

CHINA EASTERN AIRLINES CORP LTD  
Form 6-K  
May 28, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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 2013

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

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(Translation of Registrant's name into English)

Board Secretariat's Office

Kong Gang San Lu, Number 88

Shanghai, China 200335

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(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 28, 2013 **By** /s/ Wang Jian  
Name: Wang Jian  
Title: Joint Company Secretary

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

**(Stock code: 00670)**

**PROPOSED ISSUE OF RMB-DENOMINATED BONDS**

The Issuer, a wholly owned subsidiary of the Company, proposes to issue the Bonds to professional investors. The Bonds, if issued, will be unconditionally and irrevocably guaranteed by the Company. The aggregate principal amount of the proposed Bond Issue will be determined through a book-building exercise conducted by the Joint Lead Managers. Upon finalising the terms of the Bonds, the Joint Lead Managers and the Company will enter into a subscription agreement.

If the Bonds are issued, the Company intends to use the net proceeds from the proposed Bond Issue for working capital and other general corporate purposes.

The Company and the Issuer intend to apply to the Stock Exchange for listing of, and permission to deal in, the Bonds by way of debt issued to professional investors only. There is no guarantee that an approval of listing of the Bonds on the Stock Exchange will be obtained. Approval of the listing of the Bonds on the Stock Exchange is not to be taken as an indication of the merits of the Company, the Group or the Bonds.

**As no binding agreement in relation to the proposed Bond Issue has been entered into as at the date of this announcement, the proposed Bond Issue may or may not materialise. The completion of the proposed Bond Issue is subject to, among other things, market conditions and investors' interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.**

Further announcements in respect of the proposed Bond Issue will be made by the Company as and when appropriate.

## **THE PROPOSED BOND ISSUE**

### **Introduction**

The Issuer, a wholly owned subsidiary of the Company, proposes to issue the Bonds to professional investors. The Bonds, if issued, will be unconditionally and irrevocably guaranteed by the Company. The aggregate principal amount of the proposed Bond Issue will be determined through a book-building exercise conducted by the Joint Lead Managers. Upon finalising the terms of the Bonds, the Joint Lead Managers and the Company will enter into a subscription agreement.

The Bonds will be offered or sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

### **Proposed Use of Proceeds**

The Company intends to use the net proceeds from the proposed Bond Issue for working capital and other general corporate purposes.

### **Listing**

The Company and the Issuer intend to apply to the Stock Exchange for listing of, and permission to deal in, the Bonds by way of debt issued to professional investors only. There is no guarantee that an approval of listing of the Bonds on the Stock Exchange will be obtained. Approval of the listing of the Bonds on the Stock Exchange is not to be taken as

an indication of the merits of the Company, the Group or the Bonds.

## **GENERAL**

**As no binding agreement in relation to the proposed Bond Issue has been entered into as at the date of this announcement, the proposed Bond Issue may or may not materialise. The completion of the proposed Bond Issue is subject to, among other things, market conditions and investors' interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.**

Further announcements in respect of the proposed Bond Issue will be made by the Company as and when appropriate.

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## DEFINITIONS

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|----------------------------|--|
| “ABC”                      | Agricultural Bank of China Limited Hong Kong Branch  |
| “Board”                    | the board of Directors   |
| “Bond Issue”               | the issue of the Bonds by the Issuer   |
| “Bonds”                    | the RMB-denominated bonds proposed to be issued by the Issuer and unconditionally and irrevocably guaranteed by the Company  |
| “Company”                  | China Eastern Airlines Corporation Limited, a joint stock company incorporated in the PRC with limited liability and whose H Shares (stock code: 00670) are listed on the Main Board of the Stock Exchange |
| “Deutsche Bank”            | Deutsche Bank AG, Hong Kong Branch   |
| “Directors”                | the directors of the Company   |
| “Group”                    | the Company and its subsidiaries   |
| “HSBC”                     | The Hongkong and Shanghai Banking Corporation Limited  |
| “Issuer”                   | Eastern Air Overseas (Hong Kong) Corporation Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company  |
| “Joint Lead Managers”      | Deutsche Bank, HSBC, SC, ABC   |
| “RMB”                      | Renminbi yuan, the lawful currency of the People’s Republic of China   |
| “SC”                       | Standard Chartered Bank (Hong Kong) Limited  |
| “Stock Exchange”           | The Stock Exchange of Hong Kong Limited  |
| “United States”,<br>“U.S.” | the United States of America   |
| “U.S. Securities Act”      | the United States Securities Act of 1933, as amended   |

By Order of the Board  
**China Eastern Airlines Corporation Limited**  
**Mr. Wang Jian**  
*Joint Company Secretary*



As at the date of this announcement, the directors of the Company are:

Liu Shaoyong        (*Chairman*)  
Ma Xulun            (*Director, Vice Chairman, President*)  
Xu Zhao             (*Director*)  
Gu Jiadan           (*Director*)  
Li Yangmin         (*Director, Vice President*)  
Tang Bing          (*Director, Vice President*)  
Luo Zhuping        (*Director*)  
Sandy Ke-Yaw Liu (*Independent non-executive Director*)  
Wu Xiaogen        (*Independent non-executive Director*)  
Ji Weidong         (*Independent non-executive Director*)  
Shao Ruiqing      (*Independent non-executive Director*)

Shanghai, PRC  
24 May 2013