respectively for the grant of specific mandates (the “A Share Specific Mandate”) to the Board to issue not more than 1,350,000,000 new A Shares to not more than 10 specific investors (subject to the maximum number of specific investors as permitted by PRC laws and regulations at the time of the issuance) including CEA Holding at the subscription price of not less than RMB4.75 per A Share.

In relation to and as part of the transactions contemplated under the A Share Specific Mandate, a subscription agreement entered into between CEA Holding and the Company on 10 July 2009, under which, CEA Holding agrees to subscribe for, and the Company agrees to issue, not more than 490,000,000 new A Shares at the subscription price of not less than RMB4.75 per A Share

The respective EGM and class meetings of the Company will be held on 7 September 2009 to approve the A Share Specific Mandate.

A shares (Note 1) NIL

1,350,000,000

4. On 10 July 2009, the Company entered into an absorption agreement with (Shanghai Airlines Co., Ltd) (“Shanghai Airlines”) in relation to an absorption proposal. The

absorption proposal, if fully implemented, will involve the issue of a maximum of 1,694,838,860 A Shares by the Company to the shareholders of Shanghai Airlines on a record date to be determined, in exchange for all the existing issued shares of Shanghai Airlines.

The date of the EGM and class meetings of the Company for approving the absorption proposal has not been determined by the Company.

A shares (Note 1) NIL

1,694,838,860

Total D. (Ordinary shares) 1,437,375,000

(Preference shares)

(Other class)

For Main Board and GEM listed issuers

Other Movements in Issued Share Capital

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------------------------|--|---|
| 1. Rights issue | At price : State currency | Class of shares issuable (Note 1) _____ | |
| | | Issue and allotment date : (dd/mm/yyyy) (/ /) | |
| | | EGM approval date: (dd/mm/yyyy) (/ /) | |
| | | | |
| 2. Open offer | At price : State currency | Class of shares issuable (Note 1) _____ | |
| | | Issue and allotment date : (dd/mm/yyyy) (/ /) | |
| | | EGM approval date: (dd/mm/yyyy) (/ /) | |
| | | | |
| 3. Placing | At price : State currency | Class of shares issuable (Note 1) _____ | |
| | | Issue and allotment date : (dd/mm/yyyy) (/ /) | |
| | | EGM approval date: (dd/mm/yyyy) (/ /) | |
| | | | |
| 4. Bonus issue | | _____ | |

Class of shares
issuable
(Note 1) (/ /)

Issue and allotment
date : (dd/mm/yyyy) (/ /)

EGM approval date:
(dd/mm/yyyy)

For Main Board and GEM listed issuers

| Type of Issue | | | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------|---|---|
| 5. Scrip dividend | At priceState | _____ | |
| | : currency | Class of shares issuable (Note 1) | (/ /) |
| | | Issue and allotment date : (dd/mm/yyyy) | (/ /) |
| | | EGM approval date: (dd/mm/yyyy) | |
| 6. Repurchase of shares | | C l a s s o f _____ shares repurchased (Note 1) | (/ /) |
| | | Cancellation date : (dd/mm/yyyy) | (/ /) |
| | | EGM approval date: (dd/mm/yyyy) | |
| | | | |
| 7. Redemption of shares | | Class of shares redeemed (Note 1) | (/ /) |
| | | Redemption date : (dd/mm/yyyy) | (/ /) |
| | | EGM approval date: (dd/mm/yyyy) | |
| | | | |
| 8. Consideration issue | At priceState | _____ | |
| | : currency | | |

Class of shares
issuable
(Note 1) (/ /)

Issue and allotment
date : (dd/mm/yyyy) (/ /)

EGM approval date:
(dd/mm/yyyy)

For Main Board and GEM listed issuers

| Type of Issue | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------------|---|---|
| | Class of shares issuable _____ (Note 1) | |
| 9. Capital reorganisation | Issue and allotment (/ /) date : (dd/mm/yyyy) | |
| | EGM approval date: (/ /) (dd/mm/yyyy) | |
| | Class of shares issuable _____ (Note 1) | |
| 10. Other (Please specify) | At price : | State currency |
| | Issue and allotment (/ /) date : (dd/mm/yyyy) | |
| | EGM approval date: (/ /) (dd/mm/yyyy) | |

Total E. (Ordinary
shares)
(Preference shares)
(Other class)

| | | |
|---|-----|---------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | N/A |
| | (2) | 1,437,375,000 |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |

(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)

For Main Board and GEM listed issuers

Remarks (if any):

Submitted by: LUO ZHUPING

Title: DIRECTOR AND COMPANY SECRETARY
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
 2. If there is insufficient space, please append the prescribed continuation sheet.
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