

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Aluminum International Engineering Corporation Limited**, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

BOARD OF DIRECTORS' REPORT FOR 2014
BOARD OF SUPERVISORS' REPORT FOR 2014
FINANCIAL REPORT FOR 2014
REPORT OF FINANCIAL BUDGET FOR 2015
PROFITS DISTRIBUTION AND DIVIDENDS DISTRIBUTION PLAN FOR 2014
REMUNERATION PLAN FOR DIRECTORS FOR 2015
REMUNERATION PLAN FOR SUPERVISORS FOR 2015
RE-APPOINTMENT OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR
PROPOSED APPOINTMENT OF A DIRECTOR
GRANT OF GENERAL MANDATES TO THE BOARD TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Block C, Xingshikou Road No. 99, Haidian District, Beijing at 9:30 a.m. on 9 June 2015 is set out on pages 11 to 14 of this circular.

If you wish to appoint proxies to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon. Holders of H Shares should return the proxy form to the Computershare Hong Kong Investor Services Limited whereas the holders of Domestic Shares should return it to the Company's head office in China but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof either by person or mail. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

If you wish to attend the AGM in person or appoint proxies to attend, you are requested to complete the enclosed reply slip and return it to the Computershare Hong Kong Investor Services Limited if you are a holder of H Shares or the Company's head office in China if you are a holder of Domestic Shares on or before 20 May 2015.

24 April 2015

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of 2014 Annual General Meeting	11

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	means the annual general meeting of the Company in 2014 to be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Block C, Xingshikou Road No. 99, Haidian District, Beijing, 9:30 a.m. on Tuesday, 9 June 2015
“Articles”	means the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	means the board of Directors of the Company
“Chinalco”	means Aluminum Corporation of China (中國鋁業公司)
“Company”	means China Aluminum International Engineering Corporation Limited (中鋁國際工程股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, and its H Shares are listed on the Hong Kong Stock Exchange
“Director(s)”	means the director(s) of the Company
“Domestic Shares”	means the ordinary shares in the share capital of the Company subscribed and fully paid in RMB at par value of RMB1.00 per share
“General Mandates”	means the general mandates granted to the Board to, independently or simultaneously, allot, issue and deal with the new shares that shall not exceed 20% of domestic shares and/or overseas listed foreign invested shares (H Shares) of the Company as at the date of the passing of relevant resolution, and make corresponding amendments to the articles of association of the Company as it thinks fit for allotment, issuance of and dealing with such shares
“Group”	means the Company and its subsidiaries
“H Shares”	means the overseas listed foreign invested shares, with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on the Hong Kong Stock Exchange

DEFINITIONS

“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	means 23 April 2015, being the latest practicable date prior to the printing of this circular to ascertain certain information contained herein
“Listing Rules”	means the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notice of AGM”	means the notice of the annual general meeting for 2014
“PBOC”	means the People’s Bank of China
“PRC”	means the People’s Republic of China
“RMB”	means Renminbi, the lawful currency of the PRC
“Shareholders”	means the holders of Shares
“Shares”	means the shares in the share capital of the Company with a nominal value of RMB1.00 each, including Domestic Shares and H Shares

LETTER FROM THE BOARD



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)

Non-executive Directors:

Mr. Zhang Chengzhong (*Chairman*)

Mr. Zhang Zhankui

Mr. Wang Qiang

Executive Directors:

Mr. He Zhihui

Mr. Wang Jun

Independent non-executive Directors:

Mr. Sun Chuanyao

Mr. Cheung Hung Kwong

Mr. Jiang Jianxiang

Registered Office in PRC:

Block C

No. 99, Xingshikou Road

Haidian District

Beijing

PRC

Head Office in PRC:

Block C

No. 99, Xingshikou Road

Haidian District

Beijing

PRC

*Principal Place of Business
in Hong Kong:*

Room 4501

Far East Finance Centre

No. 16 Harcourt Road

Admiralty

Hong Kong

24 April 2015

To the Shareholders

Dear Sir or Madam,

BOARD OF DIRECTORS' REPORT FOR 2014
BOARD OF SUPERVISORS' REPORT FOR 2014
FINANCIAL REPORT FOR 2014
REPORT OF FINANCIAL BUDGET FOR 2015
PROFITS DISTRIBUTION AND DIVIDENDS DISTRIBUTION PLAN FOR 2014
REMUNERATION PLAN FOR DIRECTORS FOR 2015
REMUNERATION PLAN FOR SUPERVISORS FOR 2015
RE-APPOINTMENT OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR
PROPOSED APPOINTMENT OF A DIRECTOR
GRANT OF GENERAL MANDATES TO THE BOARD TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to issue the Notice of AGM and provide you with information for making informed decisions to vote for or against the ordinary resolutions and special resolutions regarding the following matters to be proposed on the meeting:

Ordinary Resolutions

1. Board of Directors' report for 2014;
2. Board of supervisors' report for 2014;
3. Financial report for 2014;
4. Report of financial budget for 2015;
5. Profits distribution and dividends distribution plan for 2014;
6. Remuneration plan for Directors for 2015;
7. Remuneration plan for supervisors for 2015;
8. Re-appointment of international auditor and domestic auditor; and
9. Proposed appointment of a Director.

Special Resolutions

10. Grant of General Mandates to the Board to issue shares.

ORDINARY RESOLUTIONS

BOARD OF DIRECTORS' REPORT FOR 2014

An ordinary resolution would be proposed on the AGM to approve the Board of Directors' report for 2014, the full text of which would be incorporated into the annual report of the Company dispatched afterwards.

BOARD OF SUPERVISORS' REPORT FOR 2014

An ordinary resolution would be proposed on the AGM to approve the board of supervisors' report for 2014, the full text of which would be incorporated into the annual report of the Company dispatched afterwards.

LETTER FROM THE BOARD

FINANCIAL REPORT FOR 2014

An ordinary resolution will be proposed to the AGM for approval of financial report for 2014. The financial report for 2014 prepared by the Company according to International Financial Reporting Standards is summarized as follows:

1. *Revenue and profit*

In 2014, the Company's consolidated statements recorded operating income of RMB25,344 million; operating costs of RMB22,899 million and net finance costs of RMB200 million. The profit after tax for the year was RMB834 million, of which RMB725 million was attributable to the equity holders of the Company.

2. *Cash flows*

In 2014, the net cash from operating activities in the Company's consolidated statements was RMB-943 million. The net cash from investing activities was RMB-2,758 million. The net cash from fund raising activities was RMB1,451 million. The net increase of cash and cash equivalents was RMB-2,250 million.

3. *Assets and liabilities*

As of 31 December 2014, the total assets in the consolidated statements of the Company were RMB33,076 million, of which current assets, non-current assets and total liabilities amounted to RMB28,080 million, RMB4,995 million and RMB24,345 million respectively. The total equity was RMB8,731 million and interests attributable to the equity holders of the Company were RMB6,708 million.

REPORT OF FINANCIAL BUDGET FOR 2015

An ordinary resolution will be proposed to the AGM for approval of the report of financial budget for 2015. Such budget report mainly includes: in 2015, the Company will allocate (i) RMB948 million as the budget of annual management fee; (ii) RMB115 million as the budget of annual sales expenses; (iii) RMB263 million as the budget of annual financial costs.

PROFITS DISTRIBUTION AND DIVIDENDS DISTRIBUTION PLAN FOR 2014

Pursuant to the Articles, an ordinary resolution would be proposed on the AGM to approve profits distribution and dividends distribution plan of the Company.

The Board of Directors of the Company proposed to pay a final dividend for the year ended 31 December 2014 of RMB0.1 per ordinary share with an aggregate amount of approximately RMB266,316,000. The Board recommended to distribute a final dividend for the year ended 31 December 2014 in cash to the shareholders whose name appeared on the register of members of the Company on Sunday, 21 June 2015. The above dividend is subject to the approval of Shareholders on the AGM of the Company held on Tuesday, 9 June 2015.

LETTER FROM THE BOARD

The Company will determine the resident status of the individual holders of H shares based on the registered address as recorded in the register of members of the Company on Sunday, 21 June 2015 (the "Registered Address"). If the resident status of any individual holder of H shares is not in consistency with that indicated by the Registered Address, such individual holder of H shares shall notify the Company's H Share registrar not later than Monday, 15 June 2015 and provide relevant supporting documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Any individual holder of H shares who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

In addition, the transfer of shares will not be effected from Tuesday, 16 June 2015 to Sunday, 21 June 2015, both days inclusive. To be qualified for entitlement of the final dividend mentioned above, the H Share holders of the Company shall lodge the instruments of transfer 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, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2015.

Meanwhile, the resolution of authorising the Board and its authorized persons to implement the aforementioned distribution plan is proposed on the general meeting and the resolution on all relevant matters regarding the aforementioned authorization to the Board with the transfer of authorisation to the management of the Company to deal with the aforementioned distribution plan is proposed as well.

The final dividend will be paid to the Shareholders as recorded in the register of members of the Company on Sunday, 21 June 2015 on or before Thursday, 6 August 2015 subject to the approval of the Shareholders at the AGM.

Pursuant to the Enterprise Income Tax Law of PRC effective from 1 January 2008 and its implementation provisions and relevant regulations, the Company is obliged to withhold and remit enterprise income tax at a rate of 10% when it distributed the 2014 final dividend to the non-resident enterprise shareholders whose names are registered in the register of members of H Shares. Any share which is not registered in the name of individual H Shareholders, including the HKSCC Nominees Limited, other agents or trustees, or other organizations and societies is deemed as Shares held by non-resident enterprise shareholders. Thus, enterprise income tax will be deducted from their dividends.

According to the requirements of the Guoshuihan [2011] No. 348 of State Administration of Taxation and relevant laws and regulations, if individual H Shareholders are Hong Kong or Macau residents or residents from other countries which have entered into a taxation agreement with the PRC stipulating a dividend tax rate of 10%, the Company would withhold and remit 10% of their personal income tax. If individual H Shareholders are residents from other countries which have entered into a taxation agreement with the PRC stipulating a lower than 10%-dividend rate, the Company would apply to enjoy the relevant agreed preferential treatment on behalf of them. If individual H Shareholders are residents from other countries which have entered into a taxation agreement with the PRC stipulating a higher than 10%- but lower than 20%-dividend rate, the Company would withhold and remit their personal income tax

LETTER FROM THE BOARD

based on the effective tax rate in relevant taxation agreement. If individual H Shareholders are residents from other countries which have entered into a taxation agreement with the PRC stipulating a 20%-dividend rate, or have not entered into any taxation agreement with the PRC, or under any other circumstances, the Company would withhold and remit 20% of their personal income tax.

The Company takes no responsibility and disclaim any liability for any claims arising from the taxation status or tax treatment of individual H Shareholders and any claims arising from failure to determine in time or inaccurate determination on the taxation status or tax treatment of individual H Shareholders, or any disagreements regarding the withholding mechanism or arrangement.

REMUNERATION PLAN FOR DIRECTORS FOR 2015

An ordinary resolution would be proposed on the AGM to approve the remuneration plan for the year ended 31 December 2015 for Directors, and authorize the remuneration committee of the Board to perform the details of such plan, together with the human resources department of the Company. According to the plan, remuneration of each independent director shall be RMB10,000 per month, net of tax. Remuneration of non-independent directors of the Company who serve as senior managements of the Company is determined according to the remuneration standard of the senior management set by the Company. Non-independent directors who do not serve as senior managements of the Company shall not receive their remuneration from the Company.

REMUNERATION PLAN FOR SUPERVISORS FOR 2015

The remuneration of Supervisors is determined by annual basis according to their respective positions and specific duties. Supervisors who do not serve in the Company shall not receive remuneration from the Company. Supervisors who serve in the Company shall receive remuneration on an annual basis. The cash remuneration in the annual salary is consisted of basic salary, annual performance-linked salary and tenure incentive pays. The relevant benefit for supervisors who serve in the Company shall be implemented in accordance with the benefit policy of the Company.

RE-APPOINTMENT OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR

An ordinary resolution would be proposed on the AGM to approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the domestic auditor and international auditor of the Company for 2015 respectively for a term of office until next annual general meeting (AGM), and authorize the Audit Committee under the Board of the Company to determine their audit fees.

APPOINTMENT OF A DIRECTOR

The Board is pleased to announce that it has proposed to appoint Mr. Fu Jun to take the place of Mr. Jiang Jianxiang as an independent non-executive Director of the Company. The term of office shall be from the date of the approval at the 2014 AGM of the Company to the next session of the election of the Board, and exercises its power in accordance with the law in compliance with the regulation of the Articles of the Company.

LETTER FROM THE BOARD

Details of Mr. Fu Jun are as follow:

Mr. Fu Jun, aged 43, is a professor of the Law School of Foreign Trade and Economics University (對外經濟貿易大學). Meanwhile, he is also an arbitrator of Cairo Regional Centre for International Commercial Arbitration (開羅國際商事仲裁中心), an arbitrator of China International Economic and Trade Arbitration Commission (中國國際貿易仲裁委員會), deputy secretary general and permanent member of Institute of International Economic Law under China Law Society (中國法學會國際經濟法學研究會), deputy director of the Professional Committee of the International Financial Law under China Law Society (中國法學會國際金融法專業委員會) and a member of China Banking Law Society (中國銀行法學研究會). Mr. Fu Jun acts as an independent non-executive director of China CCB Principal Asset Management Co., Ltd (中國建信基金投資管理公司) since May 2012. Mr. Fu Jun has been awarded the Second Prize of The Ninth Session of The Philosophy and Society Science Outstanding Achievement in Beijing City (北京市第九屆哲學社會科學優秀成果二等獎) in 2006, the Third Prize in the Sixth Session of Essay Competition on Trade Remedies and Industrial Safety organized by the Ministry of Commerce (商務部第六屆貿易救濟與產業安全徵文大賽三等獎) in 2009 and Award of Excellence in the Ninth Session of National Business Development and Research Achievement Award organized by the Ministry of Commerce (商務部全國第九屆商務發展研究成果獎優秀獎) in 2010. Mr. Fu Jun received a bachelor degree from Hebei University of Science and Technology (河北科技大學) in 1994 and a Master of Law degree and doctorate of Law from Peking University (北京大學) in 2000 and 2004, respectively. He also exchanged and visited Harvard University as a senior visiting scholar of Fulbright (福布賴特高級訪問學者) during 2013 to 2014.

Save as disclosed above, Mr. Fu Jun did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Fu Jun does not have any relationship with any other directors, senior management, substantial or controlling shareholders. As at the date of this circular, Mr. Fu Jun has no interest in any share of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Hong Kong Laws).

Save as disclosed above, there is no other information relating to Mr. Fu Jin required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and Mr. Fu Jun is or was involved in any of the matters required to be disclosed pursuant to the aforesaid provisions. Save as disclosed above, there is no other matter that needs to be brought to the attention of the shareholders.

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS

GENERAL MANDATES TO ISSUE SHARES

To guarantee the flexibility of and the rights to handle the issuance of new shares for Directors, the Company proposed to grant General Mandates to the Directors to allot, issue and deal with the new domestic shares and H shares which, each of them, shall not exceed 20% of the respective aggregate nominal amount of the domestic shares and H shares in issue of the Company at the date of the passing of this resolution. As at the date of this circular, issued share capital of the Company comprises 2,263,684,000 domestic shares and 399,476,000 H shares. Upon the passing of the resolution of General Mandates to issue shares, and on the basis that no further Shares are issued before the AGM, the Company may issue a maximum of 452,736,800 domestic shares and 79,895,200 H shares. The General Mandates will be effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company after the passing of the resolution thereof; (ii) the expiry date of 12 months from the passing of the resolution thereof; (iii) the date on which the mandates mentioned in the resolution thereof are revoked or amended by a special resolution in the general meeting of the Company. Under the General Mandates, any power exercised by the Directors should be in compliance with the related requirements of the Listing Rules, the Articles and relevant PRC laws and regulations. The Board currently has no plans to issue new shares according to the General Mandates.

2014 AGM

The 2014 AGM of 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.. The notice convening the meeting is set out on pages 11 to 14 of this circular.

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 Shares will be registered. In order to qualify to attend and vote at the annual general meeting, 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, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 8 May 2015.

Shareholders intending to attend the AGM must return the AGM reply slip to the Company's head office in the PRC (for holders of domestic shares of the Company) by hand, by post or by fax (fax number: (86) 10 8240 6797, or (for holders of H shares of the Company) return the AGM reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post on or before Wednesday, 20 May 2015.

LETTER FROM THE BOARD

VOTING BY POLL AT AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 80 of the Articles.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she uses in the same manner.

RECOMMENDATION

The Board considers that the above resolutions are in the best interests of the Company and its Shareholders. The Board therefore recommends the Shareholders to vote in favour of the resolutions as set out in the notice of the AGM and to be put forward in the AGM.

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

NOTICE OF 2014 ANNUAL GENERAL MEETING



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.

NOTICE OF 2014 ANNUAL GENERAL MEETING

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.

NOTICE OF 2014 ANNUAL GENERAL MEETING

- (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

NOTICE OF 2014 ANNUAL GENERAL MEETING

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.