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## **CHINA ALUMINUM CANS HOLDINGS LIMITED**

### **中國鋁罐控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6898)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China Aluminum Cans Holdings Limited (the “**Company**”) will be held at the conference room at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 16 December 2014 at 3:00 p.m. for the purpose of consideration and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

#### **1. “THAT**

- (a) the form and substance of an acquisition agreement dated 3 October 2014 (the “**Acquisition Agreement**”) entered into between Mr. Lin Wan Tsang as vendor (“**Mr. Lin**”) and Euro Asia Investments Global Limited as purchaser in relation to the acquisition of the entire issued share capital of Topspan Holdings Limited at a total consideration of HK\$900 million (the “**Consideration**”) (the “**Acquisition**”), details of the Acquisition Agreement are set out in the circular of the Company dated 29 November 2014 (the “**Circular**”) (copies of the Acquisition Agreement and the Circular having been produced and marked “**A**” and “**B**” respectively and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the Conversion Shares (as defined below), the directors of the Company be and are hereby generally and unconditionally authorized to issue and allot such number of new shares (the “**Conversion Shares**”) of HK\$0.01 each in the capital of the Company, credited as fully paid, to the holder of the convertible note in the principal amount of HK\$780 million, which will be issued to partially satisfy the Consideration under the Acquisition Agreement;
- (c) the exercise by the directors of the Company (the “**Directors**”) of all the powers of the Company to issue, allot and deal with the unissued shares in the capital of the Company and to make agreements to place or subscribe for new Shares (the “**Placing**”), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved provided that the issue price of all

such Company's shares under the Placing (the "**Placing Shares**") shall not be less than the higher of (i) HK\$1.08; and (ii) the average market price of the Shares as quoted on the Stock Exchange for the last ten consecutive trading day immediately before the signing of the agreement for Placing; and

(d) the Directors be and are hereby authorized to execute all such documents and do all such acts and things as they consider desirable, necessary or expedient in connection with and to give effect to the Acquisition Agreement and the transactions contemplated thereunder together with the issue and allotment of the Conversion Shares and the Placing Shares."

2. "**THAT** the authorised share capital of the Company be and is hereby increased from HK\$7,800,000, divided into 780,000,000 Shares of HK\$0.01 each to HK\$15,000,000 divided into 1,500,000,000 Shares of HK\$0.01 each by the creation of additional 720,000,000 Shares of HK\$0.01 each (the "**Increase in Authorised Share Capital**") and the Directors be and are hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts and things as they consider desirable, necessary or expedient in connection with and to give effect to the Increase in Authorised Share Capital".

By Order of the Board  
**China Aluminum Cans Holdings Limited**  
**Chamlong Wachakorn**  
*Executive Director*

Hong Kong, 29 November 2014

*Principal place of business in Hong Kong:*

Unit G, 20/F.,  
Golden Sun Centre,  
Nos. 59/67 Bonham Strand West,  
Sheung Wan, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person at his/her/its proxy to attend and vote in his/her/its stead in accordance with the bye-laws of the Company. A proxy needs not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this notice, the executive Directors of the Company are Mr. Lin Wan Tsang, Ms. Ko Sau Mee and Mr. Chamlong Wachakorn; and the non-executive Director is Mr. Kwok Tak Wang; and the independent non-executive Directors are Mr. Leung Man Fai, Dr. Lin Tat Pang, Ms. Guo Yang and Mr. Chung Yi To.*