

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

February 01, 2011

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 January 2011

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

(Translation of Registrant's name into English)

Board Secretariat's Office
Kong Gang San Lu, Number 88
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 February 1, 2011

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

For Main Board and GEM listed issuers

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) : 31/01/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Eastern Airlines Corporation Limited (the "Company")
Date Submitted 01/02/2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock 00670 Description :H Shares
code :

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	3,494,325,000	RMB1.00	RMB3,494,325,000
Increase/(decrease)	N/A		N/A
Balance at close of the month	3,494,325,000	RMB1.00	RMB3,494,325,000

(2) Stock 600115 Description :A Shares
code :

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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Balance at close of preceding month	7,782,213,860	RMB1.00	RMB7,782,213,860
Increase/(decrease)	N/A		N/A
Balance at close of the month	7,782,213,860	RMB1.00	RMB7,782,213,860

For Main Board and GEM listed issuers

2. Preference Shares

Stock code

Description :

:

No. of preference
sharesPar 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 :

:

vote in accordance with the views of
management of the Fund.

Required Vote for Proposal

The vote of a plurality of the votes cast by
Shareholders present in person or represented
by proxy at the Meeting is required for the
election of trustees.

Notice

A Certificate of Trust in respect of the Fund is on
file with the Secretary of the State of Delaware.
As provided in the Declaration, the obligations of
any instrument made or issued by any Trustee
or Trustees or by any officer or officers of the
Fund are not binding upon any of them or the
Shareholders individually, but are binding only
upon the assets and property of the Fund.

Shareholder Proposals

Proposals intended to be presented by a
Shareholder at the annual meeting of
Shareholders to be held in 2018 must be
received by the Fund's Secretary at the Fund's
principal executive office by July 3, 2018 in order
to be considered for inclusion in the Fund's
proxy statement and proxy card relating to that
meeting pursuant to Rule 14a-8 under the
Exchange Act. If a Shareholder wishes to
present a proposal at the annual meeting of
Shareholders to be held in 2018 without having
the proposal included in the Fund's proxy
statement, including a proposal to nominate any

persons for election to the Board, such proposal must be delivered to the Fund's Secretary at the Fund's principal executive office not earlier than the close of business on July 3, 2018 and not later than the close of business on August 2, 2018. Timely receipt or delivery of a proposal does not necessarily mean that such proposal will be included in the Fund's proxy statement or presented at the meeting, given that such inclusion and presentation are subject to various conditions and requirements, including those specified by applicable law and by the Fund's governing documents. The Chair of the meeting may refuse to acknowledge a nomination or other proposal by a Shareholder that is not made in the manner described above.

THE BOARD OF TRUSTEES OF THE FUND
UNANIMOUSLY RECOMMENDS THAT YOU
VOTE FOR THE ELECTION OF EACH
NOMINEE AS A TRUSTEE.

C. DAVID MESSMAN
Secretary

October 31, 2017

Instructions for Executing Proxy Card

The following general rules for signing proxy cards may be of assistance to you and may help to avoid the time and expense involved in validating your vote if you fail to sign your proxy card properly.

1. **INDIVIDUAL ACCOUNTS:** Sign your name exactly as it appears in the Registration on the proxy card.
2. **JOINT ACCOUNTS:** Either party may sign, but the name of the party signing should conform exactly to a name shown in the Registration on the proxy card.
3. **ALL OTHER ACCOUNTS:** The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of Registration. For example:

CORPORATE ACCOUNTS REGISTRATION	VALID SIGNATURE
(1) ABC Corp.	ABC Corp.
(2) ABC Corp.	John Doe, Treasurer
(3) ABC Corp. c/o John Doe, Treasurer	John Doe

(4) ABC Corp. Profit Sharing Plan John Doe, Trustee

**TRUST ACCOUNTS
REGISTRATION**

(1) ABC Trust Jane B. Doe,
Trustee

(2) Jane B. Doe, Trustee u/t/d
12/28/78 Jane B. Doe,
Trustee

**CUSTODIAL OR ESTATE
ACCOUNTS
REGISTRATION**

(1) John B. Smith, Cust. f/b/o
John B. Smith, Jr. UGMA John B. Smith

(2) John B. Smith John B. Smith, Jr.,
Executor

After completing your proxy card, return it in the enclosed postage-paid envelope.

OTHER WAYS TO VOTE YOUR PROXY

VOTE BY TELEPHONE:

1. Read the proxy statement and have your proxy card at hand.
2. Call the toll-free number on your proxy card.

VOTE BY INTERNET:

1. Read the proxy statement and have your proxy card at hand.
2. Go to the Web site indicated on your proxy card and follow the voting instructions.

The telephone and Internet voting procedures are designed to authenticate Shareholder identities, to allow Shareholders to give their voting instructions, and to confirm that Shareholders' instructions have been recorded properly. Please note that, although there is no charge to you for voting by telephone Internet, there may be costs associated with electronic access, such as usage charges from telephone companies and Internet service providers that must be borne by the Shareholders.

Voting by telephone or Internet is generally available 24 hours a day. Do not mail the proxy card if you are voting by telephone or Internet. If you have any questions about voting, please call Computershare Fund Services, our proxy solicitor, at (866) 963-5822 (toll free).

Exhibit A

**WELLS FARGO FUNDS TRUST
WELLS FARGO MASTER TRUST**

**WELLS FARGO VARIABLE TRUST
ASSET ALLOCATION TRUST
WELLS FARGO GLOBAL DIVIDEND
OPPORTUNITY FUND
WELLS FARGO INCOME
OPPORTUNITIES FUND
WELLS FARGO MULTI-SECTOR
INCOME FUND
WELLS FARGO UTILITIES AND HIGH
INCOME FUND**

**CHARTER OF THE GOVERNANCE
COMMITTEES**

Governance Committee Membership

The Governance Committee of each Trust (the "Committee") shall be composed only of Trustees who are not "interested persons" of the Trusts, or of any investment adviser or principal underwriter of the Trusts or any series thereof (a "Fund"), as defined in the Investment Company Act of 1940 ("Independent Trustees").

Board Nominations

1. Except with respect to any trustee nomination made by an eligible shareholder or shareholder group as permitted by applicable law (and, with respect to each Trust that is a registered closed-end management investment company ("Closed-End Fund"), in accordance with the By-Laws of such Closed-End Fund), the Committee shall make all nominations for membership on the Board of Trustees of each Trust. The Committee shall evaluate each candidate's qualifications for Board membership and his or her independence from the Funds' investment adviser(s) and principal underwriter(s) and, as it deems appropriate, other principal service providers. Any person nominated to serve as an Independent Trustee must not be, on the effective date of his or her appointment or election, an "interested person" of the Trusts, or of any investment adviser or principal underwriter of the Funds, as defined in the Investment Company Act of 1940, and, with respect to each Closed-End Fund, such person must also satisfy, on such date, applicable independence requirements of the listing standards of securities exchanges on which shares of such Closed-End Fund are traded.

a. The Committee may take into account a wide variety of factors in considering Trustee candidates, including (but not limited to): (i) availability and commitment of a candidate to attend meetings and perform his or her

responsibilities on the Board, (ii) relevant industry, business, professional and related experience, (iii) educational background, (iv) financial expertise, (v) an assessment of the candidate's ability, judgment and expertise, and (vi) overall diversity of the Board's composition.

b. The Committee will consider and evaluate nominee candidates properly submitted by shareholders on the same basis as it considers and evaluates candidates recommended by other sources. Appendix A to this Charter, as it may be amended from time to time by the Committee, sets forth procedures that must be followed by shareholders to submit properly a candidate for nomination by the Committee. Shareholder recommendations not properly submitted in accordance with the requirements of Appendix A will not be considered for nomination by the Committee.

2. Process for evaluating potential conflicts of interest of Independent Trustee candidates.

a. As a threshold matter, the background of a candidate to serve as an Independent Trustee must be reviewed to confirm that the person meets or, on the effective date of his or her appointment or election will meet, the technical requirements for being a non-interested Trustee under the Investment Company Act of 1940, and, with respect to Independent Trustee candidates for the Board of each Closed-End Fund, that such person satisfies or, on the effective date of his or her appointment or election will satisfy, applicable independence requirements of the listing standards of securities exchanges on which shares of such Closed-End Fund are traded.

b. In addition to satisfying the applicable technical requirements set forth in 2.a., above, the candidate's business and personal connections (as reflected in the responses to questions in the Trustees' and Officers' Questionnaire completed by each current and prospective Trustee) must be reviewed to confirm that they do not create any actual or potential impairment to the person's independence with respect to the Funds.

c. With respect to any candidate, the Committee shall elicit such information from senior management that the Committee deems appropriate, if any, to evaluating the merits of the candidate.

d. Disqualifying factors:

i. No candidate shall be nominated for membership on the Board if, upon appointment or election to the Board, that candidate serves or has agreed to serve on the board of any registered investment company outside of the Wells Fargo Funds family (Asset Allocation Trust shall be considered to be a part of the Wells Fargo Funds family solely for the purposes of this Committee Charter), unless otherwise approved by the Committee. If any existing Trustee accepts a position on the board of any such other registered investment company, such Trustee shall promptly resign from membership on the Board, unless an exception from this policy is expressly approved by the Committee.

ii. No candidate shall be nominated for membership on the Board if that candidate serves or has agreed to serve as an officer, partner, employee or in any similar capacity with a firm that serves as an investment adviser, sub-adviser or principal underwriter of any registered investment company outside of the Wells Fargo Funds family. If any existing Trustee accepts such a position with such a firm, such Trustee shall promptly resign from membership on the Board. Similarly, if a candidate serves in such a capacity for a registered investment adviser or registered broker-dealer, but that firm currently does not serve as an investment adviser, sub-adviser or principal underwriter for any such registered investment company, such candidate shall be nominated only upon the express agreement that he or she would resign from the Board in the event that his or her firm subsequently undertakes such a role for any registered investment company outside of the Wells Fargo Funds family.

iii. No candidate shall be nominated for membership on the Board if that candidate serves on the board of a firm that serves as an investment adviser, sub-adviser or principal underwriter of any registered investment company outside of the Wells Fargo Funds family, unless an exception from this policy is expressly approved by the Committee. If any existing Trustee accepts a position on the board of any such an investment adviser, sub-adviser or principal underwriter, such Trustee shall promptly resign from membership on the Board, unless an exception from this policy is expressly approved by the Committee. Similarly, if a candidate serves on the board of a registered investment adviser or registered broker-dealer, but that firm currently does not serve as an investment adviser, sub-adviser or principal underwriter of any such registered investment company, such candidate shall be nominated only upon the express agreement that he or she would, unless an exception from this policy is

expressly approved by the Committee, resign from the Board in the event that his or her firm subsequently undertakes such a role for any registered investment company outside of the Wells Fargo Funds family.

3. The Committee shall review the composition of the Board when it deems it appropriate to do so to determine whether it may be appropriate to recommend adding individuals with different backgrounds or skill sets from those already on the Board and/or recommend expanding or contracting the size of the Board.

Committee Nominations and Functions

1. The Committee shall propose nominations for membership on all committees and shall review committee assignments when it deems it appropriate to do so.

2. The Committee shall review as necessary the responsibilities of any committees of the Board, whether there is a continuing need for each committee, whether there is a need for additional committees of the Board, and whether committees should be combined or reorganized. The Committee shall make recommendations for any such action to the Board. With respect to any committee of the Board of a Closed-End Fund, the powers, functions, size, membership and other aspects of the committee shall conform with any applicable requirements of the By-Laws of such Closed-end Fund.

Governance Committee Chairman

1. Chairman of the Governance Committee.

a. Only a Trustee who is an Independent Trustee may serve in the role of Chairman of the Governance Committee.

b. In addition to any powers and duties specified in this Charter, the Chairman of the Governance Committee's role is to preside at all meetings of the Committee and to act as a liaison with respect to governance-related matters with service providers, officers, attorneys, and other Committee members generally between meetings.

c. The Chairman of the Governance Committee shall be entitled to receive an additional annual fee in such amount, and payable in such frequency and manner, determined from time to time by the Board, for the additional work and time devoted by the Chairman of the Governance Committee.

2. Except for any duties specified herein or pursuant to a Trust's charter document, the designation of Chairman of the Governance Committee does not impose on such Trustee any duties, obligations or liability that are greater than the duties, obligations or liability imposed on such person as a member of the Board generally.

Compensation

1. The Committee shall periodically review and recommend any appropriate changes to trustee compensation to the Board.

Board Leadership Structure

1. The Committee shall periodically review the Board leadership structure and shall recommend any appropriate changes to the Board.

Advisory Trustee Nominations

1. The Committee may from time-to-time propose nominations of one or more individuals to serve as members of an "advisory board," as such term is defined in Section 2(a)(1) of the Investment Company Act of 1940 ("Advisory Trustees"). An individual shall be eligible to serve as an Advisory Trustee only if that individual meets the requirements to be an Independent Trustee and does not otherwise serve the Trusts in any other capacity. Any Advisory Trustee shall serve at the pleasure of the Board and may be removed, at any time, with or without cause, by the Board. An Advisory Trustee may be nominated and elected as a Trustee, at which time he or she shall cease to be Advisory Trustee. Any Advisory Trustee may resign at any time.

Other Powers and Responsibilities

1. The Committee shall review this Charter at least annually and recommend changes, if any, to the Board.

2. The Committee shall periodically review and address matters relating to the engagement and independence of legal counsel employed by the Independent Trustees and shall recommend any appropriate actions to the Board.

3. The Committee shall have the resources and authority to discharge its responsibilities, including authority to retain special counsel and other experts or consultants, advisers or employees at the expense of the appropriate Fund(s).

4. In consultation with independent legal counsel to the Independent Trustees, the Committee shall consider the processes to be undertaken by the Board in connection with the annual assessment of the performance of the Board and the committees of the Board pursuant to rule 0-1(a)(7)(v) under the Investment Company Act of 1940 and under any applicable listing requirements.

5. The Committee shall set forth and periodically review governance principles for the Board and its committees and shall recommend changes, if any, to the Board. Those principles have been outlined in a separate document (Statement of Governance Principles).

6. The actions taken at meetings of the Committee shall be recorded in the minutes of such meetings. Meetings of the Committees may be conducted in person, telephonically, or via video-conference.

7. If the Committee's membership does not include all of the Trustees, the Committee will report on actions taken at its meetings to the Board.

8. The Committee shall have such further responsibilities as are given to it from time to time by the Board.

Date of most recent Committee approval:

November 18, 2015

Date of most recent Charter amendment:

November 18, 2015

Appendix A

Procedures for Shareholders to Submit Nominee Candidates

A shareholder of any series of the Trust must follow the following procedures in order to submit properly a nominee candidate recommendation for the Committee's consideration.

The shareholder must submit any nominee candidate recommendation (a "Shareholder Recommendation") in writing to the Trust, to the attention of the Trust's Secretary, at the address of the principal executive offices of the Trust.

The Shareholder Recommendation must include: (i) a statement in writing setting forth (A) the name, age, date of birth, business address, residence address and nationality of the person recommended by the shareholder (the "candidate"); (B) the series (and, if applicable,

class) and number of all shares of the Trust owned of record or beneficially by the candidate, as reported to such shareholder by the candidate; (C) any other information regarding the candidate called for with respect to director nominees by paragraphs (a), (d), (e) and (f) of Item 401 of Regulation S-K or paragraph (b) of Item 22 of Rule 14a-101 (Schedule 14A) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), adopted by the Securities and Exchange Commission (or the corresponding provisions of any regulation or rule subsequently adopted by the Securities and Exchange Commission or any successor agency applicable to the Trust); (D) any other information regarding the candidate that would be required to be disclosed if the candidate were a nominee in a proxy statement or other filing required to be made in connection with solicitation of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and (E) whether the recommending shareholder believes that the candidate is or will be an "interested person" of the Trust (as defined in the Investment Company Act of 1940, as amended) and information regarding the candidate that will be sufficient for the Trust to make such determination; (ii) the written and signed consent of the candidate to be named as a nominee and to serve as a Trustee if elected; (iii) the recommending shareholder's name as it appears on the Trust's books; (iv) the series (and, if applicable, class) and number of all shares of the Trust owned beneficially and of record by the recommending shareholder; and (v) a description of all arrangements or understandings between the recommending shareholder and the candidate and any other person or persons (including their names) pursuant to which the recommendation is being made by the recommending shareholder. In addition, the Committee may require the candidate to interview in person and furnish such other information as it may reasonably require or deem necessary to determine the eligibility of such candidate to serve as a Trustee of the Trust. With respect to each Closed-End Fund, the Shareholder Recommendation also must comply with any timing or additional requirements applicable to shareholder nominations, as set forth in the By-Laws of such Closed-end Fund. In the event of any conflict or inconsistency with respect to the requirements applicable to a Shareholder Recommendation as between those established in these procedures and those in the By-Laws of a Closed-End Fund, the requirements of the By-Laws of such Closed-End Fund shall control.

Exhibit B

**WELLS FARGO FUNDS TRUST
WELLS FARGO VARIABLE TRUST
WELLS FARGO MASTER TRUST
ASSET ALLOCATION TRUST
WELLS FARGO GLOBAL DIVIDEND
OPPORTUNITY FUND
WELLS FARGO INCOME
OPPORTUNITIES FUND
WELLS FARGO MULTI-SECTOR
INCOME FUND
WELLS FARGO UTILITIES AND HIGH
INCOME FUND**

AUDIT COMMITTEES CHARTER

1. Composition. The Audit Committees ("Committees") of the Boards of Trustees (the "Boards") of Wells Fargo Funds Trust, Wells Fargo Variable Trust, Wells Fargo Master Trust, Asset Allocation Trust (collectively, the "Open-End Trusts"), Wells Fargo Global Dividend Opportunity Fund ("EOD"), Wells Fargo Income Opportunities Fund ("EAD"), Wells Fargo Multi-Sector Income Fund ("ERC"), and Wells Fargo Utilities and High Income Fund ("ERH") (collectively, the "Closed-End Funds" and together, with the Open-End Trusts, the "Trusts") shall be composed entirely of Trustees who are not "interested persons" of the Trusts or of any series thereof, or of any investment adviser or principal underwriter, as defined in the Investment Company Act of 1940 (the "Act"). The Committees of the Closed-End Funds (the "Closed-End Fund Committees") shall have at least three members who are "independent" as that term is interpreted under Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and under the listing standards of each exchange on which shares of the Closed-End Funds are traded, except as otherwise set forth by statute, rule, or listing standard. The full Boards shall designate the members of the Committees, after due consideration of nominations, if any, from the Governance Committee, and shall either designate the Chairman or shall approve the manner of selection of the Chairman. Except for any duties specified herein or pursuant to a Trust's charter document, the designation of Chairman of the Audit Committee does not impose on such Trustee any duties, obligations or liability that are greater than the duties, obligations or liability imposed on such person as a member of the Committees and the Boards in the absence of such designation.

The Boards shall determine as often as they deem appropriate whether any member of the Committees is an "audit committee financial

expert" as defined in Item 3 of Form N-CSR. Any member of the Committees who is determined to be such an expert shall not bear any duties, obligations or liabilities that are greater than the duties, obligations and liabilities imposed on such member as a member of the Committees and the Boards in the absence of such determination.

2. Primary Responsibilities. The primary responsibilities of the Committees are:

- to oversee the accounting and financial reporting policies of the Trusts or their series, as applicable (a Trust or any such series being referred to as a "Fund", and collectively as the "Funds"), including their internal controls over financial reporting and, as a Committee deems appropriate, the internal controls over financial reporting of key service providers;
- to oversee the quality and objectivity of the Funds' financial statements and the independent audit thereof;
- to interact with the Funds' registered public accounting firm (the "Auditors") on behalf of the Boards, and to interact with the appropriate officers of the Trusts, and the investment managers, advisers, sub-advisers, administrators (collectively, "Management") and other key service providers other than the Auditors regarding accounting and financial reporting matters;
- to oversee, or, as appropriate, assist with the Board's oversight of, the Funds' compliance with legal and regulatory requirements that relate to the Funds' accounting and financial reporting, internal controls and independent audits; and
- to approve the engagement of the Auditors and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Auditors.

The function of the Committees is oversight. Management is responsible for: (1) the preparation, presentation and integrity of the Funds' financial statements; (2) the implementation of appropriate accounting and financial reporting principles and policies; and (3) the design and maintenance of internal controls and procedures designed to assure compliance with all applicable accounting standards, laws and regulations. The Auditors are responsible for planning and carrying out a proper audit and review under applicable auditing standards. Nothing in this Charter shall

be construed to reduce the responsibilities or liabilities of Management or the Auditors.

Although the Committees are expected to take a detached and questioning approach to the matters that come before them, any review of the Funds' financial statements by the Committees is not an audit, nor does any review by the Committees substitute for the responsibilities of Management for preparing, or the Auditors for auditing, the Funds' financial statements. Members of the Committees are not employees of the Funds and, in serving on these Committees, are not, and do not hold themselves out to be, acting as accountants or auditors. As such, it is not the duty or responsibility of the Committees or their members to conduct "field work" or other types of auditing or accounting reviews or procedures. In addition, the authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committees to plan or conduct any audit, to determine or certify that any Fund's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable laws, or to guarantee any report of the Auditors.

In discharging their duties, the members of the Committees are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data prepared or presented by: (1) one or more officers of the Trusts whom the member reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, the Auditors or other public accountants, or other persons as to matters the member reasonably believes are within the person's professional or expert competence; or (3) another Board committee on which the member does not sit.

3. Duties and Powers. To carry out their responsibilities, the Committees shall have the following duties and powers, to be discharged in such a manner as the Committees deem appropriate, in their sole discretion:

- to approve the engagement of the Auditors to annually audit and provide audit and tax services necessary to support their audit opinion on a Fund's financial statements, to recommend to those Trustees who are not "interested persons" of the Fund (as that term is defined in Section 2(a)(19) of the Act) the selection, retention or termination of the Auditors and, in connection therewith, to review and evaluate

matters brought to their attention potentially affecting the independence and capabilities of the Auditors;

- to approve the engagement of the Auditors to provide non-audit services to a Fund, or to its investment adviser or any entity controlling, controlled by, or under common control with the investment adviser ("adviser affiliate") that provides ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund;
- to implement any policies and procedures for pre-approval of the engagement of the Auditors as are set forth in this Charter, or to separately adopt, to the extent deemed appropriate by the Committees, policies and procedures for pre-approval of the engagement of the Auditors, in either case, to provide audit or non-audit services to a Fund and to provide non-audit services to the Fund's investment adviser (not including a sub-adviser whose role is primarily investment management and is sub-contracted or overseen by another investment adviser) or a control affiliate of the investment adviser that provides ongoing services to the Fund, which services relate directly to the operations and financial reporting of the Fund, provided in either case that the policies and procedures are detailed as to the particular services covered;
- to consider whether the provision by the Auditors of non-audit services to a Fund's investment adviser or a control affiliate of the investment adviser that provides ongoing services to the Fund, which services were not required to be pre-approved by the Committees, is compatible with maintaining the Auditors' independence;
- to assess the Auditors' independence at least annually, in connection with which, the Committees shall receive and review a report by the Auditors disclosing all relationships that may affect the Auditors' independence, including the disclosures required by Public Company Accounting Oversight Board ("PCAOB") Rule 3526 or any other applicable auditing standard and any relationships of the Auditors' affiliates that could reasonably be thought to bear on the independence of the Auditors;
- to receive from, to review and to discuss with the Auditors, and with Management and other key service

providers to the extent the Committees deem appropriate, the matters about which PCAOB Auditing Standard No. 16 (Codification of PCAOB Statements on Auditing Standards) requires communication, including those specifically mentioned in this Charter;

- to review the arrangements for and scope of the Funds' annual audits and any special audits;
- to review and approve the fees proposed to be charged to the Funds by the Auditors for all audit and non-audit services;
- to meet with, and consider information and comments from, the Auditors with respect to the Funds' financial statements and the Funds' accounting and financial reporting policies, procedures and internal controls (including the Funds' critical accounting policies and practices and any adjustments to a Fund's financial statements recommended by the Auditors), and to consider Management's responses to any such comments and, to the extent the Committees deem necessary or appropriate, to promote improvements in the quality of the Funds' accounting and financial reporting;
- to review the form of engagement letter used by the Funds to engage the Auditors for all audit and non-audit services;
- to seek to resolve any material disagreements between Management and the Auditors regarding financial reporting that are brought to the Committees' attention;
- to review with the Funds' principal executive officer and/or principal financial officer, in connection with their certifications of any filings by the Funds on Form N-CSR, any significant deficiencies in the design or operation of disclosure controls and procedures or material weaknesses therein or in internal controls over financial reporting and any reported evidence of fraud involving Management or any other key service providers or any of their employees who have a significant role in the Funds' disclosure controls and procedures;
- to investigate or initiate investigation of reports of improprieties or suspected improprieties in connection with the Funds' accounting or financial reporting;
- to report its activities to the Boards on a regular basis and to make such

recommendations with respect to the matters described above and other matters as the Committees may deem necessary or appropriate;

- to inquire of the Auditors and Management as to whether appropriate staffing levels are being maintained within the audit engagement team, internal accounting and administration staff; and
- to perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

4. All Closed-End Fund Committees. The Closed-End Fund Committees shall be directly responsible for the appointment, compensation, retention and oversight of the work of any Auditor engaged (including resolution of disagreements between Management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Closed-End Funds, and each such Auditor must report directly to its respective Closed-End Fund Committee.

The Closed-End Fund Committees shall also establish procedures for (1) the receipt, retention, and treatment of complaints received by the Closed-End Funds regarding accounting, internal accounting controls, or auditing matters; and (2) the confidential, anonymous submission by employees of the Closed-End Funds, the Closed-End Funds' investment adviser, administrator, principal underwriter (if any) or any other provider of accounting-related services for the Closed-End Funds, of concerns regarding questionable accounting or auditing matters.

Each of the Closed-End Fund Committees shall have the power, in addition to the responsibilities, duties and powers included elsewhere in this Charter, to be discharged in such a manner as the Committee deems appropriate in its sole discretion, to review such disclosures or statements made by the Audit Committee in the Closed-End Funds' annual or semi-annual report or proxy statement.

5. NYSE MKT Closed-End Fund Committees. Any Closed-End Fund with shares listed on the NYSE MKT exchange (formerly NYSE Amex) (the "NYSE MKT") must comply with applicable listing standard requirements.¹ Accordingly, each member of an audit committee of a fund listed on the NYSE MKT ("NYSE MKT Closed-End Fund Committee") must be able to read and understand fundamental financial

statements, including a company's balance sheet, income statement, and cash flow statement. Further, at least one member of a NYSE MKT Closed-End Fund Committee must be "financially sophisticated," as such term is defined in the listing standards of the NYSE MKT.²

The purpose of a NYSE MKT Closed-End Fund Committee includes, in addition to the responsibilities, duties and powers included elsewhere in this Charter, overseeing the accounting and financial reporting processes and audits of the Closed-End Fund. NYSE MKT Closed-End Fund Committees must actively engage in a dialogue with the Auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the Auditors and are responsible for taking, or recommending that the Boards take, appropriate action to oversee the independence of the Auditors. Committee members must not have participated in the preparation of the financial statements of the Closed-End Fund at any time during the three years prior to appointment to the NYSE MKT Closed-End Fund Committee. The NYSE MKT Closed-End Fund Committees shall meet on a regular basis, as often as necessary to fulfill their responsibilities, including at least annually in connection with the issuance of audited financial statements.

6. New York Stock Exchange Closed-End Fund Committees. Any Closed-End Fund with shares listed on the New York Stock Exchange (the "NYSE") must comply with applicable listing standard requirements.³ Accordingly, each member of an audit committee of a fund listed on the NYSE ("NYSE Closed-End Fund Committee") must be "financially literate" (or become so within a reasonable time after his or her appointment to the committee).⁴ Further, at least one member of an NYSE Closed-End Fund Committee must have "accounting or related financial expertise".⁵

The purpose of a NYSE Closed-End Fund Committee includes, in addition to the responsibilities, duties and powers included elsewhere in this Charter, assisting with the Board's oversight of the integrity of the Closed-End Fund's financial statements, the Closed-End Fund's compliance with legal and regulatory requirements, the qualifications and independence of the Closed-End Fund's Auditors, and the performance of the Closed-End Fund's internal audit functions (if any) and Auditors.

The NYSE Closed-End Fund Committee shall have the following duties and powers, in addition to the responsibilities, duties and powers included elsewhere in this Charter, to be discharged in such a manner as the Committee deems appropriate, in its sole discretion:

- to obtain and review at least annually a report from the Auditors describing (1) the accounting firm's internal quality-control procedures, (2) any material issues raised (a) by the Auditors' most recent internal quality-control review or peer review or (b) by any governmental or other professional inquiry or investigation performed within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to address any such issues, and (3) all relationships between the Auditors and the Closed-End Fund to assess the Auditor's independence;⁶
- to meet to review and discuss with Management the Closed-End Fund's audited annual and unaudited semi-annual financial statements, as well as "Management's Discussion of Fund Performance", if included in its Form N-CSR;
- to discuss any press releases regarding the Closed-End Fund's investment performance, distributions and/or other financial information about the Closed-End Fund, as well as any financial information provided to analysts or rating agencies. The NYSE Closed-End Fund Committee may discharge this responsibility by discussing the general types of information to be disclosed by the Fund and the form of presentation (i.e., a case-by-case review is not required) and need not discuss in advance each such release of information;
- to discuss guidelines and policies with respect to risk assessment and risk management;
- to review with the Auditors any audit problems or difficulties encountered in the course of their audit work and Management's responses thereto;⁷
- to set clear policies for the hiring by the Closed-End Fund of employees or former employees of the Closed-End Fund's Auditors, to the extent that the Closed-End Fund intends to have employees;
- to report regularly to the Closed-End Fund Board; and

- to consider whether to recommend to the Board that the audited financial statements be included in the annual report for the Closed-End Fund.

The performance of the NYSE Closed-End Fund Committee shall be reviewed at least annually by the Committee or by the Board and may be conducted as part of the Board's annual self-assessment. Unless otherwise determined by the Board, no member of the NYSE Closed-End Fund Committee may serve on the audit committee of more than two other public companies.⁸

7. Meetings. Unless otherwise specified in this Charter, each Committee shall meet at least twice annually, and is empowered to hold special meetings as circumstances require. The Committees shall record minutes of their meetings and shall invite Trustees who are not members of the Committees, Management, counsel and representatives of service providers to attend meetings and provide information as the Committees, in their sole discretion, consider appropriate. The Committee shall periodically meet separately in executive session with the Auditors. Meetings of the Committees may be conducted in person, telephonically, or via video-conference.

8. Auditor Pre-Approval. The Auditors are hereby pre-approved to provide the following services: (a) audit newly created Funds; (b) perform "agreed upon procedures" reviews and/or provide comfort letters in connection with Fund reorganizations; (c) review special Fund registration statement filings; (d) provide comments to regulatory filings; and (e) perform non-audit services for a Fund, and for the Fund's investment adviser and its control affiliates that provide ongoing services to the Fund where the engagement relates directly to the operations and financial reporting of the Fund, provided that any such non-audit services fall within the specified categories of services listed on Tab A, which have been separately approved by the Committees, and that the fees for such services do not exceed the pre-approved dollar amounts listed on Tab A. To the extent that the non-audit services or fees would fall outside of the aforementioned pre-approvals, such services or fees may be pre-approved by the Committees, or by the Chairman pursuant to delegated authority in accordance with Section 9 below.

9. Pre-Approval Procedure. The Chairman of the Committees is authorized to pre-approve: (1) audit services to the Funds; (2) non-audit tax or other categories of services identified in Section 8 above or compliance consulting or training

services provided to the Funds by the Auditors if the fees for any particular engagement are not anticipated to exceed \$50,000; and (3) non-audit tax or compliance consulting or training services provided by the Auditors to a Fund's investment adviser and its affiliates (where pre-approval is required because the entity provides ongoing services to the Fund and the engagement relates directly to the operations and financial reporting of the Fund) if the fee to the Auditors for any particular engagement is not anticipated to exceed \$50,000. For any such pre-approval sought from the Chairman, Management shall prepare a brief written statement describing the proposed services. If the Chairman approves of such service, he or she shall sign the statement prepared by Management or otherwise evidence in writing his or her approval, which may be given by electronic mail. Such written statement, or the written engagement for the proposed services described in the statement, shall be reported to the full Committees at their next regularly scheduled meeting.

10. Availability. The Committees shall be available to meet with the Treasurer and other appropriate officers of the Trusts, and with internal accounting staff, and individuals with internal audit responsibilities, for consultation on audit, accounting, and related financial matters.

11. Resources. The Committees shall be given the resources and shall have the authority appropriate to discharge their responsibilities, including the authority to retain special or independent counsel and other experts, advisors or consultants at the expense of the appropriate Fund(s) and to determine the appropriate funding for payment of compensation to Auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for a Fund and the Committees' ordinary administrative expenses that are necessary or appropriate in carrying out their duties.

12. Miscellaneous. The Committees shall review and reapprove this Charter as often as they deem appropriate, but not less often than annually, and recommend any changes that they deem appropriate to the Boards. The Committees shall have such further responsibilities as are given to them from time to time by the Boards. The Committees shall consult as they deem appropriate with Management, the Auditors and counsel as to legal or regulatory developments affecting their responsibilities, as well as relevant tax, accounting and industry developments. The actions taken at meetings of the Committee shall b899e recorded in the minutes of such

meetings. If the Committees' membership does not include all of the Trustees, the Committees will report on actions taken at their meetings to the Boards. The Committees shall have such further responsibilities as are given to them from time to time by the Boards.

Nothing in this Charter shall be interpreted as diminishing or derogating the responsibilities of the Boards.

Most Recent Annual Approval by the Boards of Trustees: August 16, 2017
Amended: August 16, 2017

- 1) As of August 14, 2012, shares of EAD, ERC and ERH were listed on the NYSE MKT. Although the NYSE MKT LLC Company Guide exempts closed-end funds from certain listing requirements, this Charter has been drafted according to the view expressed by regulators that they may, in fact, apply some of those requirements to closed-end funds.
- 2) One is "financially sophisticated" if that individual qualifies as an "audit committee financial expert" under Item 3 of Form N-CSR.
- 3) As of August 14, 2012, shares of EOD were listed on the NYSE.
- 4) "Financial literacy" is generally interpreted to signify the ability to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement.
- 5) One has "accounting or related financial expertise" if that individual qualifies as an "audit committee financial expert" under the Item 407(d)(5)(ii) of Regulation S-K standard, which is identical to that of Item 3 of Form N-CSR.
- 6) The NYSE Closed End Fund Committee may evaluate the lead partner of the independent auditor team.
- 7) The NYSE Closed-End Fund Committee may consider an discuss with the Auditors any material issues on which the national office of the Auditors was consulted by the Closed-End Fund's audit team.
- 8) Service on multiple boards in the same fund complex is counted as service on one board for the purposes of this requirement.

TAB A

**Wells Fargo Funds
Revised Schedule of Pre-Approved
Non-Audit Services
(Pre-approval amounts are for each calendar
year period)**

Non-Audit Services	Fee Range
Assistance with Internal Revenue Code Sections 851(b) and 817(h) diversification testing (upon specific request as Wells Fargo Fund Tax Department is currently responsible for diversification testing).	Not to exceed \$3,500 per fund

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Tax assistance and advice regarding tax consequences of new investment products or proposed changes to existing products.	Not to exceed \$15,000
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Tax assistance and advice regarding statutory, regulatory or administrative developments.	Not to exceed \$15,000
---	------------------------

Services related to contesting any assessed Internal Revenue Service penalties for incorrect reporting of Fund Forms 1120-RIC and Form 1099.	Not to exceed \$10,000
--	------------------------

Other International tax services (generally related to foreign tax withholding).	Not to exceed \$15,000
--	------------------------

Tax assistance and advice regarding evaluation of complex security transactions.	Not to exceed \$30,000
--	------------------------

Tax and/or other non-audit services associated with Fund mergers and liquidations.	Not to exceed \$8,000 per fund merger/liquidation
--	---

Most Recent Annual Approval: August 16, 2017
Amended: August 16, 2017

EVERY SHAREHOLDER'S VOTE IS
IMPORTANT

EASY VOTING OPTIONS:

VOTE ON THE INTERNET

Log on to:

www.proxy-direct.com

or scan the QR code

Follow the on-screen instructions

Available 24 hours

VOTE BY PHONE

Call 1-800-337-3503

Follow the recorded instructions

available 24 hours

VOTE BY MAIL

Vote, sign and date this Proxy Card and
return in the postage-paid envelope

VOTE IN PERSON

Attend Shareholder Meeting

200 Berkeley Street, 19th Floor,

Boston, MA 02116

on December 4, 2017

Please detach at perforation before mailing.

PROXY
WELLS FARGO UTILITIES AND HIGH
INCOME
FUND

PROXY

FOR THE ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD ON

DECEMBER 4, 2017

This Proxy is solicited on behalf of the Board of Trustees of the Wells Fargo Utilities and High Income Fund for the Annual Meeting of Shareholders. The undersigned, revoking any previously executed proxies, hereby appoints C. David Messman, Maureen E. Towle and Johanne F. Castro, or each of them acting individually, as proxies of the undersigned, each with full power of substitution, to represent and vote all of the Shares of the Fund that the undersigned would be entitled to vote at the 2017 Annual Meeting of Shareholders of the Wells Fargo Utilities and High Income Fund (the "Fund") to be held at 200 Berkeley Street, 19th Floor, Boston, Massachusetts 02116 on December 4, 2017 at 1:00 p.m., Eastern time, and at any and all adjournments thereof.

Receipt of the Notice of Meeting and the accompanying Proxy Statement, which describes the matters to be considered and voted on, is hereby acknowledged.

VOTE VIA THE INTERNET:
www.proxy-direct.com

VOTE VIA THE TELEPHONE:
1-800-337-3503

UNLESS VOTING BY TELEPHONE OR INTERNET, PLEASE SIGN, DATE ON THE REVERSE SIDE AND MAIL THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

WFU_29293_100917

EVERY SHAREHOLDER'S VOTE IS
IMPORTANT

**NOTICE OF ANNUAL MEETING OF
SHAREHOLDERS AND IMPORTANT
NOTICE REGARDING THE
AVAILABILITY OF PROXY
MATERIALS FOR THE ANNUAL
MEETING OF SHAREHOLDERS TO
BE HELD ON DECEMBER 4, 2017.**

**You may obtain a copy of this proxy
statement, the accompanying Notice of
Annual Meeting of Shareholders, the
proxy card and the Annual Report of the
Fund for the period ended August 31,
2017 without charge by visiting the
following Website:
<https://www.proxy-direct.com/wff-29293>**

PLEASE SIGN, DATE AND RETURN
YOUR

PROXY TODAY

Please detach at perforation before mailing.

**The Shares represented by this proxy
will be voted as specified in the following
Item 1, but if you return a signed proxy
card and no choice is specified, they will**

be voted FOR the election of the three (3) persons named below as nominee Trustees under “Election of Trustees (Proposal 1).” If any nominee for any reason becomes unable to serve or is unwilling to serve or for good cause will not serve, the persons named as proxies on the other side of this proxy card will vote for the election of such other person or persons as they may consider qualified. The Board of Trustees has no reason to believe that any of the three (3) nominee Trustees will be unable or unwilling to serve.

If any other matters about which the Fund did not have timely notice properly come before the meeting, authorization is given to the proxy holders to vote in accordance with the views of management of the Fund.

**TO VOTE MARK BLOCKS BELOW
IN BLUE OR BLACK INK AS SHOWN
IN THIS Example: X**

**A. Proposal THE BOARD OF
TRUSTEES OF THE FUND
UNANIMOUSLY RECOMMENDS
THAT YOU VOTE FOR THE
ELECTION OF EACH NOMINEE AS
A TRUSTEE.**

1. Election of Trustees: To withhold authority to vote for any individual nominee(s) mark the box “FOR ALL EXCEPT” and write the nominee number(s) on the line provided.

Nominees:

- 01. Isaiah Harris, Jr.
- 02. David F. Larcker
- 03. Olivia S. Mitchell

2. To transact such other business as may properly come before the meeting or any adjournment thereof.

B. Authorized Signatures This section must be completed for your vote to be counted. Sign and Date Below

Note: Please sign exactly as your name(s) appear(s) on this proxy card, and date it. When shares are held jointly, each holder should sign. When signing as attorney, executor, administrator, trustee, guardian, officer of corporation or other entity or in another representative capacity, please give the full title under the signature.

Date (mm/dd/yyyy) Please print date below

Signature 1 Please keep signature within the box

Signature 2 Please keep signature within the box

60899990010999999999

XXXXXXXXXXXXXXXX WFU
29293 M XXXXXXXX