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CHINA SOUTHERN AIRLINES CO LTD

Form 6-K

May 07, 2004

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, 2004

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.   X           Form 40-F.             
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(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.   X  
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(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 5, 2004 published in two local newspapers in Hong Kong its announcement, in English and Chinese, in relation to the 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.

CHINA SOUTHERN AIRLINES COMPANY LIMITED  
(a joint stock limited company incorporated in the People's Republic of China with limited liability)

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(Stock Code: 1055)

### MAJOR TRANSACTION DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of the Company published in the newspaper on April 13, 2004 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 despatch of the Circular will be delayed from May 4, 2004 to a date on or before May 11, 2004.

Reference is made to the announcement of the Company published in the newspaper dated April 13, 2004 (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 is to be despatched to shareholders within 21 days after publication of the Announcement. As additional time will be required to finalize the Circular, in particular the financial information for the financial year 2003 in the Circular, based on the audited annual results 2003 of the Company published on April 26, 2004 and the annual report 2003 of the Company despatched to its shareholders on April 30, 2004, the

Company has applied to the Stock Exchange for an extension of the date for despatch of the Circular to the shareholders. The despatch of the Circular will be delayed from May 4, 2004 to a date on or before May 11, 2004.

CSAHC, as the 50.30% controlling shareholder of the Company, has approved the Transaction by way of a written approval pursuant to Rule 14.44 of the Listing Rules. Accordingly, no special general meeting will be required for the approval of the Transaction.

By order of the Board  
Su Liang  
Company Secretary

Guangzhou, the People's Republic of China  
May 4, 2004

As at the date of this announcement, the Directors of the Company include Yan Zhi Qing, Liu Ming Qi, Wang Chang Shun, Peng An Fa, Wang Quan Hua, Zhao Liu An, Zhou Yong Qian, Zhou Yong Jin, Xu Jie Bo, Wu Rong Nan and Simon To 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.

CHINA SOUTHERN AIRLINES COMPANY LIMITED

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By /s/ Su Liang

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Name: Su Liang

Title: Company Secretary

Date: May 5, 2004