

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

August 11, 2008

**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 2008.

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 11, 2008

By /s/ Luo Zhuping
Name: Luo Zhuping
Title: 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.

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

Announcement

This announcement is made by China Eastern Airlines Corporation Limited (the "**Company**") pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement published by the Company dated 9 November 2007 in respect of a proposed strategic investment in the Company by Singapore Airlines Limited ("**SIA**") and Lentor Investments Pte. Ltd. ("**Temasek**"), a wholly-owned subsidiary of Temasek Holdings (Private) Limited.

As of 9 August 2008, the conditions precedent of the investor subscription agreement entered into among SIA, Temasek and the Company have not been satisfied, and pursuant to the terms thereof, the agreement automatically terminates. Accordingly, it follows that the transaction contemplated under the CEA Holding subscription agreement between China Eastern Air Holding Company ("**CEA Holding**") and the Company cannot proceed to completion, and the shareholders agreement entered into among CEA Holding, SIA and Temasek is not effective.

The Company believes that introducing strategic investors of world renown into the Company is consistent with the interests of the Company and its shareholders as a whole. The Company will persist in the direction of introducing strategic investors and will continue to develop opportunities of business cooperation with strategic investors of world renown, so as to safeguard the interests of the Company's shareholders as a whole and to enhance the Company's international competitiveness.

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

The Company's directors as at the date of this announcement are:

Li Fenghua *(Chairman, Non-executive Director)*

Li Jun *(Vice Chairman, Non-executive Director)*

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|---------------|---|
| Cao Jianxiong | <i>(President, Executive Director)</i> |
| Luo Chaogeng | <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 People's Republic of China
9 August 2008
