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中鋁國際工程股份有限公司

**China Aluminum International Engineering Corporation Limited**

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

**(Stock code: 2068)**

## **NOTICE OF 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 Annual General Meeting (the “AGM”) of China Aluminum International Engineering Corporation Limited (“**the Company**”) will be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Block C, Xingshikou Road No. 99, Haidian District, Beijing on Tuesday, 9 June 2015 at 9:30 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

To consider the following matters as ordinary resolutions:

1. To approve the Board of Directors’ report for 2014.
2. To approve the Board of Supervisors’ report for 2014.
3. To approve the financial report for 2014.
4. To approve the report of financial budget for 2015.
5. To approve the Company’s profits distribution and dividends distribution plan for 2014, being the proposed distribution of final dividends of RMB1.0 (including tax) in cash for every 10 shares for the year ended 31 December 2014, which amounted to approximately RMB266,316,000 in aggregate.
6. To approve the remuneration plan for Directors for 2015.
7. To approve the remuneration plan for Supervisors for 2015.

8. To approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company for 2015 and the re-appointment of PricewaterhouseCoopers as the international auditor of the Company for 2015 for a term of office until the conclusion of the next annual general meeting (AGM) and authorise the Audit Committee under the Board of the Company to approve their audit fees.
9. To approve the appointment of a Director.

### **SPECIAL RESOLUTIONS**

To consider and pass the following matters as special resolutions:

10. To grant General Mandates to the Board. Pursuant to such General Mandates, the Board may, independently or simultaneously, allot, issue and deal with additional domestic shares and/or new H shares that shall not exceed 20% of the domestic shares in issue of the Company at the time of passing such resolutions and authorize the Board to make corresponding amendments to the articles of association of the Company as it thinks fit for allotment, issuance of and dealing with such Shares.

For those General Mandates, the authority is defined as:

(A) Without prejudice to the relevant requirement under the Listing Rules on The Stock Exchange of Hong Kong Limited, the articles of association of the Company and applicable laws and regulations in the PRC, to grant unconditional General Mandates to the Board during the relevant period. The Board may, independently or simultaneously, allot, issue and deal with additional domestic shares and H shares of the Company and enter into or grant sales offers, agreements and share options according to conditions below:

- (a) Except that the Board may enter into or grant sales offers, agreements and share options which would or might require the exercise of such power after the expiry of the Relevant Period, such power shall not exceed “the relevant period”:

“The relevant period” means the period from date of passing this resolution until whichever is the earliest of:

- (i) the date after the passing of this resolution or the conclusion of the next annual general meeting of the Company;
- (ii) the expiry date of 12 months after the passing of this resolution; or
- (iii) the date on which the mandates mentioned in this resolution are revoked or amended by a special resolution in a general meeting of the Company.

- (b) Except under the “rights issue” or any share options scheme or similar arrangement from time to time being adopted by the Company for the grant or issue of the shares of the Company or rights to acquire shares to officers and/or staff of the Company and/or any of its subsidiaries, the number of domestic shares and H shares issued or allotted or to be issued or allotted conditionally or unconditionally (whether pursuant to a share option or otherwise) shall not exceed 20% of the existing domestic shares and overseas listed foreign invested shares (H shares) respectively issued by the Company on the date of the passing of this resolution:

“Rights Issue” means the allotment or issue of shares or other securities of the Company and such allotment or issue requires offer proposed to all shareholders of the Company (excluding for this the purpose, the shareholders where the laws of their place of residence do not allow this offer) and other eligible share capital equity securities holders of the Company (if applicable). The persons mentioned above shall receive such offer pursuant to their shareholding proportions (excluding fractional equity) of shares or other equity securities of the Company.

The Board will exercise the power under such mandate according to the Company Law of the PRC and the Listing Rules of the Hong Kong Stock Exchange amended from time to time and upon the necessary approval from the relevant regulatory authorities;

- (B) To authorise the Board to amend the articles of associations of the Company as it thinks fit in order to increase the registered share capital and reflect new equity structure after the proposed allotment, issue of and dealing with shares;
- (C) Upon the allotment, issue and dealing with shares according to this resolution by the Board, the Board is authorised to approve, sign and execute, or prompted to sign or execute all documents, deeds and matters for such allotment, issue and deal if it thinks fit, including but not limited to the scale of issue, issue price, the use of proceeds from fund raising, the target of issue, the issue place and time, all necessary applications made to relevant authorities, the entering of underwriting agreements or any other agreements, and complete all necessary documentation and registration at relevant regulatory authorities in the PRC and Hong Kong.

By order of the Board  
**China Aluminum International Engineering Corporation Limited**  
**ZHANG Chengzhong**  
*Chairman*

Beijing, PRC, 24 April 2015

*Notes:*

1. Important: Shareholders of the Company (the “Shareholders”) who wish to appoint a proxy shall first read the Company’s annual report for 2014 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or dispatched to relevant Shareholders. The annual report for 2014 includes the Board of Directors’ report for 2014 and the Board of supervisors’ report for 2014.
2. In order to determine the shareholders entitled to attend the AGM to be convened on Tuesday, 9 June 2015, the register of members will be closed from Monday, 11 May 2015 to Tuesday, 9 June 2015, both days inclusive, during which time no transfer of the Company’s shares will be registered. In order to qualify to attend and vote at the AGM, the holders of H Shares of the Company shall lodge relevant share transfer documents with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 8 May 2015.

In order to determine the list of the shareholders entitled to the final dividends, the register of members will also be closed from Tuesday, 16 June 2015 to Sunday, 21 June 2015, both days inclusive, during which time no transfer of the Company’s shares will be registered. In order to qualify to receive the final dividends for the year ended 31 December 2014, the holders of H Shares of the Company shall lodge relevant share transfer documents with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2015.

3. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the AGM on his or her behalf.
4. The instrument to appoint a proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its Directors or attorney duly authorised.
5. To be valid, the form of proxy must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H shares of the Company) or the Company’s head office in China (for holders of domestic shares of the Company) not less than 24 hours prior to the holding of the AGM. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.
6. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the Board or other governing bodies may attend the AGM on behalf of the appointer.
7. The Company has the rights to request a proxy who attends the AGM on behalf of a shareholder to produce proof of identity.
8. The AGM is expected to take less than half day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses.
9. The address of the Company’s head office in China is as follows: Block C, No. 99, Xingshikou Road, Haidian District, Beijing, PRC

*As at the date of this notice, the non-executive Directors are Mr. ZHANG Chengzhong, Mr. ZHANG Zhankui and Mr. WANG Qiang; the executive Directors are Mr. HE Zhihui and Mr. WANG Jun; and the independent non-executive Directors are Mr. SUN Chuanyao, Mr. CHEUNG Hung Kwong and Mr. JIANG Jianxiang.*