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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 THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2015 (the “**EGM**”) of China Aluminum International Engineering Corporation Limited (the “**Company**”) will be held at Conference Room 211 of the Company, Block C, Xingshikou Road No. 99, Haidian District, Beijing, the People’s Republic of China on Tuesday, 25 August 2015 at 9:00 a.m. for the following purposes.

A circular containing following resolutions and the notice convening the EGM (the “**Circular**”) is expected to be despatched to the Shareholders on or before 5 August 2015. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the Circular above.

### **ORDINARY RESOLUTIONS**

- 1. To consider and approve the dilution of current returns as a result of the Issue of A Shares and proposed remedial measures**
- 2. To consider and approve the amendments to the Rules of Procedures for the Shareholders General Meeting**
- 3. To consider and approve the amendments to the Rules of Procedures for the Board of Directors**
- 4. To consider and approve the amendments to the Rules of Procedures for the Board of Supervisors**
- 5. To consider and approve the Plan for Use of Proceeds Collected from the Issue of A Shares**

- 6. To consider and approve the Management Methods on Related Party Transactions**
- 7. To consider and approve the Management Methods on External Guarantees**
- 8. To consider and approve the Working System for Independent Directors**
- 9. To consider and approve the engagement of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the auditor for the Issue of A Shares**

#### **SPECIAL RESOLUTIONS**

- 10. To consider and approve the Issue of A Shares and the following items of the Issue of A Shares:**
  - 10.1 Class and nominal value of shares to be issued
  - 10.2 Number to be issued
  - 10.3 Method of issue
  - 10.4 Target subscribers
  - 10.5 Issue price and basis for determination of the issue price
  - 10.6 Form of underwriting
  - 10.7 Use of proceeds
  - 10.8 Allocation of accumulated undistributed profits prior to the Issue of A Shares
  - 10.9 Proposed stock exchange for listing
  - 10.10 Application of the listing of the Domestic Shares
  - 10.11 Transfer of state-owned corporate shares
  - 10.12 Validity
- 11. To consider and approve the relevant undertakings on the disclosure of information in the prospectus published in connection with the Issue of A Shares**
- 12. To consider and approve the stock price stabilization plan**
- 13. To consider and approve the three-year shareholder dividend plan after the Issue of A Shares**
- 14. To consider and approve the amendments to the Articles relating to the Issue of A Shares**

**15. To consider and approve granting authorizations to the Board to deal with matters concerning the Issue of A Shares**

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

Beijing, PRC, 30 June 2015

*Note:*

1. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. In order to determine the shareholders entitled to attend the EGM to be convened on Tuesday, 25 August 2015, the register of members will be closed from Saturday, 25 July 2015 to Tuesday, 25 August 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 EGM, 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, or the holders of Domestic Shares of the Company shall lodge relevant share transfer documents with the Company's head office in China at Block C, No. 99, Xingshikou Road, Haidian District, Beijing, PRC, not later than 4:30 p.m. on Friday, 24 July 2015.
3. 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.
4. 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 EGM. 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.
5. 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 EGM on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the EGM on behalf of a shareholder to produce proof of identity.
7. The EGM is expected to take less than half day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.
8. 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 Jun; the executive Directors are Mr. HE Zhihui and Mr. ZHANG Jian; and the independent non-executive Directors are Mr. SUN Chuanyao, Mr. CHEUNG Hung Kwong and Mr. FU Jun.*