

CHINA SOUTHERN AIRLINES CO LTD
Form 6-K
June 01, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of May, 2005

CHINA SOUTHERN AIRLINES COMPANY LIMITED
(Translation of registrant's name into English)

Baiyun International Airport
Guangzhou, People's Republic of China
(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.)

Form 20-F. Form 40-F.

(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): 82-_____.)

China Southern Airlines Company Limited (the "Company") on May 31, 2005 published in two local newspapers in Hong Kong its announcement, in English and Chinese, in relation to major transaction - delay in despatch of circular to the shareholders of the Company. A copy of the English Announcement is included in this Form 6-K of the Company.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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[LOGO] [CHINESE CHARACTERS]
CHINA SOUTHERN AIRLINES COMPANY LIMITED

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

(STOCK CODE: 1055)

MAJOR TRANSACTION
DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcements of the Company published in the newspaper on April 22, 2005 and May 17, 2005 in connection with the Airbus Aircraft Acquisition Agreement and the Transaction contemplated therein, which constitutes a major transaction of the Company under the Listing Rules. The Circular was despatched to the shareholders of the Company on May 30, 2005.

Reference is made to the announcement of the Company published in the newspaper on April 22, 2005 (the "Announcement") in connection with the Airbus Aircraft Acquisition Agreement and the Transaction contemplated therein, which constitutes a major transaction of the Company under the Listing Rules. Unless otherwise defined herein, all capitalized terms used herein shall have the same meanings as defined in the Announcement.

In accordance with Rules 14.38 and 14.40 of the Listing Rules, a circular (the "Circular") setting out the details of the Transaction was to be despatched to shareholders on or before May 13, 2005. As disclosed in the announcement of the Company published in the newspaper on May 17, 2005, the Company applied to the Stock Exchange for an extension of time for despatch of the Circular to a date on or before May 27, 2005 (the "Second Announcement").

Subsequent to the publication of the Second Announcement, additional time was required to update and finalise the Circular. The Company therefore applied to the Stock Exchange for a further extension of time for despatch of the Circular to its shareholders from May 27, 2005 to May 30, 2005.

The Circular was finalized and despatched to the shareholders of the Company on May 30, 2005.

By order of the Board
SU LIANG
Company Secretary

Guangzhou, the People's Republic of China
May 30, 2005

As at the date of this announcement, the Directors of the Company include Liu Shao Yong, Liu Ming Qi, Peng An Fa, Wang Quan Hua, Zhao Liu An, Zhou Yong Qian, Zhou Yong Jin, Xu Jie Bo, Wu Rong Nan and Si Xian Min as executive Directors; and Simon To, Peter Lok, Wei Ming Hai, Wang Zhi and Sui Guang Jun as independent non-executive Directors.

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.

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CHINA SOUTHERN AIRLINES COMPANY LIMITED

By _____ /s/ Su Liang

Name: Su Liang

Title: Company Secretary

Date: June 1, 2005