

CHINA EASTERN AIRLINES CORP LTD
Form 6-K
May 16, 2007

**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 2007.

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 May 16, 2007

By /s/ Li Fenghua

Name: Li Fenghua
Title: Chairman of the Board of Directors

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.

NOTICE OF 2006 ANNUAL GENERAL MEETING

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 670)

NOTICE OF 2006 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2006 annual general meeting (the "**AGM**") of (China Eastern Corporation Limited) (the "**Company**") will be held at Meeting Centre, Shanghai Home You Hotel (), 2550 Hongqiao Road, Shanghai, the People's Republic of China (the "**PRC**") at 9:00 a.m. on Friday, 29th June, 2007 for the purpose of considering the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the "**Board**") for the year 2006.
2. To consider and approve the report of the supervisory committee of the Company (the "**Supervisory Committee**") for the year 2006.
3. To consider and approve the audited financial statements and the auditors' reports for the year 2006.
4. To consider and approve the appointment of (PricewaterhouseCoopers Zhong Tian CPAs Limited) the Company's PRC domestic auditors for the financial year ending 31st December, 2007 and the re-appointment of PricewaterhouseCoopers, Certified Public Accountants, as the Company's international auditors for the financial year ending 31st December, 2007, and to authorise the Board to determine and finalise their remuneration.
5. To consider and approve the allowance for each of the independent non-executive directors for the financial year ending 31st December, 2007 be determined at RMB120,000 per year and determined at market rate (include salary tax, which will be withheld by the Company).
6. To consider and approve other necessary matters, if any.

NOTICE OF 2006 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

1. To consider and approve, by way of a special resolution, the following resolution:

"**THAT** the articles of association of the Company (the "**Articles**") be amended as follows:

Article 21 of the Articles shall be amended by adding the following new paragraph after the first paragraph of Article 21:

On 18th December, 2006, the share reform plan of the Company was approved in the relevant shareholders' meeting of A share market. Upon the implementation of the share reform, the total share capital of the Company remained unchanged and still comprised 4,866,950,000 shares, of which 2,904,000,000 A shares, representing 59.67% of the total share capital of the Company, were held by China Eastern Air Holding Company. The 1,566,950,000 shares, representing 32.20% of the total share capital of the Company, were overseas listed H shares, and the 396,000,000 shares, representing 8.13% of the total share capital of the Company, were domestic listed A shares."

"**THAT** the Board be authorised to attend to such procedures for any approval, endorsement, filing and/or registration in relation to such amendments to the Articles as may be required from any relevant authority(ies), and to do such things and acts as are necessary or expedient to effect, for the purpose of or otherwise in connection with such amendments."

By order of the Board

CHINA EASTERN AIRLINES CORPORATION LIMITED

Luo Zhuping

Director and Company Secretary

NOTICE OF 2006 ANNUAL GENERAL MEETING

The Company's directors, as at the date hereof, are:

Li Fenghua	<i>(Chairman, Executive Director)</i>
Cao Jianxiong	<i>(President, Executive Director)</i>
Luo Chaogeng	<i>(Executive Director)</i>
Wan Mingwu	<i>(Executive Director)</i>
Zhong Xiong	<i>(Non-executive Director)</i>
Luo Zhuping	<i>(Executive Director)</i>
Hu Honggao	<i>(Independent non-executive Director)</i>
Peter Lok	<i>(Independent non-executive Director)</i>
Wu Baiwang	<i>(Independent non-executive Director)</i>
Zhou Ruijin	<i>(Independent non-executive Director)</i>
Xie Rong	<i>(Independent non-executive Director)</i>

Shanghai, the PRC
14th May, 2007

Notes:

1. Persons entitled to attend the AGM

Persons who hold A shares or H shares of the Company and are registered as holders of the Company's A shares or H shares on the register of members maintained by China Securities Depository and Clearing Corporation Limited, Shanghai Branch and Hong Kong Registrars Limited, respectively, at the close of business on Monday, 28th May, 2007 will be entitled to attend the AGM upon completion of the necessary registration procedures.

2. Registration procedures for attending the AGM

- (1) Holders of the Company's domestic shares shall deposit documents of certification of their shares and their authorised representatives' documents of identity with the Company at its place of business located at 2550 Hongqiao Road, Shanghai, the PRC (for the attention of the Secretary Office of the Board of Directors) on Friday, 8th June, 2007 (if in person or by facsimile) or between Monday, 4th June, 2007 to Friday, 8th June, 2007 (if by post). In case such holders are represented by authorised representatives, they shall also deliver their powers of attorney and copies of the attorney's documents of identity to the above place of business of the Company.

NOTICE OF 2006 ANNUAL GENERAL MEETING

- (2) Holders of the Company's H shares shall deliver their written replies for attending the AGM, copies of transfers or copies of their share certificates or copies of receipts of share transfers, together with copies of their identity cards or other documents of identity, to the Company at its place of business stated above on Friday, 8th June, 2007 (if in person or by facsimile) or between Monday, 4th June, 2007 to Friday, 8th June, 2007 (if by post). If proxies are appointed by shareholders to attend the AGM, they shall, in addition to the aforementioned documents, deliver the proxy forms and copies of their identity cards or other documents of identity to the above place of business of the Company.
- (3) Shareholders can deliver the necessary documents for registration to the Company in the following manner: in person, by post or by facsimile. Upon receipt of such documents, the Company will complete the registration procedures for attending the AGM and will despatch to shareholders voting forms by post or by facsimile. Shareholders may present the voting forms when attending the AGM as evidence of eligibility to attend the meeting.

3. Appointing proxies

- (1) Shareholders who have the right to attend and vote at the AGM are entitled to appoint in writing one or more proxies (whether a member of the Company or not) to attend and vote at the meeting on their behalf.
- (2) The instrument appointing a proxy must be duly authorised in writing by the appointor or his attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign (or other documents of authorisation) must be notarially certified. For the Company's domestic shareholders, the notarially certified power of attorney or other documents of authorisation and proxy forms must be delivered to the registrar of the Company not less than 24 hours before the time scheduled for the holding of the AGM before such documents would be considered valid. For the Company's H shareholders, the aforementioned documents must also be delivered to Hong Kong Registrars Limited, the Company's H share registrar, within the same time limit in order for such documents to be valid.
- (3) If more than one proxy has been appointed by any shareholder of the Company, such proxies shall not vote at the same time.

4. Duration of the AGM

The AGM is expected to last for half a day. Shareholders or their proxies attending the AGM shall be responsible for their own accommodation and travel expenses.

NOTICE OF 2006 ANNUAL GENERAL MEETING

5. Procedure to otherwise demand a poll

Pursuant to Articles 73 to 75 of the Articles, a poll may (before or after any vote by show of hands) otherwise generally be demanded:

- (i) by the chairman of the meeting;
- (ii) by at least two shareholders entitled to vote present in person or by proxy;
- (iii) by one or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote at the meeting.

The demand for a poll may be withdrawn by the person who makes such demand. A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

On a poll taken at the meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his or her votes in the same way.

6. Closure of books

The H share register of members of the Company will be closed from Tuesday, 29th May, 2007 to Thursday, 28th June, 2007, both days inclusive, during which period no transfer of the Company's H shares will be effected. Where applicable, shareholders of the Company's H shares intending to attend the AGM are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H share registrar, Hong Kong Registrars Limited, by 4:00 p.m. on Monday, 28th May, 2007.

The address and contact details of Hong Kong Registrars Limited are as follows:

Hong Kong Registrars Limited

Rooms 1712-1716, 17th Floor, Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

Telephone: +852 2862 8628

Fax: +852 2865 0990

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 670)

2006 Annual General Meeting Proxy Form

I / W e
 (Note 1), "A"/"H" share shareholder account number (if applicable):

a d d r e s s :

(Note 1), hold _____ "A"/"H" shares
 (Note 2) of China Eastern Airlines Corporation Limited (the "Company") and hereby entrust the chairman of the AGM
 (a s d e f i n e d b e l o w) o r M r / M s .
 _____ of

(Note 3), to represent me/us to attend the 2006 Annual General Meeting of the Company (the "AGM") to be held at Meeting Centre, Shanghai Home You Hotel (_____), 2550 Hongqiao Road, Shanghai, the People's Republic of China (the "PRC"), at 9:00 a.m. on Friday, 29th June, 2007 and vote on behalf of me/us according to the following instructions upon the proposed resolutions as listed in the Company's Notice of 2006 Annual General Meeting. 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.

	ORDINARY RESOLUTIONS	AGREE	DISAGREE
1.	To approve the report of the board of directors of the Company (the "Board") for the year 2006.		
2.	To approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year 2006.		
3.	To approve the audited financial statements and the auditors' reports for the year 2006.		
4.	To approve the appointment of (PricewaterhouseCoopers Zhong Tian CPAs Limited Company) as the Company's PRC domestic auditors for the financial year ending 31st December, 2007 and the re-appointment of PricewaterhouseCoopers, Certified Public Accountants, as the Company's international auditors for the financial year ending 31st December, 2007, and to authorise the Board to determine and finalise their remuneration.		
5.	To approve the allowance for each of the independent non-executive directors for the financial year ending 31st December, 2007 be determined at RMB120,000 per year and		

	determined at market rate (include salary tax, which will be withheld by the Company).		
6.	To approve other necessary matters, if any.		
	SPECIAL RESOLUTION	AGREE	DISAGREE
1.	To approve the proposed amendments to the Company's articles of association and related matters as set out in special resolution numbered 1 included in the Company's Notice of 2006 Annual General Meeting.		

Signature: _____

Date: _____ 2007

Notes:

1. Please print your full name and address in English as well as in Chinese.
2. Please delete as appropriate and fill in the number of shares registered using your own name and relevant to this proxy form. If such number is not provided, the total number of shares registered using your own name will be used as the number of shares relevant to this proxy form.
3. If you wish to appoint someone other than the chairman of the meeting, please delete the wording "the chairman of the AGM (as defined below) or" and fill in the name and address of the proxy as entrusted by you in the space provided. A shareholder can appoint one or more proxies 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.
4. Note: if you would like to vote for any resolution, please put a tick in the appropriate box marked "Agree". If you would like to vote against any resolution, please put a cross in the appropriate box marked "Disagree". 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.
6. 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 domestic A share holders, the notarially certified power of attorney or other documents of authorisation and proxy forms must be delivered to the registrar of the Company not less than 24 hours before the time scheduled for the holding of the AGM before such documents would be considered valid. For H share holders, the aforementioned documents must also 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 within the same time in order for such documents to be valid.
7. If more than one proxy has been appointed by any shareholders of the Company, such proxies shall not vote at the same time.
8. If a proxy attends the AGM, appropriate identification documents must be produced.

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ATTENDANCE SLIP

To: China Eastern Airlines Corporation Limited (the "Company")

I/We intend to attend the Company's 2006 annual general meeting to be held at Meeting Centre, Shanghai Home You Hotel (), 2550 Hongqiao Road, Shanghai, the People's Republic of China (the "PRC"), at 9:00 a.m. on Friday, 2 June, 2007, personally/by appointing a proxy.

Name	
Number of A/H Shares Held	
IC/Passport Number	
Shareholder's Number	
Correspondence Address	
Telephone Number	

Signature(s): _____

Date: _____ 2007

Notes:

1. Please print your full name in English as well as in Chinese.
 2. Please attach a photocopy of your IC/Passport.
 3. Please attach a photocopy of your documents certifying your shareholding.
 4. As for items (personally/by appointing a proxy), (A/H Shares) and (IC/Passport Number), please delete the items as appropriate.
 5. This slip must be completed and signed and be received at the Company's place of business at No. 2550 Hongqiao Road, Shanghai, the PRC by Friday, 8th June, 2007. The slip must be addressed to the Secretary Office of the Board of Directors. The slip can be sent to the Company by way of personal delivery, mail (zip code: 200335) or by fax (fax number: 86-21-62686116).
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